

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 September 30, 2021

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: 0-22140



**META FINANCIAL GROUP INC.®**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

42-1406262

(I.R.S. Employer Identification No.)

5501 South Broadband Lane, Sioux Falls, South Dakota 57108

(Address of principal executive offices and Zip Code)

(877) 497-7497

(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, \$.01 par value	CASH	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 Section 13 and Section 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 such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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

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

Large Accelerated Filer ☒

Accelerated  
filer ☐

Non-accelerated  
filer ☐

Smaller reporting  
company ☐

Emerging growth  
company ☐

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of 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 March 31, 2021, the aggregate market value of the voting stock held by non-affiliates of the Registrant, computed by reference to the average of the closing bid and asked prices of such stock on the NASDAQ Global Select Market as of such date, was \$1.4 billion.

As of November 18, 2021, there were 30,548,503 shares of the Registrant's Common Stock outstanding.

### **DOCUMENTS INCORPORATED BY REFERENCE**

PART III of Form 10-K -- Portions of the Proxy Statement for the Annual Meeting of Stockholders expected to be held February 22, 2022 are incorporated by reference into Part III of this report.

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**META FINANCIAL GROUP, INC.**  
**FORM 10-K**

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## FORWARD-LOOKING STATEMENTS

Meta Financial Group, Inc.® ("Meta" or "the Company" or "us") and its wholly-owned subsidiary, MetaBank®, National Association ("MetaBank" or "the Bank") may from time to time make written or oral "forward-looking statements," including statements contained in this Annual Report on Form 10-K, the Company's other filings with the Securities and Exchange Commission (the "SEC"), the Company's reports to stockholders, and other communications by the Company and MetaBank, which are made in good faith by the Company pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995.

You can identify forward-looking statements by words such as "may," "hope," "will," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "potential," "continue," "could," "future," or the negative of those terms, or other words of similar meaning or similar expressions. You should carefully read statements that contain these words because they discuss our future expectations or state other "forward-looking" information. These forward-looking statements are based on information currently available to us and assumptions about future events, and include statements with respect to the Company's beliefs, expectations, estimates, and intentions, which are subject to significant risks and uncertainties, and are subject to change based on various factors, some of which are beyond the Company's control. Such risks, uncertainties and other factors may cause our actual growth, results of operations, financial condition, cash flows, performance and business prospects and opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. Such statements address, among others, the following subjects: future operating results; our ability to remediate the material weakness in our internal controls over financial reporting and otherwise maintain effective internal controls over financial reporting; the expected impact of the ongoing COVID-19 pandemic and related governmental actions; on our business, industry, and the capital markets; customer retention; expectations regarding the Company's and the Bank's ability to meet minimum capital ratios and capital conservation buffers; loan and other product demand; expectations concerning acquisitions and divestitures; new products and services; credit quality; the level of net charge-offs and the adequacy of the allowance for credit losses; technology; and management and other employees. The following factors, among others, could cause the Company's financial performance and results of operations to differ materially from the expectations, estimates, and intentions expressed in such forward-looking statements: successfully transitioning and maintaining our executive management team; expected growth opportunities may not be realized or may take longer to realize than expected; the potential adverse effects of the ongoing COVID-19 pandemic and any governmental or societal responses thereto including the efficacy of the COVID-19 vaccines, or other unusual and infrequently occurring events; changes in tax laws; the strength of the United States' economy, and the local economies in which the Company operates; changes in trade, monetary, and fiscal policies and laws, including actual changes in interest rates and the Fed funds rate; inflation, market, and monetary fluctuations; the timely and efficient development of new products and services offered by the Company or its strategic partners, as well as risks (including reputational and litigation) attendant thereto, and the perceived overall value and acceptance of these products and services by users; the Bank's ability to maintain its Durbin Amendment exemption; the risks of dealing with or utilizing third parties, including, in connection with the Company's tax refund advance business; the risk of reduced volume of refund advance loans as a result of reduced customer demand for or usage of Meta's strategic partners' refund advance products; our relationship with, and any actions which may be initiated by our regulators; changes in financial services laws and regulations, including laws and regulations relating to the tax refund industry and the insurance premium finance industry and recent and potential changes in response to the ongoing COVID-19 pandemic; technological changes, including, but not limited to, the security of our electronic systems and information; the impact of acquisitions and divestitures; litigation risk; the growth of the Company's business, as well as expenses related thereto; continued maintenance by MetaBank of its status as a well-capitalized institution; changes in consumer spending and saving habits; the impact of our participation as prepaid card issuer for government stimulus and other programs and potentially similar programs in the future; losses from fraudulent or illegal activity; technological risks and developments, and cyber threats, attacks or events; and the success of the Company at maintaining its high quality asset level and managing and collecting assets of borrowers in default should problem assets increase.

The foregoing list of factors is not exclusive. We caution you not to place undue reliance on these forward-looking statements. The forward-looking statements included in this Annual Report on Form 10-K speak only as of the date hereof, and the Company does not undertake any obligation to update, revise, or clarify these forward-looking statements whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Additional discussions of factors affecting the Company's business and prospects are reflected under the caption "Risk Factors," and in the Company's periodic filings with the SEC. The Company expressly disclaims any intent or obligation to update any forward-looking statements, whether written or oral, that may be made from time to time by or on behalf of the Company or its subsidiaries, whether as a result of new information, changed circumstances, or future events or for any other reason.

## PART I

### Item 1. Business

#### GENERAL

Meta, a registered bank holding company, was incorporated in Delaware on June 14, 1993. Meta's principal assets are all the issued and outstanding shares of the Bank, a national bank, the accounts of which are insured up to applicable limits by the Federal Deposit Insurance Corporation ("FDIC") as administrator of the Deposit Insurance Fund ("DIF"). Unless the context otherwise requires, references herein to the Company include Meta and the Bank, and all subsidiaries of Meta, direct or indirect, on a consolidated basis.

The Company strives to remove barriers to financial access and promote economic mobility by working with third parties to provide responsible, secure, high quality financial products that contribute to the social and economic benefit of communities at the core of the real economy. Meta works to increase financial availability, choice, and opportunity for all.

The Company's national bank charter, coordination with regulators, and deep understanding of risk mitigation and compliance help to disrupt traditional banking norms, guide its partners, and deliver financial products, services, and funding to the businesses and people who need them most.

Meta believes in financial inclusion for all®.

The Bank, a wholly-owned full-service banking subsidiary of Meta, operates through three reportable segments (Consumer, Commercial, and Corporate Services/Other). See Note 21. Segment Reporting for further information on the reportable segments.

The business of the Bank primarily consists of attracting deposits and investing those funds in its loan and lease portfolios, along with providing banking-as-a-service (BaaS) solutions to third parties to offer their customers financial solutions. In addition to originating loans and leases, the Bank also occasionally contracts to sell loans, such as tax refund advance loans, consumer credit product loans, and government guaranteed loans, to third party buyers. The Bank also sells and purchases loan participations from time to time to and from other financial institutions, as well as mortgage-backed securities ("MBS") and other investments permissible under applicable regulations.

In addition to its lending and deposit gathering activities, the Bank offers BaaS solutions by issuing prepaid cards, offering innovative consumer credit products, sponsoring merchant acquiring and automated teller machines ("ATMs") in various debit networks, and offering tax refund-transfer services and other payment industry products and services. Through its activities, the Meta Payments division generates both fee income and low-cost deposits for the Bank.

#### OTHER SUBSIDIARIES

Meta Capital, LLC ("Meta Capital"), a wholly-owned service corporation subsidiary of MetaBank was formed in 2017 for the purpose of making minority equity investments. Meta Capital focuses on investing in companies in the financial services industry.

First Midwest Financial Capital Trust I, a wholly-owned subsidiary of Meta, was established in July 2001 and Crestmark Capital Trust I, acquired by the Company in August 2018, was established in June 2005 for the purpose of issuing trust preferred securities.

## MARKET AREAS

The Consumer segment, which provides payments products and services and lending solutions nationwide, primarily operates out of Sioux Falls, South Dakota, with additional offices in Louisville, Kentucky and Easton, Pennsylvania. Within the Company's Commercial segment, the AFS/IBEX division operates out of its headquarters in Dallas, Texas with other offices throughout the country. The Crestmark division, which was created when the Company completed its acquisition of Crestmark Bancorp, Inc. and its Michigan state-chartered bank subsidiary, Crestmark Bank (the "Crestmark Acquisition"), operates out of its headquarters in Troy, Michigan, with other offices throughout the country.

The principal executive office of the Company is located at 5501 South Broadband Lane, Sioux Falls, South Dakota 57108. Its telephone number at that address is (877) 497-7497.

The Company is subject to comprehensive regulation and supervision. See "Regulation and Supervision" herein.

## LENDING ACTIVITIES

### *General*

The Company focuses its lending activities on the origination of commercial finance loans, consumer finance loans and taxpayer advance loans. The Company emphasizes credit quality and seeks to avoid undue concentrations of loans and leases to a single industry or based on a single class of collateral. The Company has established lending policies that include a number of underwriting factors that it considers in making a loan, including loan-to-value ratio, cash flow, interest rate and credit history of the borrower. At September 30, 2021, the Company's loans and leases receivable, net of allowance for credit losses, totaled \$3.54 billion, or 53% of the Company's total assets, as compared to \$3.27 billion, or 54%, at September 30, 2020.

Loan and lease applications are initially considered and approved at various levels of authority, depending on the type and amount of the loan or lease as directed by the Bank's lending policies. The Company has a loan committee structure in place for oversight of its lending activities. Loans and leases in excess of certain amounts require approval by an Executive Credit Committee. The Company may discontinue, adjust, or create new lending programs to respond to competitive factors.

At September 30, 2021, the Company's largest lending relationship to a single borrower or group of related borrowers totaled \$80.0 million. The Company had 24 other lending relationships in excess of \$21.0 million as of September 30, 2021.

### *Loan and Lease Portfolio Composition*

The following table provides information about the composition of the Company's loan and lease portfolio in dollar amounts and in percentages as of the dates indicated. In general, for the fiscal year ended September 30, 2021, the aggregate principal amounts in all categories of loans and leases discussed below, except community banking loans, increased over levels from the prior fiscal year.

At September 30,										
(Dollars in Thousands)	2021		2020		2019		2018		2017	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
<b>Real Estate Loans</b>										
Commercial finance	\$ 154,991	4.3 %	\$ 52,207	1.6 %	\$ 42,266	1.2 %	\$ 14,971	0.5 %	\$ —	— %
Community banking	192,337	5.3 %	464,661	14.1 %	1,121,565	30.7 %	1,008,841	34.3 %	844,016	63.6 %
Total real estate loans	347,328	9.6 %	516,868	15.7 %	1,163,831	31.9 %	1,023,812	34.8 %	844,016	63.6 %
<b>Other Loans and Leases</b>										
Commercial finance	2,570,504	71.3 %	2,255,777	68.1 %	1,873,964	51.3 %	1,494,878	50.8 %	255,308	19.2 %
Consumer finance	252,857	7.0 %	224,151	6.8 %	268,198	7.3 %	270,361	9.2 %	140,229	10.6 %
Tax services	10,405	0.3 %	3,066	0.1 %	2,240	0.1 %	1,073	— %	192	— %
Warehouse finance	419,926	11.6 %	293,375	8.8 %	262,924	7.2 %	65,000	2.2 %	—	— %
Community banking	6,795	0.2 %	20,903	0.5 %	80,256	2.2 %	89,865	3.0 %	87,087	6.6 %
Total other loans and leases	3,260,487	90.4 %	2,797,272	84.3 %	2,487,582	68.1 %	1,921,177	65.2 %	482,816	36.4 %
Total loans and leases, net	<u>\$ 3,607,815</u>	<u>100.0 %</u>	<u>\$ 3,314,140</u>	<u>100.0 %</u>	<u>\$ 3,651,413</u>	<u>100.0 %</u>	<u>\$ 2,944,989</u>	<u>100.0 %</u>	<u>\$ 1,326,832</u>	<u>100.0 %</u>

The following table shows the composition of the Company's loan and lease portfolio by fixed- and adjustable-rate at the dates indicated.

At September 30,										
(Dollars in Thousands)	2021		2020		2019		2018		2017	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
<b>Fixed-Rate Loans and Leases</b>										
Commercial finance	\$ 1,754,706	48.6 %	\$ 1,687,130	50.9 %	\$ 1,113,071	30.5 %	\$ 956,920	32.5 %	\$ 250,459	18.9 %
Consumer finance	154,169	4.3 %	108,706	3.3 %	22,965	0.6 %	21,093	0.7 %	16,489	1.2 %
Tax services	10,405	0.3 %	3,066	0.1 %	2,240	0.1 %	1,073	— %	—	— %
Warehouse finance	322,682	8.9 %	124,012	3.7 %	—	— %	—	— %	—	— %
Community banking	190,240	5.3 %	433,458	13.1 %	1,096,750	30.0 %	1,016,361	34.6 %	854,274	64.5 %
Total fixed-rate loans and leases	2,432,202	67.4 %	2,356,372	71.1 %	2,235,026	61.2 %	1,995,447	67.8 %	1,121,222	84.5 %
<b>Adjustable-Rate Loans and Leases</b>										
Commercial finance	970,789	26.9 %	620,854	18.7 %	803,159	22.0 %	552,929	18.8 %	4,849	0.4 %
Consumer finance	98,688	2.7 %	115,445	3.5 %	245,233	6.7 %	249,268	8.4 %	123,742	9.3 %
Tax services <sup>(1)</sup>	—	— %	—	— %	—	— %	—	— %	192	— %
Warehouse finance	97,244	2.7 %	169,363	5.1 %	262,924	7.2 %	65,000	2.2 %	—	— %
Community banking	8,892	0.3 %	52,106	1.6 %	105,071	2.9 %	82,345	2.8 %	76,827	5.8 %
Total adjustable-rate loans and leases	1,175,613	32.6 %	957,768	28.9 %	1,416,387	38.8 %	949,542	32.2 %	205,610	15.5 %
Total loans and leases	3,607,815	100.0 %	3,314,140	100.0 %	3,651,413	100.0 %	2,944,989	100.0 %	1,326,832	100.0 %
Deferred fees and discounts	1,748		8,625		7,434		(250)		(1,461)	
Allowance for credit losses	(68,281)		(56,188)		(29,149)		(13,040)		(7,534)	
Total loans and leases receivable, net	<u>\$ 3,541,282</u>		<u>\$ 3,266,577</u>		<u>\$ 3,629,698</u>		<u>\$ 2,931,699</u>		<u>\$ 1,317,837</u>	

<sup>(1)</sup> Certain tax services loans do not bear interest.

The following table illustrates the maturity analysis of the Company's loan and lease portfolio at September 30, 2021 and reflects management's estimate of the effects of loan and lease prepayments or curtailments based on data from the Company's historical experiences and other third-party sources.

(Dollars in Thousands)	Due In 1 Year Or Less		Due After 1 Year Through 5 Years		Due After 5 Years		Total
	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount
Commercial finance	\$ 1,843,719	7.43 %	\$ 758,414	6.48 %	\$ 123,362	5.57 %	\$ 2,725,495
Consumer finance	125,053	6.71 %	114,608	6.06 %	13,196	5.74 %	252,857
Tax services	10,404	— %	—	— %	—	— %	10,404
Warehouse finance	80,770	6.09 %	339,156	6.16 %	—	— %	419,926
Community banking	33,267	4.15 %	93,965	4.15 %	71,901	4.05 %	199,133
Total loans and leases	<u>\$ 2,093,213</u>	<u>7.25 %</u>	<u>\$ 1,306,143</u>	<u>6.19 %</u>	<u>\$ 208,459</u>	<u>5.06 %</u>	<u>\$ 3,607,815</u>



## **Commercial Finance**

The Company's commercial finance product lines include term lending, asset based lending, factoring, lease financing, insurance premium finance, government guaranteed lending and other commercial finance products offered on a nationwide basis.

**Term Lending.** Through its Crestmark division, the Bank originates a variety of collateralized conventional term loans and notes receivable. While terms range from three years to 25 years, the weighted average life of these loans is approximately 53 months. These term loans may be secured by equipment, recurring revenue streams, or real estate. Credit risk is managed through setting loan amounts appropriate for the collateral based on information including equipment cost, appraisals, valuations, and lending history. The Bank follows standardized loan policies and established and authorized credit limits and applies attentive portfolio management, which includes monitoring past dues, financial performance, financial covenants, and industry trends. As of September 30, 2021, 33% of the term lending portfolio exposure is concentrated in solar/alternative energy, most of which are construction projects that will convert to longer term government guaranteed facilities upon completion of the construction phase. Equipment Finance Agreements make up 33%, of the term lending total as of September 30, 2021. The remaining 34% are a variety of investment advisory and insurance agency loans and other more traditional term equipment and general purpose commercial loans.

**Asset Based Lending.** Through its Crestmark division, the Bank provides asset based loans secured by short-term assets such as accounts receivable and inventory. Asset based loans may also be secured by real estate and equipment. The primary sources of repayment are the operating income of the borrower, the collection of the receivables securing the loan, and/or the sale of the inventory securing the loan. Loans are typically revolving lines of credit with terms of one year to three years, whereby the Bank withholds a contingency reserve representing the difference between the amount advanced and the fair value of the invoice amount or other collateral value. Credit risk is managed through advance rates appropriate for the collateral (generally, advance rates on accounts receivable ranges from 80% to 95% and inventory advance rates range from 40% to 50%), standardized loan policies, established and authorized credit limits, attentive portfolio management and the use of lock box agreements and similar arrangements which result in the Company receiving and controlling the debtors' cash receipts. As of September 30, 2021, approximately 55% of these loans were backed by accounts receivable.

**Factoring.** Through its Crestmark division, the Bank provides factoring lending where clients provide detailed accounts receivable reports for lending arrangements. The factoring clients are diversified as to industry and geography. With these loans, the Crestmark division withholds a contingency reserve, which is the difference between the fair value of the invoice amount or other collateral value and the amount advanced (generally, advance rates range between 80% and 95% on accounts receivable). This reserve is withheld for nonpayment of factored receivables, service fees and other adjustments. Credit risk is managed through standardized advance policies, established and authorized credit limits, verification of receivables, attentive portfolio management and the use of lock box agreements and similar arrangements which result in the Company receiving and controlling the client's cash receipts. In addition, clients generally guarantee the payment of purchased accounts receivable.

**Lease Financing.** Through its Crestmark division, the Bank provides creative, flexible lease solutions for equipment needs of middle market companies. Leases that transfer substantially all of the benefits and risks of ownership to the lessee are accounted for as sales-type or direct financing leases. The lease may contain provisions that transfer ownership to the lessee at the end of the initial term, contain a bargain purchase option or allow for purchase of the equipment at fair market value. Residual values are estimated at the inception of the lease. Lease maturities are generally no greater than 84 months.

**Insurance Premium Finance.** Through its AFS/IBEX division the Bank provides, on a national basis, short-term, primarily collateralized financing to facilitate the commercial customers' purchase of insurance for various forms of risk, otherwise known as insurance premium financing. This includes, but is not limited to, policies for commercial property, casualty and liability risk. Premiums are advanced either directly to the insurance carrier or through an intermediary/broker and repaid by the policyholder with interest during the policy term. The policyholder generally makes a 20% to 25% down payment to the insurance broker and finances the remainder over nine months to 10 months on average. The down payment is set such that if the policy is canceled, the unearned premium is typically sufficient to cover the loan balance and accrued interest and is returned by the insurer to the Bank on a pro rata basis. Over 90% of the portfolio finances policies provided by investment grade-rated insurance company partners.

**Small Business Administration ("SBA") and United States Department of Agriculture ("USDA").** The Bank originates loans through programs partially guaranteed by the SBA or USDA. These loans are made to small businesses and professionals. Certain guaranteed portions of these loans are generally sold to the secondary market. See "Originations, Sales and Servicing of Loans and Leases" below for further details. As part of the CARES Act, the SBA will pay six months of principal, interest, and any associated fees that borrowers owe for all current 7(a), 504, and Microloans in regular servicing status as well as new 7(a), 504, and Microloans disbursed prior to September 27, 2020. As of September 30, 2021, there were 10 loans with a retained outstanding balance of \$1.8 million receiving six months principal and interest from the SBA. The Company is also participating in the Paycheck Protection Program (the "PPP") which is being administered by the SBA. The Company expects that the major portion of these loans will ultimately be forgiven by the SBA in accordance with the terms of the program. Loans funded through the PPP are fully guaranteed by the U.S. government. As of September 30, 2021, the Company had 370 loans outstanding with total loan balances of \$96.0 million originated as part of the PPP program. In total, 69% of the PPP loan balances were forgiven through September 30, 2021.

**Other Commercial Finance.** Included in this category of loans are the Company's healthcare receivables loan portfolio primarily comprised of loans to individuals for medical services received. The majority of these loans are guaranteed by the hospital providing the service to the debtor and this guarantee serves to reduce credit risk as the guarantors agree to repurchase severely delinquent loans. Credit risk is minimized on these loans based on the guarantor's repurchase agreement. This loan category also includes commercial real estate loans to customers of the Crestmark division.

#### **Consumer Finance**

**Consumer Credit Products.** The Bank designs its credit program relationships with certain desired outcomes. Three high priority outcomes are liquidity, credit protection, and risk retention. The Bank believes the benefits of these outcomes not only support its goals but the goals of the credit program partner as well. The Bank designs its program credit protections in a manner so that the Bank earns a reasonable risk adjusted return, but is protected by certain layers of credit support, similar to what you would find in structured finance. The Bank will hold a sizable portion of the originated asset on its own balance sheet but retains the flexibility to sell a portion of the originated asset to other interested parties, thereby supporting program liquidity.

As of September 30, 2021, the Bank has multiple consumer credit programs. The loan products offered under these programs are generally closed-end installment loans with terms between 12 months and 84 months.

#### **Other Consumer Finance**

**Student Lending.** The Bank's purchased student loan portfolios are seasoned, floating rate, private portfolios that are serviced by a third-party servicer. The portfolio purchased during the fiscal 2018 first quarter is indexed to one-month of the London Interbank Offered Rate ("LIBOR"), while the portfolio purchased in the fiscal 2017 first quarter is indexed to three-month LIBOR plus various margins. The Company received written notification on June 18, 2018 from ReliaMax Surety Company ("ReliaMax"), the company that provided insurance coverage for the student loan portfolios, which informed policy holders that the South Dakota Division of Insurance filed a petition to have ReliaMax declared insolvent and to adopt a plan of liquidation. An Order of Liquidation was entered on June 27, 2018 by the Sixth Circuit Court in Hughes County, South Dakota, declaring ReliaMax insolvent and appointing the South Dakota Division of Insurance as liquidator to adopt a plan of liquidation. The Company expects to ultimately recover a portion of the unearned premiums. During fiscal year 2021 the Bank recovered \$4.99 million of these unearned premiums which have been recorded in other income.

**Direct to Consumer.** The Bank is piloting a new direct line of credit, which will enhance the products offered to many of our existing BaaS partners.

**Emerald Advance.** Through the Bank's partner program, the Bank serves as a facilitator of a line of credit, where customers draw on a line of credit and the balance must be paid down to zero by February 15 to maintain an account with good standing. Funds are loaded onto a prepaid card and the line of credit gives customers the ability to repeatedly borrow and repay money and has an annual resting period from January 27 to February 15 during which draws cannot be made. The primary source of repayment is the income tax refund. Upon the end of the 2021 tax season the remaining loan balances were acquired by H&R Block in accordance with an agreement between MetaBank and H&R Block. As of September 30, 2021, there were no remaining loan balances for this product type and no new balances are expected until the 2022 tax season begins in the first quarter of fiscal 2022.

#### **Tax Services**

The Bank's Tax Services division provides short-term taxpayer advance loans. Taxpayers are underwritten to determine eligibility for these unsecured loans. Due to the nature of taxpayer advance loans, it typically takes no more than three e-file cycles (the period of time between scheduled IRS payments) from when the return is accepted by the IRS to collect from the borrower. In the event of default, the Bank has no recourse against the tax consumer. The Bank will charge off the balance of a taxpayer advance loan if there is a balance at the end of the calendar year, or when collection of principal becomes doubtful.

Through its tax services division and partner programs, the Bank provides short-term electronic return originator ("ERO") advance loans on a nationwide basis. These loans are typically utilized by tax preparers to purchase tax preparation software and to prepare tax office operations for the upcoming tax season. EROs go through an underwriting process to determine eligibility for the unsecured advances. ERO loans are not collateralized. Collection on ERO advances begins once the ERO begins to process refund transfers. Generally, the Bank will charge off the balance of an ERO advance loan if there is a balance at the end of June, or when collection of principal becomes doubtful.

Under the Refund Transfer program, the Bank opens a temporary bank account for each customer who is receiving an income tax refund and elects to defer payment of his or her tax preparation fees. After the IRS and any state income tax authorities transfer the refund into the customer's account, the net funds are transferred to the customer and the temporary deposit account is closed.

#### **Warehouse Finance**

The Bank participates in several collateral-based warehouse lines of credit whereby the Bank is in a senior, secured position as the first out participant. These facilities are primarily collateralized by consumer receivables, with the Bank holding a senior collateral position enhanced by a subordinate party structure.

#### **Community Banking**

Effective on February 29, 2020 (the "Closing Date") of the Community Bank division sale to Central Bank, the Company substantially ceased originating loans within its Community Banking loan portfolio. The Company entered into a servicing agreement with Central Bank for the retained Community Bank loan portfolio that became effective on the Closing Date. See Note 3. Divestitures for further information related to the Community Banking lending portfolio.

The Company's only remaining loan balances for the Community Bank division were commercial and multi-family real estate loans which consist primarily of hospitality and theater loans which are secured primarily by theater buildings and hotels. Commercial and multi-family real estate loans generally are underwritten with terms not exceeding 20 years, have loan-to-value ratios of up to 80% of the appraised value of the property securing the loan, and are typically secured by guarantees of the borrowers.

Subsequent to September 30, 2021 the Company agreed to two loan sales that included the significant majority of the remaining loan balances in the community banking loan portfolio. See Note 25. Subsequent Events for further information on these sales.

#### **ORIGINATIONS, SALES AND SERVICING OF LOANS AND LEASES**

The Company, from time to time, sells loans and leases, and in some cases, loan participations, generally without recourse. At September 30, 2021, there were no outstanding loans sold by the Company with recourse. When loans or leases are sold, the Company may retain the responsibility for collecting and remitting loan payments, making certain that real estate tax payments are made on behalf of borrowers, and otherwise servicing the loans. The servicing fee is recognized as income over the life of the loans. As of September 30, 2021, the Company serviced loans that it originated and sold totaling \$307.3 million, all of which were SBA/USDA guaranteed loan balances sold to the secondary market.

The Company generally sells the guaranteed portion of its SBA 7(a) loans and USDA program loans in the secondary market. These sales have resulted in premium income for the Company at the time of sale and created a stream of future servicing income. When the Company sells the guaranteed portion of its loans, it incurs credit risk on the non-guaranteed portion of the loans, and, if a customer defaults on the loan, the Company shares any loss and recovery related to the loan pro-rata with the SBA or USDA, as applicable. If the SBA or USDA establishes that a loss on a guaranteed loan is attributable to significant technical deficiencies in the manner in which the loan was originated, funded or serviced by the Company, the SBA or USDA may seek recovery of the principal loss related to the deficiency from the Company, which could materially adversely affect our business, results of operations and financial condition.

During the fiscal year ended September 30, 2020, the Company sold the Bank's Community Bank division, a component of the Company's Corporate segment, to Central Bank, a state-chartered bank headquartered in Storm Lake, Iowa. The sale included \$268.6 million of loans along with deposits, premises, furniture, and equipment and other assets.

Since the Closing Date, the Company has entered into subsequent loan portfolio sale agreements with Central Bank. The Company sold additional loans from the retained Community Bank portfolio in the amount of \$308.1 million and \$135.0 million for the fiscal years ended September 30, 2021 and 2020, respectively. See Note 3. Divestitures and Note 25. Subsequent Events for further information related to the Community Banking lending portfolio.

In periods of economic uncertainty, the Company's ability to originate large dollar volumes of loans and leases may be substantially reduced or restricted, with a resultant decrease in related loan origination fees, other fee income and operating earnings. In addition, the Company's ability to sell loans may substantially decrease if potential buyers (principally government agencies) reduce their purchasing activities.

The following table shows the loan and lease originations (including draws, loan and lease renewals, and undisbursed portions of loans and leases in process), purchases, and sales and repayment activities of the Company for the periods indicated.

	Fiscal Year Ended September 30,		
	2021	2020	2019
(Dollars in Thousands)			
<b>Originations</b>			
Commercial finance	\$ 9,678,519	\$ 7,715,696	\$ 8,232,928
Consumer finance	1,098,526	470,052	688,714
Tax services	1,841,326	1,395,348	1,513,509
Community banking	—	210,267	535,656
Total loans and leases originated	12,618,372	9,791,363	10,970,807
<b>Purchases</b>			
Commercial finance	—	2,400	25,069
Warehouse finance	308,014	130,130	226,292
Community banking	3,318	18,905	26,704
Total loans and leases purchased	311,332	151,435	278,065
<b>Sales and Repayments</b>			
<b>Sales:</b>			
Commercial finance	89,276	63,119	68,623
Consumer finance	494,584	120,389	57,503
Community banking	321,793	417,287	13,069
Total loans and leases sales	905,793	600,795	139,195
<b>Repayments:</b>			
Loan and lease principal repayments	11,857,619	9,644,476	10,270,082
Total principal repayments	11,857,619	9,644,476	10,270,082
Total reductions	12,763,412	10,245,271	10,409,277
Increase (decrease) in other items, net	(18,970)	(25,849)	(8,425)
Net increase (decrease)	\$ 147,322	\$ (328,321)	\$ 831,170

<sup>(1)</sup> Certain tax services loans do not bear interest.

# NONPERFORMING ASSETS, OTHER LOANS AND LEASES OF CONCERN AND CLASSIFIED ASSETS

The following table sets forth the Company's loan and lease delinquencies by type, by amount and by percentage of type at September 30, 2021.

(Dollars in Thousands)	30-59 Days			60-89 Days			> 89 Days Past Due		
	Number of Loans	Amount	Percent of Category	Number of Loans	Amount	Percent of Category	Number of Loans	Amount	Percent of Category
Commercial finance	400	\$ 18,269	91.6 %	259	\$ 7,388	90.1 %	836	\$ 15,439	62.7 %
Consumer finance	160	1,676	8.4 %	184	812	9.9 %	1,011	1,236	5.0 %
Tax services <sup>(1)</sup>	—	—	— %	—	—	— %	—	7,962	32.3 %
Total loans and leases held for investment	560	\$ 19,945	100.0 %	443	\$ 8,200	100.0 %	1,847	\$ 24,637	100.0 %
Total loans and leases	560	\$ 19,945	100.0 %	443	\$ 8,200	100.0 %	1,847	\$ 24,637	100.0 %

<sup>(1)</sup> The tax services loans past due represented the aggregate remaining balance of the tax services loan portfolio.

Delinquencies 90 days and over constituted 0.67% of total loans and leases and 0.37% of total assets.

Generally, when a loan or lease becomes delinquent 90 days or more or when the collection of principal or interest becomes doubtful, the Company will place the loan or lease on a non-accrual status and, as a result, previously accrued interest income on the loan or lease is reversed against current income. The loan or lease will generally remain on a non-accrual status until six months of good payment history has been established or management believes the financial status of the borrower has been significantly restored. Certain relationships in the table above are over 90 days past due and still accruing. The Company considers these relationships as being in the process of collection. Insurance premium finance loans, consumer finance and tax services loans are generally not placed on non-accrual status, but are instead written off when the collection of principal and interest become doubtful.

The table below sets forth the amounts and categories of the Company's nonperforming assets.

(Dollars in Thousands)	At September 30,				
	2021	2020	2019	2018	2017
<b>Nonperforming Loans and Leases</b>					
<b>Nonaccruing loans and leases:</b>					
Commercial finance	\$ 19,330	\$ 21,553	\$ 14,378	\$ 2,864	\$ —
Community banking	14,915	2,399	44	—	685
Total nonaccruing loans and leases	34,245	23,952	14,422	2,864	685
<b>Accruing loans and leases delinquent 90 days or more:</b>					
Loans held for sale	—	—	964	—	—
Commercial finance	12,489	7,401	7,578	3,801	1,205
Consumer finance	1,236	872	1,317	2,384	1,387
Tax services <sup>(1)</sup>	7,962	1,743	2,240	1,073	—
Community banking	—	50	—	79	34,314
Total accruing loans and leases delinquent 90 days or more	21,687	10,066	12,099	7,337	36,906
Total nonperforming loans and leases	55,932	34,018	26,521	10,201	37,591
<b>Other Assets</b>					
Nonperforming operating leases	3,824	4,045	457	—	—
<b>Foreclosed and repossessed assets:</b>					
Commercial finance	2,077	9,957	1,372	1,626	—
Community banking	—	—	28,122	30,082	292
Total foreclosed and repossessed assets	2,077	9,957	29,494	31,638	292
Total other assets	5,901	14,002	29,951	31,638	292
Total nonperforming assets	\$ 61,833	\$ 48,020	\$ 56,472	\$ 41,839	\$ 37,883
Total as a percentage of total assets	0.92 %	0.79 %	0.91 %	0.72 %	0.72 %

<sup>(1)</sup> Certain tax services loans do not bear interest.

For the fiscal year ended September 30, 2021, gross interest income, which would have been recorded had the nonaccruing loans and leases been current in accordance with their original terms was insignificant, none of which was included in interest income.

#### **Nonaccruing Loans and Leases**

At September 30, 2021, the Company had \$34.2 million in nonaccruing loans and leases, which constituted 0.9% of the Company's gross loan and lease portfolio. At September 30, 2020, the Company had \$24.0 million in nonaccruing loans which also constituted 0.7% of its gross loan and lease portfolio.

The fiscal 2021 increase in nonaccruing loans and leases was primarily driven by one \$14.9 million relationship in the community bank portfolio.

#### **Accruing Loans and Leases Delinquent 90 Days or More**

At September 30, 2021, the Company had \$21.7 million in accruing loans and leases delinquent 90 days or more, compared to \$10.1 million at September 30, 2020. This balance of accruing loans and leases 90 days or more past due was mainly comprised of commercial finance, tax services, and consumer finance loans and leases.

### *Classified Assets*

Federal regulations provide for the classification of certain loans, leases, and other assets such as debt and equity securities considered by the Bank's primary regulator, the OCC, to be of lesser quality as "substandard," "doubtful" or "loss," with each such classification dependent on the facts and circumstances surrounding the assets in question. An asset is considered "substandard" if it is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. "Substandard" assets include those characterized by the "distinct possibility" that the Bank 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 minimal value that their continuance as assets without the establishment of a specific loss reserve is not warranted.

General allowances represent loss allowances which have been established to recognize the inherent risk associated with lending activities, but which, unlike specific allowances, have not been allocated to particular problem assets. When assets are classified as "loss," the Bank 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. The Bank's determinations as to the classification of its assets and the amount of its valuation allowances are subject to review by its regulatory authorities, which may order the establishment of additional general or specific loss allowances.

Meta has revised its credit administration policies and reviewed its loan portfolio to better align with OCC guidance for national banks, a process that began during the quarter ending June 30, 2021 and was completed as of September 30, 2021. These credit policy revisions had an impact on our loan and lease risk ratings, resulting in downgrades of certain credits in several categories. Our loan and collateral management practices have proven effective in managing losses during previous economic cycles; and while we expect this process will result in setting a new baseline for portfolio metrics going forward, it does not indicate a deterioration in our portfolio's expected performance.

On the basis of management's review of its classified assets, at September 30, 2021, the Company had classified loans and leases of \$264.7 million as substandard, \$12.1 million as doubtful and none as loss. Further, at September 30, 2021, the Company owned real estate or other assets as a result of foreclosure of loans with a value of \$2.1 million.

### *Allowance for Credit Losses*

Effective October 1, 2020, the Company adopted ASU 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, and subsequent related ASUs (collectively "Topic 326"), which measures credit loss for most financial assets, including trade and other receivables, debt securities held to maturity, loans, net investments in leases, purchased financial assets with credit deterioration, and off-balance sheet credit exposures. ASU 2016-13 requires the use of a current expected credit losses ("CECL") methodology to determine the allowance for credit losses ("ACL") for loans and debt securities held to maturity. CECL requires loss estimates for the remaining estimated life of the assets to be measured using historical loss data, adjustments for current conditions, and adjustments for reasonable and supportable forecasts of future economic conditions.

The ACL represents management's estimate of expected credit losses over the life of each financial asset as of the balance sheet date. The Company individually evaluates loans and leases that do not share similar risk characteristics with other financial assets for credit loss, generally this means loans and leases identified as troubled debt restructurings or loans and leases on nonaccrual status. All other loans and leases are evaluated collectively for credit loss. A reserve for unfunded credit commitments such as letters of credit and binding unfunded loan commitments is recorded in other liabilities on the Consolidated Statements of Financial Condition.

Individually evaluated loans and leases are a key component of the ACL. Generally, the Company measures credit loss on individually evaluated loans based on the fair value of the collateral less estimated selling costs, as the Company considers these financial assets to be collateral dependent. If an individually evaluated loan or lease is not collateral dependent, credit loss is measured at the present value of expected future cash flows discounted at the loan or lease initial effective interest rate.

Management closely monitors economic developments and considers these factors when assessing the appropriateness of its ACL. The Company's allowance for credit losses as a percentage of total loans and leases increased to 1.89% at September 30, 2021 from 1.70% at September 30, 2020. The increase in the allowance at September 30, 2021 was driven primarily by the adoption of the CECL accounting standard noted above. The CECL methodology requires loss estimates for the remaining estimated life of the assets to be measured using historical loss data, adjustments for current conditions, and adjustments for reasonable and supportable forecasts of future economic conditions, which led to the increase in the ACL as of the October 1, 2020 adoption date. The Company expects to continue to diligently monitor the allowance for loan and lease losses and adjust as necessary in future periods to maintain an appropriate and supportable level.

Management believes that, based on a detailed review of the loan and lease portfolio, historic loan and lease losses, current economic conditions, the size of the loan and lease portfolio and other factors, the level of the ACL at September 30, 2021 reflected an appropriate allowance against expected credit losses from the lending portfolio. Although the Company maintains its ACL at a level it considers to be appropriate, investors and others are cautioned that there can be no assurance that future losses will not exceed estimated amounts, or that additional provisions for loan and lease losses will not be required in future periods.



The following table sets forth an analysis of the Company's allowance for credit losses.

(Dollars in Thousands)	At September 30,				
	2021	2020	2019	2018	2017
Balance at beginning of period	\$ 56,188	\$ 29,149	\$ 13,040	\$ 7,534	\$ 5,635
<b>Impact of CECL Adoption:</b>					
Commercial finance	12,713	—	—	—	—
Consumer finance	5,998	—	—	—	—
Tax services	—	—	—	—	—
Warehouse finance	(1)	—	—	—	—
Community banking	(5,937)	—	—	—	—
Total Impact of CECL Adoption	12,773	—	—	—	—
<b>Charge-offs:</b>					
Commercial finance	(19,451)	(16,278)	(11,373)	(2,643)	(626)
Consumer finance	(3,324)	(2,649)	(6,346)	(1,143)	—
Tax services	(34,354)	(22,834)	(25,095)	(21,802)	(7,841)
Warehouse finance	—	—	—	—	—
Community banking	(144)	—	(40)	(76)	(530)
Total charge-offs	(57,273)	(41,761)	(42,854)	(25,964)	(8,997)
<b>Recoveries:</b>					
Commercial finance	5,256	2,304	2,760	1,169	61
Consumer finance	320	890	81	—	—
Tax services	1,078	830	222	453	229
Warehouse finance	—	—	—	—	—
Community banking	—	—	250	414	17
Total recoveries	6,654	4,024	3,313	2,037	307
Net (charge-offs) recoveries	(50,619)	(37,737)	(39,541)	(23,927)	(8,690)
Provision for credit losses	49,939	64,776	55,650	29,433	10,589
<b>Balance at end of period</b>	<b>\$ 68,281</b>	<b>\$ 56,188</b>	<b>\$ 29,149</b>	<b>\$ 13,040</b>	<b>\$ 7,534</b>
Ratio of net charge-offs during the period to average loans outstanding during the period	1.36 %	1.00 %	1.12 %	1.31 %	0.73 %
Ratio of net charge-offs during the period to average loans outstanding during the period (excluding tax loans and tax net charge-offs)	0.50 %	0.43 %	0.43 %	0.15 %	0.09 %
Ratio of net charge offs during the period to nonperforming assets at year end	81.86 %	78.59 %	70.02 %	57.19 %	22.94 %
Allowance to total loans and leases	1.89 %	1.70 %	0.80 %	0.44 %	0.57 %

For more information on the Provision for Credit Losses, see "Management's Discussion and Analysis of Financial Condition and Results of Operations," which is included in Item 7 of this Annual Report on Form 10-K.

The distribution of the Company's allowance for credit losses at the dates indicated is summarized as follows:

		At September 30,									
		2021		2020		2019		2018		2017	
		Percent of Loans and Leases in Each Category of Total Loans and Leases		Percent of Loans and Leases in Each Category of Total Loans and Leases		Percent of Loans and Leases in Each Category of Total Loans and Leases		Percent of Loans in Each Category of Total Loans		Percent of Loans in Each Category of Total Loans	
(Dollars in Thousands)	Amount			Amount		Amount		Amount		Amount	
Commercial finance	\$ 48,243	75.6 %		\$ 29,918	69.6 %	\$ 14,596	52.5 %	\$ 1,302	51.3 %	\$ 800	19.2 %
Consumer finance	7,354	7.0 %		3,666	6.8 %	6,162	7.3 %	3,605	11.2 %	—	10.6 %
Tax services	2	0.3 %		2	0.1 %	—	0.1 %	—	— %	5	— %
Warehouse finance	420	11.6 %		294	8.9 %	263	7.2 %	65	0.2 %	—	— %
Community banking	12,262	5.5 %		22,308	14.7 %	8,128	32.9 %	8,068	37.3 %	6,203	70.2 %
Unallocated	—	— %		—	— %	—	— %	—	— %	527	— %
Total	\$ 68,281	100.0 %		\$ 56,188	100.0 %	\$ 29,149	100.0 %	\$ 13,040	100.0 %	\$ 7,534	100.0 %

As of September 30, 2021, \$39.1 million of the loans and leases that were granted deferral payments by the Company were still in their deferment period. As of September 30, 2020, loans and leases totaling \$170.0 million were within their deferment period. For additional information regarding the Company's COVID-19 related deferments and modifications, see Note 2 to the "Notes to Consolidated Financial Statements," which is included in Part II, Item 8 "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

## Investment Activities

### General

The investment policy of the Company generally is to invest funds among various categories of investments and maturities based upon the Company's need for liquidity, to achieve the proper balance between its desire to minimize risk and maximize yield, to provide collateral for borrowings and to fulfill the Company's asset/liability management policies. The Company's investment and MBS portfolios are managed in accordance with a written investment policy adopted by the Board of Directors, which is implemented by members of the Company's Asset/Liability Committee. The Company closely monitors balances in these accounts and maintains a portfolio of highly liquid assets to fund potential deposit outflows or other liquidity needs. To date, the Company has not experienced any significant outflows related to the Meta Payments division deposits, though no assurance can be given that this will continue to be the case.

As of September 30, 2021, investment securities and MBS with fair values of approximately \$236.1 million and \$644.7 million were pledged as collateral for the Bank's Federal Reserve Bank ("FRB") advances and Federal Home Loan Bank of Des Moines ("FHLB") advances, respectively. For additional information regarding the Company's collateralization of borrowings, see Note 13 to the "Notes to Consolidated Financial Statements," which is included in Part II, Item 8 "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

### Investments

It is the Company's general policy to purchase investment securities which are U.S. Government-related securities, U.S. Government-related agency and instrumentality securities, U.S. Government-related agency or instrumentality collateralized securities, state and local government obligations and overnight federal funds.

As of September 30, 2021, the Company had total investment securities, excluding MBS, with an amortized cost of \$891.6 million compared to \$891.7 million as of September 30, 2020. At September 30, 2021, \$546.9 million, or 61%, of the Company's investment securities were pledged to secure various obligations of the Company. Many of the Company's municipal holdings are able to be pledged at both the FRB and the FHLB.

The following table sets forth the carrying value of the Company's investment securities portfolio, excluding MBS, at the dates indicated.

(Dollars in Thousands)	At September 30,		
	2021	2020	2019
<b>Investment Securities Available for Sale ("AFS")</b>			
Asset-backed securities	\$ 394,859	\$ 324,925	\$ 302,534
SBA securities	157,209	164,955	185,982
Obligations of states and political subdivisions	2,507	841	874
Non-bank qualified obligations of states and political subdivisions	268,295	323,774	400,557
Subtotal debt securities AFS	847,870	814,495	889,947
Common equities and mutual funds <sup>(1)</sup>	12,668	2,969	2,606
<b>Investment Securities Held to Maturity ("HTM")</b>			
Non-bank qualified obligations of states and political subdivisions <sup>(2)</sup>	52,944	87,183	127,582
Subtotal debt securities HTM	52,944	87,183	127,582
FRB and FHLB stock	28,400	27,138	30,916
<b>Total investment securities and FRB and FHLB stock</b>	<b>\$ 929,214</b>	<b>\$ 928,816</b>	<b>\$ 1,051,051</b>
<b>Other Interest-Earning Assets</b>			
Interest bearing deposits in other financial institutions and federal funds sold <sup>(3)</sup>	\$ 184,729	\$ 362,011	\$ 11,261

<sup>(1)</sup> Equity securities at fair value are included within other assets on the consolidated statements of financial condition at September 30, 2021 and 2020.

<sup>(2)</sup> Includes no taxable obligations of states and political subdivisions.

<sup>(3)</sup> From time to time, the Company maintains balances in excess of insured limits at various financial institutions, including the FHLB, the FRB, and other private institutions. At September 30, 2021, the Company had \$8.7 million and \$184.7 million in interest bearing deposits held at the FHLB and FRB, respectively. At September 30, 2020, the Company had \$9.5 million and \$381.7 million in interest bearing deposits held at the FHLB and FRB, respectively.

#### Debt Securities

The composition and maturities of the Company's available for sale ("AFS") and held to maturity ("HTM") investment debt securities portfolios at September 30, 2021, excluding equity securities and mutual funds, FHLB stock and MBS, are indicated in the following table. The actual maturity of certain municipal housing related securities is typically less than its stated contractual maturity due to scheduled principal payments and prepayments of the underlying mortgages.

At September 30, 2021						
	1 Year or Less	After 1 Year Through 5 Years	After 5 Years Through 10 Years	After 10 Years	Total Investment Securities	
(Dollars in Thousands)	Carrying Value	Carrying Value	Carrying Value	Carrying Value	Amortized Cost	Fair Value
<b>Available for Sale</b>						
Corporate securities	\$ —	\$ —	\$ —	\$ 25,000	\$ 25,000	\$ 25,000
Asset-backed securities	—	—	—	394,859	393,103	394,859
SBA securities	—	7,736	46,874	102,599	151,958	157,209
Obligations of states and political subdivisions	244	1,956	307	—	2,497	2,507
Non-bank qualified obligations of states and political subdivisions	578	3,686	5,176	258,855	266,048	268,295
<b>Total debt securities AFS</b>	<b>\$ 822</b>	<b>\$ 13,378</b>	<b>\$ 52,357</b>	<b>\$ 781,313</b>	<b>\$ 838,606</b>	<b>\$ 847,870</b>
<b>Weighted average yield<sup>(1)</sup></b>	<b>0.43 %</b>	<b>0.78 %</b>	<b>0.75 %</b>	<b>1.30 %</b>	<b>1.78 %</b>	<b>1.26 %</b>

At September 30, 2021						
	1 Year or Less	After 1 Year Through 5 Years	After 5 Years Through 10 Years	After 10 Years	Total Investment Securities	
(Dollars in Thousands)	Carrying Value	Carrying Value	Carrying Value	Carrying Value	Amortized Cost	Fair Value
<b>Held to Maturity</b>						
Non-bank qualified obligations of states and political subdivisions	\$ —	\$ —	\$ —	\$ 52,944	\$ 52,944	\$ 52,576
<b>Total debt securities HTM</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 52,944</b>	<b>\$ 52,944</b>	<b>\$ 52,576</b>
<b>Weighted average yield<sup>(1)</sup></b>	<b>— %</b>	<b>— %</b>	<b>— %</b>	<b>2.87 %</b>	<b>2.87 %</b>	<b>2.94 %</b>

<sup>(1)</sup> Yields on tax-exempt obligations have not been computed on a tax-equivalent basis.

#### Mortgage-Backed Securities

The Company's mortgage-backed and related securities portfolio as of September 30, 2021 consisted entirely of securities issued by U.S. Government agencies or instrumentalities, including those of Ginnie Mae, Fannie Mae, Freddie Mac and Farmer Mac. The Ginnie Mae, Fannie Mae, Freddie Mac and Farmer Mac certificates are modified pass-through MBS representing undivided interests in underlying pools of fixed-rate, or certain types of adjustable-rate, predominantly single-family mortgages issued by these U.S. Government agencies or instrumentalities. At September 30, 2021, the Company had a diverse portfolio of MBS with an amortized cost of \$1.02 billion. The fair market value of the MBS at September 30, 2021 was \$1.02 billion.

MBS generally increase the quality of the Company's assets by virtue of the insurance or guarantees that back them, are more liquid than individual mortgage loans, and may be used to collateralize borrowings or other obligations of the Company. At September 30, 2021, \$315.5 million, or 30.9%, of the Company's MBS were pledged to secure various obligations of the Company.

While MBS carry a reduced credit risk as compared to whole loans, such securities remain subject to the risk that a fluctuating interest rate environment, along with other factors such as the geographic distribution and other underwriting risks inherent in the underlying mortgage loans, may alter the prepayment rate of such mortgage loans and so affect both the prepayment speed, and value, of such securities. The prepayment risk associated with MBS is continually monitored, and prepayment rate assumptions are adjusted as appropriate to update the Company's MBS accounting and asset/liability reports.

The following table sets forth the carrying value of the Company's MBS at the dates indicated.

(Dollars in Thousands)	At September 30,		
	2021	2020	2019
<b>Available for Sale</b>			
Farmer Mac	\$ 109,355	\$ 79,935	\$ 63,515
Freddie Mac	53,206	61,232	53,185
Freddie Mac CML	14,578	15,142	15,712
Fannie Mae	156,605	200,979	221,535
Ginnie Mae	683,285	96,319	28,599
Total MBS AFS	<u>\$ 1,017,029</u>	<u>\$ 453,607</u>	<u>\$ 382,546</u>

(Dollars in Thousands)	At September 30,		
	2021	2020	2019
<b>Held To Maturity</b>			
Ginnie Mae	3,725	5,427	7,182
Total MBS HTM	<u>\$ 3,725</u>	<u>\$ 5,427</u>	<u>\$ 7,182</u>

The following tables set forth the contractual maturities of the Company's MBS, excluding the effect of prepayments, periodic principal repayments and the adjustable-rate nature of these instruments, all of which typically lower the average life of these securities.

(Dollars in Thousands)	At September 30, 2021					
	1 Year or Less	After 1 Year Through 5 Years	After 5 Years Through 10 Years	After 10 Years	Total Investment Securities	
	Carrying Value	Carrying Value	Carrying Value	Carrying Value	Amortized Cost	Fair Value
<b>Available for Sale</b>						
Farmer Mac	\$ —	\$ —	\$ 90,942	\$ 18,413	\$ 111,179	\$ 109,355
Freddie Mac	—	—	—	53,206	53,009	53,206
Freddie Mac CML	—	—	—	14,578	13,953	14,578
Fannie Mae	—	—	—	156,605	149,628	156,605
Ginnie Mae	—	—	—	683,285	688,709	683,285
Total MBS AFS	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 90,942</u>	<u>\$ 926,087</u>	<u>\$ 1,016,478</u>	<u>\$ 1,017,029</u>
Weighted average yield	— %	— %	1.06 %	1.54 %	1.85 %	1.49 %

(Dollars in Thousands)	At September 30, 2021					
	1 Year or Less	After 1 Year Through 5 Years	After 5 Years Through 10 Years	After 10 Years	Total Investment Securities	
	Carrying Value	Carrying Value	Carrying Value	Carrying Value	Amortized Cost	Fair Value
<b>Held To Maturity</b>						
Ginnie Mae	\$ —	\$ —	\$ —	\$ 3,725	\$ 3,725	\$ 3,815
Total MBS HTM	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 3,725</u>	<u>\$ 3,725</u>	<u>\$ 3,815</u>
Weighted average yield	— %	— %	— %	2.11 %	2.11 %	1.39 %

At September 30, 2021, the contractual maturity of approximately 91.1% of the Company's mortgage backed-securities were in excess of ten years. The actual maturity of an MBS is typically less than its stated contractual maturity due to scheduled principal payments and prepayments of the underlying mortgages. Prepayments that are different than anticipated will affect the yield to maturity. The yield is based upon the interest income and the amortization of any premium or discount related to the MBS. In accordance with U.S. Generally Accepted Accounting Principles ("GAAP"), premiums and discounts are amortized over the estimated lives of the loans, which decrease and increase interest income, respectively. The prepayment assumptions used to determine the amortization period for premiums and discounts can significantly affect the yield of MBS, and these assumptions are reviewed periodically to reflect actual prepayments. Although prepayments of underlying mortgages depend on many factors, including the type of mortgages, the coupon rate, borrower credit scores, loan to premises value, the age of mortgages, the geographical location of the underlying real estate collateralizing the mortgages and general levels of market interest rates, the difference between the interest rates on the underlying mortgages and the prevailing mortgage interest rates generally is the most significant determinant of the rate of prepayments. During periods of falling mortgage interest rates, if the coupon rate of the underlying mortgages exceeds the prevailing market interest rates offered for mortgage loans, refinancing generally increases and accelerates the prepayment of the underlying mortgages and the related security. Under such circumstances, the Company may be subject to reinvestment risk because, to the extent that the Company's MBS amortize or prepay faster than anticipated, the Company may not be able to reinvest the proceeds of such repayments and prepayments at a comparable rate. During periods of rising interest rates, these prepayments tend to decelerate as the prevailing market interest rates for mortgage rates increase and prepayment incentives dissipate.

Effective October 1, 2020, the Company adopted ASU 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, and subsequent related ASUs (collectively "Topic 326"). Under Topic 326, investment debt securities held to maturity are subject to an allowance for credit loss that reflects expected credit losses over the life of the financial asset, unless management concludes there is a zero risk of loss. The Company's held to maturity debt security portfolio is limited to investments with implicit and explicit guarantees by government agencies. As a result, management has concluded a zero risk of loss associated with these securities and no provision for credit loss has been included in the Company's Consolidated Statement of Operations. Under Topic 326, investment debt securities available for sale continue to be recorded at fair value but are subject to an allowance for credit loss that reflects the portion of an unrealized loss position related to credit factors. Any such credit loss is recorded in the Company's Provision for Credit Loss on the Company's Consolidated Statement of Operations. Non-credit related losses are recorded in Other Comprehensive Income in the Company's Consolidated Statement of Condition. The adoption of CECL was inconsequential to debt securities available for sale.

Prior to adoption of ASU 2016-13, management identified securities with potential credit impairment that were other-than-temporary. This process involved evaluation of the length of time and extent to which the fair value was less than the amortized cost basis, review of available information regarding the financial position of the issuer, monitoring the rating, watch, and outlook of the security, monitoring changes in value, cash flow projections, and the Company's intent to sell a security or whether it is more likely than not we would be required to sell the security before the recovery of its amortized cost which, in some cases, extended to maturity. To the extent we determined that a security was deemed to be other-than-temporarily impaired, an impairment loss was recognized. In fiscal 2020 and 2019, there were no other-than-temporary impairments recorded.

#### *Equity Securities*

The Company holds marketable equity securities, which have readily determinable fair values, and include common equity and mutual funds. These securities are recorded at fair value with unrealized gains and losses, due to changes in fair value, reflected in earnings. Interest and dividend income from these securities is recognized in interest income. See Note 4. Securities for additional information on marketable equity securities.

The Company also holds non-marketable equity investments and accounts for them under the equity method, fair value, or the measurement alternative method depending on the level of significant influence the Company can exercise and the availability of fair value. All income or loss recognition or fair value adjustments, regardless of measurement methodology, are reflected in earnings as non-interest income. Non-marketable equity investments measured under the equity method, or the measurement alternative method are reviewed for impairment each reporting period and is reported in earnings if applicable.

## Funding Activities

### General

The Company's sources of funds are deposits, borrowings, amortization and repayment of loan and lease principal, interest earned on or maturation of investment securities and funds provided from operations.

Borrowings, including FHLB advances, overnight federal funds purchased, repurchase agreements, other short-term borrowings, and funds available through the FRB Discount Window, may be used at times to compensate for seasonal reductions in deposits or deposit inflows at less than projected levels, may be used on a longer-term basis to support expanded lending activities, and may also be used to match the funding of a corresponding asset.

### Deposits

The Company offers a variety of deposit accounts having a wide range of interest rates and terms. The Company's deposits primarily consists of demand deposit accounts, savings accounts, money market savings accounts, and certificate accounts currently ranging in terms from three months to five years, many of which are related to prepaid cards. In addition, the Company may periodically utilize brokered or other wholesale deposits to target strategic maturities related to its seasonal tax refund advance lending. The tax refund advance lending season typically lasts six weeks or less and it is generally more efficient to fund these short-term loans by using brokered deposits rather than by selling investment securities. Other sources of wholesale deposits may also be utilized periodically to take advantage of balance sheet funding opportunities.

The flow of deposits is influenced significantly by general economic conditions, changes in prevailing interest rates, and competition.

The variety of deposit accounts offered by the Company has allowed it to be competitive in obtaining funds and to respond with flexibility to changes in consumer demand. The Company endeavors to manage the pricing of its deposits in keeping with its asset/liability management and profitability objectives. Based on its experience, the Company believes that deposits related to prepaid cards are relatively stable sources of deposits. However, the ability of the Company to attract and maintain certificates of deposit and the rates paid on these deposits has been and will continue to be significantly affected by market conditions.

Beginning in fiscal year 2020, the Bank partnered with the U.S. Department of the Treasury's Bureau of the Fiscal Service ("Fiscal Service") to disburse Economic Impact Payment ("EIP") stimulus payments through the distribution of prepaid cards. The Company's Meta Payments division, in collaboration with Fiserv and Visa, is serving in an ongoing role to provide a safe and secure mechanism for individuals, including the underbanked, to receive their stimulus payments. In 2020, the Bank dispensed approximately \$6.42 billion of the first round of EIP payments under the Coronavirus Aid, Relief, and Economic Security Act through the distribution of 3.6 million Bank-issued prepaid cards, and in 2021 dispensed approximately \$7.10 billion of the second round of EIP payments under the Consolidated Appropriations Act of 2021 through the distribution of 8.1 million Bank-issued prepaid cards.

On March 11, 2021, the U.S. Congress, through the American Rescue Plan Act of 2021, directed the Internal Revenue Service ("IRS"), to distribute a third round of EIP via the U.S. Treasury to persons in the U.S. eligible to receive them. Through this third round, the Bank disbursed approximately \$10.64 billion of EIP payments through the distribution of 4.7 million Bank-issued prepaid cards.

Of the 16.5 million prepaid cards issued in conjunction with the three EIP stimulus programs, totaling approximately \$24.15 billion, \$1.64 billion were outstanding as of September 30, 2021, of which only \$69.8 million of deposits was on Meta's balance sheet with the remainder being held by other banks.

At September 30, 2021, \$5.34 billion of the Company's \$5.51 billion deposit portfolio was attributable to the Consumer segment. The majority of these deposits represent funds available to spend on prepaid debit cards and other stored value products, of which \$5.00 billion are included with noninterest-bearing checking accounts and \$339.4 million are included with interest-bearing checking and savings deposits on the Company's Consolidated Statements of Financial Condition. The Consumer segment originates debit card programs through outside sales agents and other financial institutions. As such, these deposits carry a somewhat higher degree of concentration risk than traditional consumer products. If a major client or card program were to leave the Bank, deposit outflows could be more significant than if the Bank were to lose a more traditional customer, although it is considered unlikely that all deposits related to a program would leave the Bank without significant advance notification. As such, and as

historical results indicate, the Company believes that its deposit portfolio attributable to the Consumer segment is stable. The increase in deposits arising from the payments division has allowed the Bank to reduce its reliance on wholesale deposits, certificates of deposit and public funds, which typically have relatively higher costs.

The Company may hold negative balances associated with cardholder programs in the payments division that are included within noninterest-bearing deposits on the Company's Consolidated Statements of Financial Condition. Negative balances can relate to any of the following payments functions:

- Prefundings: The Company deploys funds to cards prior to receiving cash (typically 2-3 days) where the prefunding balance is netted at a pooled partner level utilizing ASC 210-20.
- Discount fundings: The Company funds cards in an amount that is estimated to be less than final breakage values on card programs. Consumers may spend more than is estimated. These discounts are netted at a pooled partner level using ASC 210-20. The majority of these discount fundings relate to one partner.
- Demand Deposit Account ("DDA") overdrafts: Certain programs offered allow cardholders traditional DDA overdraft protection services whereby cardholders can spend a limited amount in excess of their available card balance. When overdrawn, these accounts are re-classified as loans on the balance sheet within the Consumer Finance category.

The Company meets the Right of Set off criteria in ASC 210-20, Balance Sheet - Offsetting, for all payments negative deposit balances with the exception of DDA overdrafts. The following table summarizes the Company's negative deposit balances within the payments division:

	At September 30,	
	2021	2020
(Dollars in Thousands)		
Noninterest-bearing deposits	\$ 5,492,646	\$ 4,960,276
Prefunding	(436,111)	(528,131)
Discount funding	(26,440)	(62,443)
DDA overdrafts	(11,862)	(13,072)
Noninterest-bearing checking, net	<u>\$ 5,018,233</u>	<u>\$ 4,356,630</u>

The following table sets forth the deposit flows at the Company during the periods indicated.

	Fiscal Year Ended September 30,		
	2021	2020	2019
(Dollars in Thousands)			
Opening balance	\$ 4,979,200	\$ 4,337,005	\$ 4,430,987
Deposits	1,041,660,076	598,897,734	494,050,148
Withdrawals	(1,041,124,905)	(597,965,028)	(494,173,233)
Sold	—	(290,511)	—
Interest credited	601	—	29,103
Ending balance	<u>\$ 5,514,971</u>	<u>\$ 4,979,200</u>	<u>\$ 4,337,005</u>
Net increase (decrease)	<u>\$ 535,772</u>	<u>\$ 642,195</u>	<u>\$ (93,982)</u>
Percent increase (decrease)	<u>10.76 %</u>	<u>14.81 %</u>	<u>-2.12 %</u>



The following table sets forth the dollar amount of deposits in the various types of deposit programs offered by the Company for the periods indicated.

(Dollars in Thousands)	At September 30,					
	2021		2020		2019	
	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
<b>Transactions and Savings Deposits:</b>						
Non-Interest bearing checking	\$ 5,018,233	91.0 %	\$ 4,356,630	87.5 %	\$ 2,358,010	54.4 %
Interest bearing checking <sup>(1)</sup>	254,721	4.6 %	157,571	3.2 %	185,768	4.3 %
Savings deposits	86,356	1.6 %	47,866	1.0 %	49,773	1.1 %
Money market deposits	67,204	1.2 %	48,494	1.0 %	76,911	1.8 %
Wholesale deposits	55,957	0.9 %	94,467	1.8 %	250,053	5.7 %
<b>Total transactions and savings deposits</b>	<b>5,482,471</b>	<b>99.3 %</b>	<b>4,705,028</b>	<b>94.5 %</b>	<b>2,920,515</b>	<b>67.3 %</b>
<b>Time Certificates of Deposit:</b>						
Variable	—	— %	—	— %	81	— %
0.00 - 0.99%	25,604	0.5 %	96,760	2.0 %	7,655	0.2 %
1.00 - 1.99%	3,329	0.1 %	165,894	3.3 %	181,077	4.2 %
2.00 - 2.99%	3,567	0.1 %	11,518	0.2 %	1,223,084	28.2 %
3.00 - 3.99%	—	— %	—	— %	4,593	0.1 %
<b>Total time certificates of deposit<sup>(2)</sup></b>	<b>32,500</b>	<b>0.7 %</b>	<b>274,172</b>	<b>5.5 %</b>	<b>1,416,490</b>	<b>32.7 %</b>
<b>Total deposits</b>	<b>\$ 5,514,971</b>	<b>100.0 %</b>	<b>\$ 4,979,200</b>	<b>100.0 %</b>	<b>\$ 4,337,005</b>	<b>100.0 %</b>

<sup>(1)</sup> Of the total balance as of September 30, 2021, \$254.3 million are interest-bearing deposits where interest expense is paid by a third party and not by the Company.

<sup>(2)</sup> As of September 30, 2021, total time certificates of deposit included \$23.4 million of wholesale certificates of deposit.

The following table shows rate and maturity information for the Company's certificates of deposit at September 30, 2021.

(Dollars in Thousands)	0.00 - 0.99%	1.00 - 1.99%	2.00 - 2.99%	Total	Percent of Total
Certificate accounts maturing in quarter ending:					
December 31, 2021	\$ 2,490	\$ 892	\$ 799	\$ 4,181	12.9 %
March 31, 2022	20,070	—	823	20,893	64.3 %
June 30, 2022	1,728	1,392	891	4,011	12.3 %
September 30, 2022	407	701	955	2,063	6.3 %
December 31, 2022	—	344	99	443	1.4 %
September 30, 2023	464	—	—	464	1.4 %
December 31, 2023	200	—	—	200	0.6 %
September 30, 2024	245	—	—	245	0.8 %
Total	\$ 25,604	\$ 3,329	\$ 3,567	\$ 32,500	100.0 %
Percent of total	78.8 %	10.2 %	11.0 %	100.0 %	

The following table indicates the amount of the Company's certificates of deposit and other deposits by time remaining until maturity as of September 30, 2021.

(Dollars in Thousands)	Maturity				
	3 Months or Less	After 3 to 6 Months	After 6 to 12 Months	After 12 Months	Total
Certificates of deposit less than \$250,000	\$ 1,697	\$ 573	\$ 4,301	\$ 983	\$ 7,554
Certificates of deposit of \$250,000 or more	2,484	20,320	1,773	369	24,946
<b>Total certificates of deposit</b>	<b>\$ 4,181</b>	<b>\$ 20,893</b>	<b>\$ 6,074</b>	<b>\$ 1,352</b>	<b>\$ 32,500</b>

At September 30, 2021, there were \$0.3 million in deposits from governmental and other public entities included in certificates of deposit.

#### Borrowings

Although deposits are the Company's primary source of funds, the Company's practice has been to utilize borrowings when they are a less costly source of funds, can be invested at a positive interest rate spread, or when the Company desires additional capacity to fund loan demand. Borrowings from various sources mature based on stated payment schedules.

The Company's borrowings have historically consisted primarily of advances from the FHLB upon the security of a blanket collateral agreement of a percentage of unencumbered loans and the pledge of specific investment securities. Such advances can be made pursuant to several different credit programs, each of which has its own interest rate and range of maturities. At September 30, 2021, the Bank had no overnight borrowings or term advances, but did have the ability to borrow up to an approximate additional \$727.7 million from the FHLB.

The Company completed the public offering of \$75.0 million of 5.75% fixed-to-floating rate subordinated debentures during fiscal year 2016. These notes are due August 15, 2026. The subordinated debentures were sold at par, resulting in net proceeds of approximately \$73.9 million. At September 30, 2021, \$74.0 million in aggregate principal amount in subordinated debentures, net of issuance costs of \$1.0 million, were outstanding.

On July 16, 2001, the Company issued all of the 10,310 authorized shares of Company Obligated Mandatorily Redeemable Preferred Securities of First Midwest Financial Capital Trust I (preferred securities of subsidiary trust) holding solely trust preferred securities. Distributions are paid semiannually. Cumulative cash distributions are calculated at a variable rate LIBOR plus 3.75%, not to exceed 12.5%. The Company may, at one or more times, defer interest payments on the capital securities for up to 10 consecutive semi-annual periods, but not beyond July 25, 2031. At the end of any deferral period, all accumulated and unpaid distributions must be paid. The capital securities are required to be redeemed on July 25, 2031; however, the Company has a semiannual option to shorten the maturity date. The option has not been exercised as of the date of this filing. The redemption price is \$1,000 per capital security plus any accrued and unpaid distributions to the date of redemption. Holders of the capital securities have no voting rights, are unsecured, and rank junior in priority of payment to all of the Company's indebtedness and senior to the Company's common stock. The trust preferred securities have been includable in the Company's capital since they were issued. The preferential capital treatment of the Company's trust preferred securities was grandfathered under the Dodd-Frank Act and is consistent with federal community bank capital rules. The outstanding balance of the trust preferred securities at September 30, 2021 was \$13.7 million.

Through the Crestmark Acquisition, the Company acquired \$3.4 million in floating rate capital securities due to Crestmark Capital Trust I, a 100%-owned nonconsolidated subsidiary of the Company. The subordinated debentures bear interest at LIBOR plus 3.00%, have a stated maturity of 30 years from the date of issuance and are redeemable by the Company at par, with regulatory approval. The interest rate is reset quarterly at distribution dates in February, May, August, and November. The subsidiary has the option to defer interest payments on the subordinated debentures from time to time for a period not to exceed five consecutive years.

The Company previously offered retail repurchase agreements to its customers. These agreements typically ranged from 14 days to five years in term, and typically were offered in minimum amounts of \$100,000. The proceeds of these transactions were used to meet cash flow needs of the Company. At September 30, 2021, the Company had no retail repurchase agreements outstanding.

The following table sets forth the maximum month-end balance and average balance of FHLB advances, retail and reverse repurchase agreements, trust preferred securities, subordinated debentures, and overnight fed funds purchased for the periods indicated.

(Dollars in Thousands)	Fiscal Year Ended September 30,		
	2021	2020	2019
<b>Maximum Balance:</b>			
FHLB advances	\$ —	\$ 110,000	\$ 110,000
Repurchase agreements	—	2,550	4,306
Trust preferred securities	13,661	13,661	13,661
Subordinated debentures	73,980	73,807	73,644
Overnight fed funds purchased	—	717,000	1,085,000
Other borrowings	10,250	17,181	24,400
<b>Average Balance:</b>			
FHLB advances	\$ —	\$ 106,093	\$ 42,712
Repurchase agreements	—	328	3,542
Trust preferred securities	13,661	13,661	13,661
Subordinated debentures	73,886	73,718	73,562
Overnight fed funds purchased	5	183,438	305,490
Other borrowings	7,888	14,422	21,606

The following table sets forth certain information as to the Company's FHLB advances, retail and reverse repurchase agreements, trust preferred securities, subordinated debentures, and overnight fed funds purchased.

(Dollars in Thousands)	At September 30,		
	2021	2020	2019
FHLB and FRB advances	\$ —	\$ —	\$ 110,000
Repurchase agreements	—	—	4,019
Trust preferred securities	13,661	13,661	13,661
Subordinated debentures	73,980	73,807	73,644
Overnight fed funds purchased	—	—	642,000
Other borrowings	5,193	10,756	18,533
Total borrowings	\$ 92,834	\$ 98,224	\$ 861,857
Weighted average interest rate of FHLB and FRB advances	— %	— %	2.41 %
Weighted average interest rate of repurchase agreements	— %	— %	2.83 %
Weighted average interest rate of trust preferred securities	3.72 %	3.82 %	5.63 %
Weighted average interest rate of subordinated debentures	5.75 %	5.75 %	5.75 %
Weighted average interest rate of overnight fed funds purchased	— %	— %	2.05 %

## Payments Activities

The Company, through its Meta Payments division, is focused on innovation in the finserve and fintech industries by providing solid banking infrastructure, proven tech resource partners, and high-energy collaboration that enables its partners to deliver banking programs that meet their customers' demands. The Meta Payments division offers a complement of payments related products and services that are marketed to consumers nationwide through financial institutions and other commercial entities. Other solutions, such as merchant acquiring and transactional payments facilitate the movement of funds between an entity and the audience they serve, typically a consumer. Overall, the products and services offered by the Company are generally designed to facilitate the processing and settlement of authorized electronic transactions involving the movement of funds.

While the Company has adopted policies and procedures to manage and monitor the risks attendant to this line of business, and the executives who manage the Company's program have years of experience in this area of the Company's business, no guarantee can be made that the Company will not experience losses in the Meta Payments division. The Company has signed agreements with terms extending through the next few years with several of its largest sales agents/program managers, which the Company expects will help mitigate this risk.

Each line of the Meta Payments division is discussed generally below with examples to illustrate use cases. The Company cross-utilizes personnel and resources across these lines of business (for example, the Meta Payments division may develop products for both prepaid and consumer banking solutions needs pursuant to a client's request).

#### **Prepaid Solutions**

Prepaid cards are similar to traditional debit cards in that they are embedded with a magnetic stripe, which encodes relevant card data (which may or may not include information about the user and/or purchaser of such card), or an EMV chip, which is equipped with a microprocessor chip and the technology used to authenticate chip card transactions. When the holder of such a card attempts a permitted transaction, necessary information, including the authorization for such transaction, is shared between the "point of use" or "point of sale" and authorization systems maintaining the account of record. Most recently, "virtual" prepaid cards have become popular in the industry. Virtual prepaid cards are used in both the consumer space, for example as a gift card, and in the commercial arena to facilitate accounts payable and vendor payments.

The funds associated with such cards are typically held in pooled accounts at the Bank representing the aggregate value of all cards issued in connection with particular products or programs. Although the funds are held in pooled accounts, the account of record indicates the funds held by each individual card. The cards may work in a closed loop (e.g., the card will only work at one particular merchant and will not work anywhere else), a "Restricted Access Network" (e.g., the card will only work at a specific set of merchants such as a shopping mall), or in an open loop by way of a Visa or MasterCard branded debit card that will work wherever such cards are accepted for payment. Most of the Company's prepaid cards are open loop. Meta is among the top 3 prepaid card issuers in the United States.

The prepaid card business can generally be divided into two program categories: Consumer Use and Business or Commercial Use products. These programs are typically offered through a third-party relationship.

#### **Consumer Use**

Examples of consumer use prepaid card programs include payroll, general purpose reloadable ("GPR"), reward, gift and benefit/HSA cards. Payroll cards are a product whereby an employee's payroll is loaded to the card by their employer via direct deposit. GPR cards are usually distributed by retailers and can be reloaded an indefinite number of times at participating retail load networks. Other examples of reloadable cards are travel cards, which are used in place of traveler's checks and can be reloaded a predetermined number of times, as well as tax-related cards where a taxpayer's refund is placed on the card. Reloadable cards are generally open-loop cards that consumers can use to obtain cash at ATMs or purchase goods and services wherever such cards are accepted for payment.

#### **Business or Commercial Use**

Prepaid cards are also frequently used by businesses for travel and entertainment, accounts payable and B2B settlement products. For example, virtual prepaid cards are used to facilitate one-time payments between a company and its vendors for monthly settlement. Travel and entertainment cards, alternatively, are reloadable by the company for use by its employees to travel for business.

#### **Consumer Banking Solutions**

Partners looking to offer financial services in a mobile-first ecosystem typically employ a demand deposit account ("DDA"), Savings Account or debit card, or combination thereof. Meta facilitates their ability to establish a direct deposit relationship with consumers, complete with online acceptance and digital funds transfer, as well as options such as overdraft protection in times of income shortfalls and the overall benefit of improved money management.

#### **Faster Payments**

In today's market, consumers want to move their money fast, with more visibility and control of their own financial transactions. Meta provides the financing back-end for Mastercard Send® and Visa Direct which enable the faster, almost instantaneous movement of funds from sender to receiver.

### **Transactional Payments**

Technology has accelerated the growth and speed of transactional payments for corporate and financial organizations. Prompt movement of money creates efficiency, speed and a robust marketplace for consumers, B2B and B2C companies. Managing cash flow, risk, security, and compliance are essential Services offered by Meta include ACH, wire, receiving and originating.

Meta is a Nacha Top 50 bank for receiving and originating payments. As of November 2021, Meta typically processes a combined \$2.5 billion per day in Automated Clearing House ("ACH") and wire services, which supports that Meta has earned the confidence of its partners by providing safe and efficient movement of money, unprecedented service, and operational success.

### **ATM Sponsorship**

The Company sponsors ATM independent sales organizations ("ISOs") into various networks and provides associated sponsorships of encryption support organizations and third-party processors in support of the financial institutions and the ATM ISO sponsorships. Sponsorship consists of the review and oversight of entities participating in debit and credit networks. In certain instances, Meta also has certain leasehold interests in certain ATMs which require bank ownership and registration for compliance with applicable state law.

Meta currently provides financial processing services for approximately 65% of freestanding ATMs nationwide providing consumers with access to funds at ATMs frequently founds in malls, retail chains, convenience stores, events, fairs and other small business locations across the U.S.

### **Acquiring Solutions**

Acquiring solutions include the acceptance, processing and settlement of credit card and debit card payments by an acquiring bank on behalf of merchants. Meta acts as an acquiring bank to sponsor acquiring activity on behalf of merchant clients by leveraging partnerships with partners who act as merchant processors, third-party service providers, ISOs, and/or payment facilitators to identify, onboard and support merchant clients.

## **Regulation and Supervision**

### **General**

Both the Company and the Bank are subject to extensive regulation in connection with their respective activities and operations, including those of their subsidiaries. On April 1, 2020, the Bank converted from a federal thrift charter to a national bank charter and the Company converted from a savings and loan holding company to a bank holding company ("BHC") that has elected to be a financial holding company (a "FHC").

As a national bank, the Bank is supervised and examined by the OCC, as its primary federal regulator, and the Federal Deposit Insurance Corporation ("FDIC"), the federal agency that administers the Deposit Insurance Fund ("DIF"). As a BHC, the Company is supervised and examined by the FRB. Federal banking policy is designed to protect customers of and depositors in insured depository institutions, the DIF, and the U.S. banking system.

The framework by which both the Bank and the Company are supervised and examined is complex. This framework includes acts of Congress, regulations, policy statements and guidance, and other interpretive materials that define the obligations and requirements for entities participating in the U.S. banking system.

Moreover, regulation of banks and their holding companies is subject to continual revision, both through statutory changes and corresponding regulatory revisions as well as through evolving supervisory objectives of banking agency examiners and supervisory staff. It is not possible to predict the content or timing of changes to the laws and regulations that may impact the business of the Bank and the Company. Any changes to the regulatory framework applicable to the Company or the Bank, however, could have a material adverse impact on the condition or operations of each entity.

In addition to regulation and supervision by the FRB, the Company is a reporting company under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and is required to file reports with the SEC and otherwise comply with federal securities laws.

As described broadly below, the banking industry is subject to significant regulation. The following discussion is not intended to be a complete list of all the activities regulated by the U.S. banking laws or of the impact of such laws and regulations on the Company or the Bank. Rather, it is intended to briefly summarize the legal and regulatory framework in which the Bank and the Company operate and describe legal requirements that impact their businesses and operations. The information set forth below is subject to change and is qualified in its entirety by the actual laws and regulations referenced.

#### **Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act")**

Enacted in 2010, the Dodd-Frank Act significantly changed the financial regulatory regime in the United States. Since the enactment of the Dodd-Frank Act, U.S. banks and financial services firms, such as the Company and the Bank, have been subject to enhanced regulation and oversight. As of the date of the filing of this Annual Report on Form 10-K, several provisions of the Dodd-Frank Act remain subject to further rulemaking and interpretation by the federal banking agencies; moreover, certain provisions of the act that were implemented by federal agencies have been revised or rescinded pursuant to legislative changes adopted by the U.S. Congress.

Certain provisions of the Dodd-Frank Act that directly impact the operation of the Company or the Bank are highlighted below:

*Consumer Financial Protection Bureau.* Pursuant to the Dodd-Frank Act, the Bank is subject to regulations promulgated by the Consumer Financial Protection Bureau (the "Bureau"). The Bureau has consolidated authority related to federal laws and regulations impacting the provision of consumer financial products and services. The Bureau also has substantial power to define the rights of consumers and responsibilities of lending institutions, such as the Bank. The Bureau does not, however, examine or supervise the Bank for compliance with such laws and regulations; rather, based on the Bank's size (less than \$10 billion in assets), enforcement authority remains with the OCC, although the Bank may be required to submit reports or other materials to the Bureau upon request. The Dodd-Frank Act also provides state attorneys general with the right to enforce federal consumer protection laws. The Bureau is also authorized to prescribe rules applicable to any covered person or service provider identifying and prohibiting acts or practices that are unfair, deceptive or abusive in connection with any transaction with a consumer for a consumer financial product or service, or the offering of a consumer financial product or service ("UDAAP authority"). To date, the Bureau has engaged in rulemaking and taken enforcement actions that directly impact the business operations of financial institutions offering consumer financial products or services including the Bank and its divisions.

*Interchange Fees.* The Dodd-Frank Act includes provisions that restrict interchange fees to those which are "reasonable and proportionate" for certain debit card issuers and limits the ability of networks and issuers to restrict debit card transaction routing (known as the "Durbin Amendment"). The Federal Reserve issued final rules implementing the Durbin Amendment on June 29, 2011. Although, as of the date of the filing of this Annual Report on Form 10-K, the interchange fee restrictions in the Durbin Amendment do not apply to the Bank because debit card issuers with total worldwide assets of less than \$10 billion are exempt, such restrictions may negatively impact the pricing all debit card processors in the market, including the Bank, may charge.

*Incentive Compensation.* The Dodd-Frank Act requires that the federal banking agencies, including the Federal Reserve and the OCC, issue a rule related to incentive-based compensation. No final rule implementing this provision of the Dodd-Frank Act has, as of the date of the filing of this Annual Report on Form 10-K, been adopted, but a proposed rule was published in 2016 that expanded upon a prior proposed rule published in 2011. The proposed rule is intended to (i) prohibit incentive-based payment arrangements that the banking agencies determine could encourage certain financial institutions to take inappropriate risks by providing excessive compensation or that could lead to material financial loss, (ii) require the board of directors of those financial institutions to take certain oversight actions related to incentive-based compensation, and (iii) require those financial institutions to disclose information concerning incentive-based compensation arrangements to the appropriate federal regulator. Although a final rule has not been issued, the Company and the Bank have undertaken efforts to ensure that their incentive compensation plans do not encourage inappropriate risks, consistent with the principles identified above.

## **The Economic Growth, Regulatory Relief, and Consumer Protection Act of 2018 (“Regulatory Relief Act”)**

Enacted in 2018, the Regulatory Relief Act includes several provisions that positively affect smaller banking institutions (e.g., those with less than \$10 billion in assets) like the Bank. Specific provisions of the Regulatory Relief Act that benefit smaller banks include modifications to the “qualified mortgage” criteria under the “ability to repay” rules for certain mortgages that are held and maintained on the Bank’s retained portfolio as well as relief from certain capital requirements required by an international banking capital framework with the creation of a “community bank leverage ratio.” See *“Recent Developments Related to Capital Rules,” “Consumer Mortgage Lending,”* and *“Brokered Deposits.”*

## **The Coronavirus Aid, Relief, and Economic Security Act**

In response to the COVID-19 pandemic, the CARES Act was signed into law on March 27, 2020 to provide national emergency economic relief measures. Many of the CARES Act’s programs are dependent upon the direct involvement of U.S. financial institutions, such as the Company and the Bank, and have been implemented through rules and guidance adopted by federal departments and agencies, including the U.S. Department of Treasury, the Federal Reserve and other federal banking agencies, including those with direct supervisory jurisdiction over the Company and the Bank. Furthermore, as the ongoing COVID-19 pandemic evolves, federal regulatory authorities continue to issue additional guidance with respect to the implementation, lifecycle, and eligibility requirements for the various CARES Act programs as well as industry-specific recovery procedures for COVID-19. In addition, it is possible that Congress will enact supplementary COVID-19 response legislation, including amendments to the CARES Act or new bills comparable in scope to the CARES Act. The Company continues to assess the impact of the CARES Act and other statutes, regulations and supervisory guidance related to the COVID-19 pandemic.

*Paycheck Protection Program.* The CARES Act amended the SBA’s loan program, in which the Bank participates, to create a guaranteed, unsecured loan program, the PPP, to fund operational costs of eligible businesses, organizations and self-employed persons during COVID-19. In June 2020, the Paycheck Protection Program Flexibility Act was enacted, which among other things, gave borrowers additional time and flexibility to use PPP loan proceeds. After previously being extended by Congress, the application deadline for PPP loans expired on May 31, 2021. As a participating lender in the PPP, the Bank continues to monitor legislative, regulatory, and supervisory developments related thereto, including updates to guidance on loan forgiveness.

*Troubled Debt Restructuring and Loan Modifications for Affected Borrowers.* The CARES Act (as amended by the Consolidated Appropriations Act of 2021) permits banks to suspend requirements under GAAP for loan modifications to borrowers affected by COVID-19 that would otherwise be characterized as TDRs and suspend any determination related thereto if (i) the loan modification is made between March 1, 2020 and the earlier of January 1, 2022 or 60 days after the end of the national COVID-19 emergency declaration and (ii) the applicable loan was not more than 30 days past due as of December 31, 2019. The federal banking agencies also issued guidance to encourage banks to make loan modifications for borrowers affected by COVID-19 and to assure banks that they will not be criticized by examiners for doing so. The Company has applied this guidance to qualifying loan modifications. See Note 5 to the “Notes to Consolidated Financial Statements,” which is included in Part II, Item 8 “Financial Statements and Supplementary Data” of this Annual Report on Form 10-K for further information about the COVID-19-related loan modifications completed by the company.

## **Temporary Regulatory Capital Relief Related to Impact of CECL**

Concurrently with enactment of the CARES Act, federal banking agencies issued an interim final rule that delayed the estimated impact on regulatory capital resulting from the adoption of CECL. The interim final rule provided banking organizations that implemented CECL before the end of 2020 the option to delay for two years the estimated impact of CECL on regulatory capital relative to regulatory capital determined under the prior incurred loss methodology, followed by a three-year transition period to phase out the aggregate amount of capital benefit provided during the initial two-year delay. Thereafter, the federal banking agencies issued a final rule that made certain technical changes to the interim final rule. The changes in the final rule apply only to those banking organizations that elected the CECL transition relief provided under the interim rule. The Company has elected this option.



## Bank Regulation and Supervision

The Bank is a national bank that is subject to broad federal regulation and oversight extending to all of its operations by its primary federal regulator, the OCC, and by its deposit insurer, the FDIC. Such regulation covers all aspects of the banking business, including lending practices, safeguarding deposits, capital structure, transactions with affiliates, and conduct and qualifications of personnel. The Bank pays assessment fees both to the OCC and the FDIC, and the level of such assessments reflects the condition of the Bank. If the condition of the Bank were to deteriorate, the level of such assessments could increase significantly, having a material adverse effect on the Company's financial condition and results of operations.

Regulatory authorities have been granted extensive discretion in connection with their supervisory and enforcement activities which are intended to strengthen the financial condition of the banking industry, including, but not limited to, the imposition of restrictions on the operation of an institution, the classification of assets by the institution, and the adequacy of an institution's allowance for credit losses. Typically, these actions are undertaken due to violations of laws or regulations or conduct of operations in an unsafe or unsound manner.

The Bank derives its lending and investment powers from the National Bank Act ("NBA") and the OCC's implementing regulations promulgated thereunder. Under these laws and regulations, the Bank may invest in mortgage loans secured by residential and commercial real estate, commercial and consumer loans, certain types of debt securities and certain other assets. The Bank may also invest in operating subsidiaries, bank service companies (but not service corporations generally), financial subsidiaries, and may make non-controlling investments in other entities, in each case subject to the statutory provisions of the NBA and the OCC's regulatory requirements and limitations.

In general, the Bank's legal lending limit totals 15 percent of its capital and surplus plus an additional 10 percent of capital and surplus if the amount that exceeds the 15 percent general limit is fully secured by readily marketable collateral (together, referred to as the "combined general limit"). At September 30, 2021, the Bank was in compliance with the combined general limit.

The OCC announced on October 15, 2021 that its supervisory strategies for 2022 will focus on: (a) strategic and operational planning to ensure banks maintain stable financial positions; (b) credit risk management, allowances for loan and lease losses, and allowances for credit losses; (c) cybersecurity and operational resilience; (d) oversight of third parties and related concentrations; (e) Bank Secrecy Act/anti-money laundering ("BSA/AML") compliance management; (f) consumer compliance management systems and fair lending risk; (g) Community Reinvestment Act performance; (h) the impact of a low-rate environment and the transition to alternative reference rates given the cessation of London Interbank Offering Rate ("LIBOR"); (i) payment systems products and services; (j) fintech partnerships for potential cryptocurrency-related activities and other services; and (k) climate change risk management.

The OCC's 2022 supervisory plan provides the foundation for policy initiatives and for supervisory strategies as applied to national banks as well as their technology service providers. OCC staff members use the supervisory plan to guide their supervisory priorities, planning, and resource allocations. The OCC typically provides periodic updates about supervisory priorities through the Semiannual Risk Perspective process in the fall and spring of each year.

### Insurance of Deposit Accounts and Regulation by the FDIC

The Bank is a member of the DIF, which is administered by the FDIC. Pursuant to the Dodd-Frank Act, a permanent increase in deposit insurance to \$250,000 was authorized. The coverage limit is per depositor, per insured depository institution for each account ownership category. FDIC insurance is backed by the full faith and credit of the United States government.

While not the Bank's primary federal regulator, the FDIC, as insurer of the Bank's deposits, imposes deposit insurance premiums and is authorized to conduct examinations of and to require reporting by FDIC-insured institutions. It also may prohibit any FDIC-insured institution from engaging in any activity the FDIC determines by regulation or order poses a serious risk to the DIF. The FDIC also has authority to initiate enforcement actions against any FDIC-insured institution after giving its primary federal regulator the opportunity to take such action, and may seek to terminate the deposit insurance if it determines that the institution has engaged in unsafe or unsound practices or is in an unsafe or unsound condition. Finally, the FDIC may terminate deposit insurance upon a finding that the 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 or the OCC.



The FDIC imposes an assessment against all depository institutions for deposit insurance quarterly. FDIC assessment rates range from 3 to 30 basis points annually and take into account an institution's composite CAMELS rating and other factors. Notably, the FDIC has the authority to increase an institution's deposit insurance premium if it determines that an insured depository institution significantly relies upon brokered deposits. As of September 30, 2021, 2020 and 2019, the Bank's deposit insurance assessment rate was 5 basis points, 14 basis points, and 14 basis points, respectively. The Bank's deposit insurance premium expense totaled \$6.2 million for 2021, \$8.4 million for 2020, and \$6.8 million for 2019. A significant increase in DIF insurance premiums would have an adverse effect on the operating expenses and results of operations of the Bank.

The designated reserve ratio ("DRR") of the DIF reached 1.36% as of September 30, 2018, exceeding the statutorily required 1.35% two years ahead of the deadline imposed by the Dodd-Frank Act. On June 30, 2019, the DRR reached 1.40% and the FDIC applied small bank credits to banks with less than \$10 billion in assets, such as the Bank, beginning September 30, 2020. The FDIC will continue to apply small bank credits so long as the DRR is at least 1.35%. After applying small bank credits for four quarters, the FDIC will remit to banks the value of any remaining small bank credits in the next assessment period in which the DRR is at least 1.35%.

#### **Brokered Deposits**

The FDIC limits the ability to accept brokered deposits to those insured depository institutions that are well capitalized. Institutions that are less than well capitalized cannot accept, renew or roll over any brokered deposit unless they have applied for and been granted a waiver by the FDIC. The FDIC has defined the "national rate" for all interest-bearing deposits held by less-than-well-capitalized institutions as "a simple average of rates paid by all insured depository institutions and branches for which data are available" and has stated that its presumption is that this national rate is the prevailing rate in any market. As such, institutions that are less than well capitalized that are permitted to accept, renew or rollover brokered deposits via FDIC waiver generally may not pay an interest rate in excess of the national rate plus 75 basis points on such brokered deposits. As of September 30, 2021, the Bank categorized \$420.7 million, or 8% of its deposit liabilities, as brokered deposits.

On December 15, 2020, the FDIC issued a final rule establishing a new framework for analyzing whether bank deposits obtained through third-party arrangements are brokered deposits pursuant to Section 29 of the Federal Deposit Insurance Act. Generally, a person is a "deposit broker" if it is "engaged in the business of placing deposits, or facilitating the placement of deposits, of third parties with insured depository institutions or the business of placing deposits with insured depository institutions for the purpose of selling interests in those deposits to third parties." The final rule clarifies what it means to be in the business of placing deposits and facilitating the placement of deposits for purpose of the deposit broker definition.

In Section 29 and provides, in particular, that a person with an exclusive deposit placement arrangement with one insured depository institution will not be considered a deposit broker because it is not in the business of placing deposits or facilitating the placement of deposits.

The final rule also clarifies application of the "primary purpose exception" to Section 29 by identifying a number of common business relationships described as "designated exceptions" as meeting the primary purpose exception. Many of these designated exceptions are arrangements previously addressed in advisory opinions and include: certain investment-related deposits; property management service deposits; deposits for cross-border clearing services; deposits related to real estate and mortgage servicing activities; retirement and 529 deposits; deposits related to employee benefits programs; deposits held to secure credit card loans; and deposits placed by agencies to disburse government benefits. The final rule became effective April 1, 2021, with full compliance extended to January 1, 2022. As a result of this final rule, the Company's deposits that were classified as brokered deposits reduced significantly beginning with the June 30, 2021 reporting period.

#### **Branching by National Banks**

Subject to certain limitations, federal statutes and OCC regulations permit national banks to establish branches in any state of the United States. With OCC approval, a national bank may open an interstate *de novo* branch in any state that permits the establishment of a branch by a bank chartered by such state, subject to applicable state law limitations. On February 29, 2020, the Company sold the Bank's Community Bank division to Central Bank, a state-chartered bank headquartered in Storm Lake, Iowa. The sale included, among other things, all of the Community Bank division's branch locations. Consequently, the Bank's only banking office open to the public is its home office in Sioux Falls, South Dakota, where it accepts deposits.

### **Consumer Mortgage Lending**

The Bureau's ability to repay ("ATR") rule applies to residential mortgage loan applications securing one-to-four unit dwellings and includes purchases, refinances and home equity loans for principal and second homes. Under the ATR rules, a lender may not make a residential mortgage loan unless the lender makes a reasonable and good faith determination that is based on verified, documented information at or before consummation that the borrower has a reasonable ability to repay. To determine a consumer's reasonable ability to pay, a lender must review eight underwriting factors prescribed in the rule. Liability for violations of the ATR rule include actual damages, statutory damages, court costs, and attorneys' fees.

Additionally, the Bureau regulates "qualified mortgages" ("QMs"), which are mortgages for which there is a presumption that the lender has satisfied the ATR rules. Pursuant to the Dodd-Frank Act, QMs must have certain product-feature prerequisites and affordability underwriting requirements. Generally, to meet the QM test, the lender must calculate the monthly payments under the loan based on the highest payment that will apply in the first five years and the consumer must have a total debt-to-income ratio that is less than or equal to 43%. The QM rule provides a safe harbor for lenders that make loans that satisfy the definition of a QM and are not higher priced. With respect to higher-priced mortgage loans, there is a rebuttable presumption of compliance available to the lender with respect to compliance with the ATR rule.

With respect to QMs, the Regulatory Relief Act allows insured depository institutions with less than \$10 billion in assets, like the Bank, to designate certain consumer mortgage loans it originates and holds in portfolio as QMs even though such mortgage loans do not meet the ATR requirements described above.

### **Prepaid Accounts under the Electronic Fund Transfer Act ("Regulation E") and the Truth In Lending Act ("Regulation Z")**

The Bureau's "Prepaid Accounts Rule," adopted in October 2016, enhanced the regulations applicable to prepaid products and brought them fully within Regulation E, which implements the federal Electronic Funds Transfer Act. In addition, prepaid products that have a credit component, like some of those offered in connection with an existing program manager agreement, are now regulated by Regulation Z, which implements the federal Truth in Lending Act. The rule also extended Regulation Z's credit card rules and disclosure requirements to prepaid accounts that provide overdraft services and other credit features. These rules became effective on April 1, 2019.

### **Short-Term, Small-Dollar Installment Lending**

In October 2017, the OCC rescinded its guidance on deposit advance products in light of the Bureau's pending small dollar loan rule related to payday, vehicle title and certain high cost installment loans that was issued in November 2017 ("Small Dollar Rule"). The Small Dollar Rule, however, has been the subject of further regulatory review and a court order staying compliance in connection with a legal challenge.

The Bureau issued its final Small Dollar Rule on July 22, 2020, which became fully effective on October 20, 2020. Specifically, the Bureau revoked provisions that: (i) provide that it is an unfair and abusive practice for a lender to make a covered short-term or longer-term balloon-payment loan, including payday and vehicle title loans, without reasonably determining that consumers have the ability to repay those loans according to their terms; (ii) prescribe mandatory underwriting requirements for making the ability-to-repay determination; (iii) exempt certain loans from the mandatory underwriting requirements; and (iv) establish related definitions, reporting, and recordkeeping requirements. However, no lenders are required to comply until either November 19, 2020 or until the court in litigation challenging the Small Dollar Rule lifts its stay of the compliance date.

Separately, in May 2018, the OCC published guidance that encourages national banks and federal savings associations to offer responsible short-term, small-dollar installment loans with terms between two and twelve months and equal amortizing payments. Pursuant to the OCC's guidance on this issue, banks are encouraged to offer these products in a manner that is consistent with sound risk management principles and clear, documented underwriting guidelines. Further, the federal banking agencies issued interagency guidance on May 20, 2020 to encourage banks, savings associations, and credit unions to offer responsible small-dollar loans to customers for consumer and small business purposes. As of the date of the filing of this Annual Report on Form 10-K, the Bank has not determined to offer such products, although this position may change as the Bank further refines its business plan in the future.

### **Interest Rate Risk Management**

The OCC requires national banks, like the Bank, to have an effective and sound interest rate risk management program, including appropriate measurement and reporting, robust and meaningful stress testing, assumption development reflecting the institution's experience, and comprehensive model valuations. According to OCC guidance, interest rate risk exposure is supposed to be managed using processes and systems commensurate with their earnings and capital levels; complexity; business model; risk profile; and scope of operations.

### **Standards for Safety and Soundness**

The federal banking agencies have adopted the *Interagency Guidelines Establishing Standards for Safety and Soundness*. The guidelines establish certain safety and soundness standards for all depository institutions. The operational and managerial standards in the guidelines generally relate to the following: (1) internal controls and information systems; (2) internal audit systems; (3) loan documentation; (4) credit underwriting; (5) interest rate exposure; (6) asset growth; (7) compensation, fees and benefits; (8) asset quality; and (9) earnings. Failure to meet the standards in the guidelines could result in a request by the OCC to the Bank to provide a written compliance plan to demonstrate its efforts to come into compliance with such guidelines.

### **Anti-Money Laundering ("AML") Laws and Regulations**

AML and financial transparency laws and regulations, including the Bank Secrecy Act and the U.S. Patriot Act of 2001, impose strict standards for gathering and verifying customer information in order to ensure funds or other assets are not being placed in U.S. financial institutions to facilitate terrorist financing and laundering of funds. Applicable laws require financial institutions to have AML programs in place and require the federal banking agencies to consider a holding company's effectiveness in combating money laundering when ruling on certain merger or acquisition applications. In addition, failure to comply with these requirements could lead to significant fines and penalties or the imposition of corrective orders.

### **Customer Identification Programs for Holders of Prepaid Cards**

The federal banking agencies, including the OCC and the FRB, issued guidance in 2016 that extends the requirements of the Customer Identification Program required by Section 326 of the USA Patriot Act to prepaid accounts where the cardholder has either the (i) ability to reload funds, or (ii) access to credit or overdraft features. If either of these features is present, the issuer must verify the identity of the named account holder.

### **Privacy**

The Bank is required by federal statutes and regulations to disclose its privacy policies to its customers. The Bank is also required to appropriately safeguard its customers' personal information. In addition, certain state laws could potentially impact the Bank's operations, including those related to applicable notification requirements when unauthorized access to customers' nonpublic personal information has occurred.

### **Examination Guidance for Third-Party Lending**

On July 29, 2016, the FDIC issued revised examination guidance related to third-party lending relationships (e.g., lending arrangements that rely on a third party to perform a significant aspect of the lending process). Similar to guidance published by the OCC in 2013, this guidance generally requires that financial institutions, including the Bank, ensure that risks related to such third-party lending relationships are evaluated, including the type of lending activity, the complexity of the lending program, the projected and realized volume created by the relationship, and the number of third-party lending relationships the institution has in place.

On July 19, 2021, the OCC, Federal Reserve, and FDIC issued an interagency notice seeking comment on proposed risk management guidance of third-party relationships, including third party lending relationships. The proposed interagency guidance is based on the OCC's existing third-party risk management guidance from 2013 and seeks to, among other things, promote consistency in third-party risk management and provide sound risk management guidance for third-party relationships commensurate with a bank's risk profile and complexity as well as the criticality of the activity. The public comment period ended on September 17, 2021. When finalized, the proposed interagency guidance will replace each agency's existing guidance on this topic and will be directed to all banking organizations supervised by the OCC, Federal Reserve, and FDIC. The Company continues to monitor developments related to the proposed guidance to determinate what affect, if any, it will have on the Bank and its third-party relationships.

#### **Unclaimed Property Laws**

Unclaimed property (escheatment) laws vary by state but generally require holders of customer property (including money) to turn over such property to the applicable state after holding the property for the statutorily prescribed period of time. These laws are not uniform and impose varying requirements on entities, like the Bank, which may hold funds that are required to be escheated to the applicable states.

#### **Assessments**

The Dodd-Frank Act provides that, in establishing the amount of an assessment, the Comptroller of the Currency may consider the nature and scope of the activities of the entity, the amount and type of assets it holds, the financial and managerial condition of the entity and any other factor that is appropriate. The assessments are paid to the OCC on a semi-annual basis. During the fiscal year ended September 30, 2021, the Bank paid assessments (standard assessments) of \$943,912 to the OCC.

#### **Regulatory Capital Requirements**

The regulatory capital rules applicable to the Company and the Bank (the “Capital Rules”) identify three components of regulatory capital: (i) common equity tier 1 capital (“CET1 Capital”), (ii) additional tier 1 capital, and (iii) tier 2 capital. Tier 1 capital is the sum of CET1 Capital and additional tier 1 capital instruments meeting certain requirements. Total capital is the sum of tier 1 capital and tier 2 capital. CET1 Capital, tier 1 capital, and total capital serve as the numerators for three prescribed regulatory capital ratios. Risk-weighted assets, calculated using the standardized approach in the Capital Rules for the Company and the Bank, provide the denominator for such ratios. There is also a leverage ratio that compares tier 1 capital to average total assets.

Failure by the Company or the Bank to meet minimum capital requirements set by the Capital Rules could result in certain mandatory and/or discretionary disciplinary actions by their regulators that could have a material adverse effect on their business and their consolidated financial position. Under the capital requirements and the regulatory framework for prompt corrective action (discussed below), the Company and the Bank must meet specific capital guidelines that involve quantitative measures of the Company’s and the Bank’s assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company’s and the Bank’s capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weightings and other factors.

The Company and the Bank are required to maintain a capital conservation buffer of 2.5% above the minimum risk-based capital requirements in order to avoid certain limitations on capital distributions, stock repurchases and discretionary bonus payments to executive officers. The capital conservation buffer is exclusively composed of CET1 Capital and applies to each of the three risk-based capital ratios (but not the leverage ratio).

The Capital Rules provide for a number of deductions from and adjustments to CET1 Capital. These include, for example, the requirement that deferred tax assets arising from temporary differences that could not be realized through net operating loss carrybacks and significant investments in non-consolidated financial entities be deducted from CET1 Capital to the extent that any one such category exceeds 10% of CET1 Capital or all such items, in the aggregate, exceed 15% of CET1 Capital.

The Capital Rules prescribe a standardized approach for risk weightings for a large and risk-sensitive number of categories, depending on the nature of the assets, generally ranging from 0% for U.S. government and agency securities to 600% for certain equity exposures, and resulting in high-risk weights for a variety of asset classes. As of September 30, 2021, the Bank exceeded all of its regulatory capital requirements and was designated as “well capitalized” under federal guidelines.

#### **Recent Developments Related to Capital Rules**

There have been several developments which are intended to reduce the regulatory capital burden on smaller, less complex banking organizations like the Company and the Bank. The effect that these developments will have on the Company and the Bank is currently uncertain.

In July 2019, the federal banking agencies finalized a rule intended to simplify and clarify a number of the more complex aspects of existing regulatory capital rules. Specifically, the rule simplifies the capital treatment for mortgage servicing assets, certain deferred tax assets, investments in the capital instruments of unconsolidated financial institutions, and minority interest. The final rule also allows bank holding companies to redeem common stock without prior approval unless otherwise required. The final rule became effective April 1, 2020 for the amendments to simplify capital rules, and October 1, 2019 for revisions to the pre-approval requirements for the redemption of common stock and other technical amendments. The Bank did not elect to implement the relief provided under the simplification rule.

On November 21, 2018, the FDIC, the OCC, and the FRB jointly issued a proposed rule required by the Regulatory Relief Act that would permit qualifying banks that have less than \$10 billion in consolidated assets to elect to be subject to a 9% leverage ratio that would be applied using less complex leverage calculations (referred to as the “community bank leverage ratio” or “CBLR”). Under the proposed rule, banks that opt into the CBLR framework and maintain a CBLR of greater than 9% would not be subject to other risk-based and leverage capital requirements and would be deemed to have met the well capitalized ratio requirements. The rule was adopted in September 2019. The Bank continues to assess the potential impact of opting in to this election as part of its ongoing capital management and planning processes.

#### **Prompt Corrective Action (“PCA”)**

Federal banking agencies are authorized and, under certain circumstances, required to take certain actions against banks that fail to meet their minimum capital requirements expressed in terms of a total risk-based capital ratio, a Tier 1 risk-based capital ratio, a CET1 ratio, and a leverage ratio (as identified in the tables above).

Well capitalized banks may not make a capital distribution or pay management fees if the bank would be undercapitalized after making such distributions or paying such fees. Adequately capitalized banks, in general, cannot pay dividends or make any capital contributions that would leave them undercapitalized; they cannot pay a management fee to a controlling person if, after paying the fee, they would be undercapitalized; and they cannot accept, renew or roll over any brokered deposit unless they have applied for and been granted a waiver by the FDIC.

The activities of an “undercapitalized,” “significantly undercapitalized” or “critically undercapitalized” bank are further restricted. Any such bank must submit a capital restoration plan that is guaranteed by each company that controls the Bank, and such company must provide appropriate assurances of performance. Until such plan is approved, the bank may not increase its assets, acquire another institution, establish a branch or engage in any new activities, and generally may not make capital distributions. The federal banking agencies are authorized to impose additional restrictions, discussed below, that are applicable to significantly undercapitalized institutions.

The imposition of any action taken by the OCC against the Bank in connection with the agency’s PCA authority would likely have a substantial adverse effect on it and on the Company’s operations and profitability. This is especially true if the Bank were to no longer be deemed to be well capitalized and, therefore, subject to limitations on its ability to accept, renew or roll over brokered deposits absent a waiver from the FDIC. The Company’s stockholders are not entitled to preemptive rights and, therefore, if the Company is directed by its regulators to issue additional shares of common stock, such issuance may result in dilution to the Company’s existing stockholders.

#### **Institutions in Troubled Condition**

Certain events, including entering into a formal written agreement with a bank’s regulator that requires action to improve the bank’s financial condition, or being informed by the regulator that the bank is in troubled condition, will automatically result in limitations on so-called “golden parachute” agreements pursuant to Section 18(K) of the FDIA. In addition, organizations that are not in compliance with minimum capital requirements, or are otherwise in a troubled condition, must give 90 days’ written notice to the OCC before appointing a Director or Senior Executive Officer, pursuant to the OCC’s regulations.

#### **Civil Money Penalties**

The OCC has the authority to assess civil money penalties (“CMPs”) against any national bank, federal savings bank or any of their institution-affiliated parties (“IAPs”). In addition, the OCC has the authority to assess CMPs against bank service companies and service providers. CMPs may encourage an affected party to correct violations, unsafe or unsound practices or breaches of fiduciary duty. CMPs are also intended to serve as a deterrent to future violations of law, regulations, orders and other conditions.

#### **Limitations on Dividends and Other Capital Distributions**

The NBA and related federal regulations govern the permissibility of dividends and capital distributions by a national bank. As a national bank, the Bank's board of directors may not declare, and the Bank may not pay, any dividend in an amount greater than the sum of current period net income and retained earnings. A distribution in excess of that amount is a reduction in permanent capital, and the Bank would need to follow the applicable procedures set forth in OCC regulations and guidance. Further, the Bank's board of directors may not declare a dividend if paying the dividend would result in the Bank being undercapitalized under the OCC's PCA rule.

The Bank also must obtain prior approval from the OCC to pay a cash dividend if the dividend would exceed the sum of current period net income and retained earnings from the past two years, after deducting the following transactions during that period: (i) any dividends previously declared, (ii) extraordinary transfers required by the OCC, and (iii) payments made for the retirement of preferred stock. This calculation is performed on a rolling basis as described in the OCC's earnings limitation regulations.

The Bank paid cash dividends in the amount of \$104.0 million to the Company during fiscal 2021, to be used to fund share repurchases under the common stock share repurchase programs that were authorized by the Company's Board of Directors. The program authorized the Company to repurchase up to 7,500,000 shares of the Company's outstanding common stock through December 31, 2022. On September 3, 2021, the Company's Board of Directors authorized a new stock repurchase program pursuant to which the Company may repurchase up to an additional 6,000,000 shares of the Company's outstanding common stock on or before September 30, 2024. As part of its capital planning, the Company will continue to regularly assess its needs for dividends from the Bank in order to fund future share repurchases and dividends to the Company's stockholders as needed.

#### **Transactions with Affiliates**

The Bank must comply with Sections 23A and 23B of the Federal Reserve Act relative to transactions with "affiliates," generally defined to mean any company that controls or is under common control with the institution (as such, The Company is an affiliate of the Bank for these purposes). Transactions between an institution or its subsidiaries and its affiliates are required to be on terms as favorable to the Bank as terms prevailing at the time for transactions with non-affiliates. Certain transactions, such as loans to an affiliate, are restricted to a percentage of the institutions' capital (e.g., the aggregate amount of covered transactions with any individual affiliate is limited to 10% of the capital and surplus of the institution; the aggregate amount of covered transactions with all affiliates is limited to 20% of the institution's capital and surplus).

#### **Community Reinvestment Act ("CRA")**

Under the CRA, the Bank is evaluated periodically by its primary federal banking regulator to determine if it is meeting its continuing and affirmative obligations consistent with its safe and sound operation, to help meet the credit needs of its assessment areas, including low- and moderate-income neighborhoods. CRA ratings can also impact an insured depository institution's ability to engage in certain activities as CRA performance is considered in connection with certain applications by depository institutions and their holding companies, including merger applications, charter applications, and applications to acquire assets or assume liabilities. The Bank received an "Outstanding" rating during its most recent Performance Evaluation dated February 3, 2020.

#### **Federal Home Loan Bank System**

The Bank is a member of the Federal Home Loan Bank ("FHLB") system through the FHLB of Des Moines, one of 11 regional FHLBs that administer the home financing credit function that is subject to regulation and supervision by the Federal Housing Finance Agency. All advances from the FHLB are required to be fully secured by sufficient collateral as determined by the FHLB. In addition, all long-term advances must be used for residential home financing.

As a member of the FHLB system, the Bank is required to purchase and maintain activity-based capital stock in the FHLB in the amount specified by the applicable FHLB's capital plan. At September 30, 2021, the Bank had in the aggregate \$8.7 million in FHLB stock, which was in compliance with the FHLB of Des Moines' requirement. For the fiscal year ended September 30, 2021, dividends paid by the FHLB to the Bank totaled \$0.2 million.

#### **Other Regulation**

The Bank is also subject to a variety of other regulations with respect to its business operations including, but not limited to, the Truth in Lending Act, the Truth in Savings Act, the Consumer Leasing Act, the Equal Credit Opportunity Act, the Electronic Funds Transfer Act, the Military Lending Act, the Servicemembers' Civil Relief Act, the Fair Housing Act, the Home Mortgage Disclosure Act, the Fair Debt Collection Practices Act, the Telephone Consumer Protection Act, the Controlling the Assault of Non-Solicited Pornography and Marketing Act, and the Fair Credit Reporting Act.



It is possible that additional rulemaking could require significant revisions to the regulations under which the Bank operates and is supervised. Any change in such laws and regulations or interpretations thereof negatively impacting the Bank's or the Company's current operations, whether by the OCC, the FDIC, the Bureau, the FRB or through legislation, could have a material adverse impact on the Bank and its operations and on the Company and its stockholders.

#### **Holding Company Regulation and Supervision**

The Company is subject to examination, supervision, and certain reporting requirements by the Federal Reserve, which has responsibility for the primary regulation and supervision of all BHCs, including the Company, under the Bank Holding Company Act ("BHCA"). The Federal Reserve also has supervisory authority over any nonbank subsidiary of a BHC that is not functionally regulated by another federal or state regulator, such as a leasing subsidiary. Through the supervisory process, the Federal Reserve ensures that BHCs, like the Company, comply with law and regulation and are operated in a manner that is consistent with safe and sound banking practices. The Federal Reserve supervises BHCs pursuant to Regulation Y (12 C.F.R. Part 225) and a supervisory program that seeks to ensure that BHCs comply with rules and regulations and that they operate in a safe and sound manner.

As a BHC that has elected to become a FHC, the Company may engage in any activity, or acquire and retain the shares of a company engaged in any activity, that is either (i) financial in nature or incidental to such financial activity (as determined by the Federal Reserve in consultation with the Secretary of the Treasury) or (ii) complementary to a financial activity, and that does not pose a substantial risk to the safety and soundness of depository institutions or the financial system (as solely determined by the Federal Reserve). Activities that are financial in nature include securities underwriting and dealing, insurance underwriting, and making merchant banking investments.

#### **Acquisitions**

Federal law prohibits a BHC, including the Company, directly or indirectly, from: (a) acquiring control (as defined under Regulation Y) of another bank (or a holding company parent) without prior Federal Reserve approval; or (b) through merger, consolidation or purchase of assets, acquiring another bank or a holding company thereof, or acquiring all or substantially all of the assets of such institution (or a holding company), without prior Federal Reserve approval. In evaluating applications by BHCs to acquire other holding companies and banks, the Federal Reserve must consider the financial and managerial resources and future prospects of the company and institution involved, the effect of the acquisition on the risk to the DIF, the convenience and needs of the community and competitive factors.

#### **Change in Bank Control**

Federal law and regulation set forth the types of transactions that require prior notice under the Change in Bank Control Act ("CIBCA"). Pursuant to CIBCA and Regulation Y, any person (acting directly or indirectly) that seeks to acquire control of a bank or its holding company must provide prior notice to the Federal Reserve. A "person" includes an individual, bank, corporation, partnership, trust, association, joint venture, pool, syndicate, sole proprietorship, unincorporated organization, or any other form of entity. A person acquires "control" of a banking organization whenever the person acquires ownership, control, or the power to vote 25 percent or more of any class of voting securities of the institution. The applicable regulations also provide for certain other "rebuttable" presumptions of control.

In April 2020, the Federal Reserve adopted a final rule to revise its regulations related to determinations of whether a company has the ability to exercise a controlling influence over another company for purposes of the BHCA. The final rule expands and codifies the presumptions for use in such determinations. By codifying the presumptions, the final rule provides greater transparency on the types of relationships that the Federal Reserve generally views as supporting a facts-and-circumstances determination that one company controls another company. The Federal Reserve's final rule applies to questions of control under the BHCA, but does not extend to CIBCA.

#### **Source of Strength and Capital Requirements**

The Dodd-Frank Act requires all companies, including BHCs, that directly or indirectly control an insured depository institution to serve as a source of financial and managerial strength to its subsidiary depository institutions and to maintain adequate resources to support such institutions; to date, however, specific regulations implementing this requirement have not been published. As an BHC, the Company is also subject to the same regulatory capital requirements as the Bank.

#### **Examination**

In 2019, the Federal Reserve published finalized guidance with respect to inspection frequency and scope for BHCs with less than \$10 billion in assets. According to the Federal Reserve, with respect to institutions with less than \$10 billion in assets (such as the Company), the determination of whether a holding company is "complex" versus "noncomplex" is made at least annually on a case-by-case basis taking into account and weighing a number of considerations, such as: the size and structure of the holding company; the extent of intercompany transactions between insured depository institution subsidiaries and the holding company or uninsured subsidiaries of the holding company; the nature and scale of any non-bank activities; and the degree of leverage of the holding company, including the extent of its debt outstanding to the public.

In addition, on June 23, 2020, the federal banking agencies released guidance to promote consistency in the supervision and examination of financial institutions affected by the COVID-19 pandemic. The Federal Reserve and OCC will continue to assess institutions in accordance with existing policies and procedures. However, in conducting their supervisory assessment, federal banking examiners will consider whether institution management has managed risk appropriately, including taking appropriate actions in response to stress caused by COVID-19-related impacts. The interagency guidance instructs examiners to consider the unique, evolving, and potential long-term nature of the issues confronting institutions and to exercise appropriate flexibility in their supervisory response.

#### **Dividends**

In 2009, the Federal Reserve released a supervisory letter entitled *Applying Supervisory Guidance and Regulations on the Payment of Dividends, Stock Redemptions and Stock Repurchases at Bank Holding Companies*. This letter generally sets forth principles describing when a BHC must consult, provide notice, or seek approval from the FRB prior to a capital distribution including the payment of dividends, stock redemptions, or stock repurchases. According to FRB staff, the FRBs are likely to require holding companies to eliminate, defer or reduce dividends if these payments are not fully covered by the net income available to shareholders for the past four quarters, earnings retention is not consistent with capital needs or the holding company will not meet or is in danger of not meeting minimum regulatory capital adequacy ratios.

In addition, on June 25, 2020, the Federal Reserve announced several capital assessment and related actions following its stress tests and sensitivity analyses to ensure large banks remain resilient despite the economic uncertainty related to the on-going COVID-19 pandemic. Starting in the third quarter of 2020, the Federal Reserve is requiring large banks to preserve capital by suspending share repurchases, capping dividend payments, and limiting dividends based on recent income. The Federal Reserve is also requiring banks to re-evaluate their longer-term capital plans. Although these measures do not apply to the Company, the Company is monitoring the Federal Reserve's evolving supervisory and regulatory responses to the COVID-19 pandemic in the event that similar supervisory expectations are imposed on banks with less than \$10 billion in assets.

#### **Management**

In August 2017, the Federal Reserve published proposed guidance related to supervisory expectations for boards of directors of BHCs. The proposal sought to clarify supervisory expectations of boards and distinguish the roles held by senior management to allow boards to focus on fulfilling their core responsibilities. On February 26, 2021, the Federal Reserve issued a Supervision and Regulation letter (SR 21-3/CA 21-1) containing its final supervisory guidance on the effectiveness of a banking institution's board of directors. Although the guidance only applies to bank holding companies and savings-and-loan holding companies with total consolidated assets of \$100 billion or more, the Company continues to monitor the Federal Reserve's evolving supervisory and regulatory approach to board and senior management effectiveness.

#### **Additional Regulatory Matters**

The Company is subject to oversight by the SEC, NASDAQ and various state securities regulators. In the normal course of business, the Company has received requests for information from these regulators. Such requests have been considered routine and incidental to the Company's operations.



## Federal and State Taxation

Meta and its subsidiaries file a consolidated federal income tax return and various consolidated state income tax returns. Additionally, Meta or its subsidiaries file separate company income tax returns in states where required. All returns are filed on a fiscal year basis using the accrual method of accounting. The Company monitors relevant tax authorities and changes its estimate of accrued income tax due to changes in income or franchise tax laws and their interpretation by the courts and regulatory authorities.

## Competition

The Company operates in competitive markets for each of the different financial sectors in which it engages in business: payments, commercial finance, tax services and consumer lending. Competitors include a wide range of regional and national banks and financial services companies located both in the Company's market areas and across the nation.

The Company's payments division serves customers nationally and also faces strong competition from large commercial banks and specialty providers of electronic payments processing and servicing, including prepaid, debit and credit card issuers, ACH processors and ATM network sponsors. Many of these national players are aggressive competitors, leveraging relationships and economies of scale.

As part of its national lending operations, the Company also faces strong competition from non-bank commercial finance companies, leasing companies, factoring companies, insurance premium finance companies, consumer finance and others on a nationwide basis. In addition, the Company's tax return processing services division competes nationwide with financial institutions that offer similar processing technologies and capabilities.

## Human Capital Resources

Our mission of Financial Inclusion for All® is foundational to our ability to attract and retain top talent who desire to have impact working with innovators to enable financial availability, choice, and opportunity for consumers and businesses in underserved niche markets. Our people are our number one asset and the source of our ability to deliver on our mission. We hope to empower them by providing opportunities to grow and develop in their careers, supported by strong compensation, benefits, and health and well-being programs. We strive to live our mission and provide a diverse, inclusive, safe, and healthy workplace for all.

### Demographics

The following table describes the composition of our workforce as of September 30, 2021:

Employee Type	9/30/2020	9/30/2021	Change
Full-time	1,015	1,121	10.5%
All Other Types	11	13	18.1%
<b>Total Employees</b>	<b>1,026</b>	<b>1,134</b>	<b>10.5%</b>
Women		54%	
Minorities		18%	

### Diversity, Equity and Inclusion ("DEI")

We place immense value on the diversity of our employees, and we are proud of our commitment to treating our employees with dignity and respect through an inclusive work environment. We believe that diversity of backgrounds, thoughts and experiences in our organization leads to more innovative solutions for our customers and partners as we seek to understand the unique needs in the niche markets that we serve. All employees are expected to contribute to a culture of mutual respect and inclusion, and we encourage a workplace culture that is free from discrimination, harassment, or any other form of abuse.

We approach the components of DEI as follows:

- **DIVERSITY:** We prioritize cultivating a culture that promotes, supports, and respects diversity among our employees, customers, partners, and community, honoring their unique perspectives that enrich their experience with us.
- **EQUITY:** We prioritize designing a workplace experience that meets people's individual needs by facilitating equitable access and advancement aligned with their professional goals. For our customers and partners, we commit to identifying ways we can work with people to increase their economic mobility.
- **INCLUSION:** We prioritize creating a culture where our employees, customers and partners have a sense of belonging and feel valued in the ways that most resonate with them.

We oversee our DEI efforts through our Environmental, Social and Governance (ESG) structure, which includes Board and executive management oversight, as well as a DEI Steering Committee that supports the implementation of our DEI strategy which is both internally and externally focused. Our people are dedicated to a spirit of stewardship and service to the clients and communities that we serve. By growing and promoting a diversity of perspectives within our employee base that reflects our diverse customer base, we can better understand their challenges and deliver on the solutions that they need.

#### **Talent Acquisition**

A core tenet of our talent system is to both develop talent from within and enrich our talent pool with external hires to support a continuous improvement mindset. One of our most important new initiatives is our "Talent Anywhere" recruitment strategy. Historically, our organization has been centered in and around Sioux Falls, SD and Troy, MI and our talent pool was similarly local. We reimagined our recruiting strategy to expand our reach beyond local candidates as a remote-enabled employer of choice. As part of our DEI strategy, we started work on training our internal recruiters on how to mitigate unconscious bias in the hiring process and how to assemble diverse candidate slates for open positions. Our in-house recruiting team have measurable diversity goals. We continue to leverage technology and best-in-class processes to evolve and scale our recruiting function.

#### **Talent Assessment and Development**

Assessing talent and leadership development are also critical areas to our talent growth and retention strategy. We have been piloting an enterprise talent assessment framework, which began with our IT department. Our plan is for this framework to be used throughout the company. The aim is to better equip each department to have a clear line of sight on their teams' strengths or opportunities in terms of skills, diversity or leadership potential. At a senior level, we introduced a nine-month leadership development program for high-potential, high-performance employees. Participants are paired with executive coaches and work on a curriculum that includes strategy setting, being an inclusive leader, and managing diverse perspectives. For staff at all other levels, we transformed our training format from traditional classroom-based methods to a more progressive model—using micro learning methods, encouraging department leaders to be coaches for their staff, creating stretch assignments and soft skill workshops.

Our performance management program is an interactive practice that engages our employees through performance reviews, goal setting and managers providing on-going feedback to their team members. We offer a variety of trainings to help team members and managers establish and meet personalized development goals, take on new roles and become better leaders.

#### **Employee Engagement**

We recognize that team members who are involved in, enthusiastic about and committed to their work and workplace contribute meaningfully to the success of the company. In mid-2021, we completed our enterprise-wide engagement survey that is also a recurring annual best practice. The results of this survey are reviewed with the executive management team and are used to prioritize employee programs, initiatives, and communications.

### **Total Rewards**

As part of our total rewards strategy, we aspire to offer and maintain market competitive total rewards programs for our employees and that attract and retain superior talent. In addition to healthy base wages, we offer other variable pay including annual bonus and commission plans for our sales employees. We offer a 401(k) plan with a highly competitive company match. Our healthcare, insurance benefits, health savings and flexible spending accounts are equally competitive with low-cost share for the employee. We understand how important it is that our employees have time to away from work. To allow employees a time to recharge, we offer paid time off, family leave, family care resources, flexible work schedules, adoption assistance, employee assistance programs, and other rest and family related benefits. We want our employees to be healthy and be able to bring their whole selves to the workplace. We are fortunate in that no layoffs, furloughs or salary adjustments have been imposed due to COVID-19.

### **Health and Safety**

The success of our business is fundamentally connected to the well-being of our people. Accordingly, we are committed to the health, safety, and wellness of our employees. We are a remote-enabled employer and instituted a work-from-home program allowing hybrid access to our offices while imposing safety protocols. We purchased laptops and related hardware for home-based employees who previously worked on desktop computers; we also provided employees with a stipend to enhance their at-home work experience. Our employees and their families were also supported with access to a variety of flexible and convenient health and welfare programs, including benefits that support their physical and mental health. We are also monitoring local, state and federal regulations, including the recent emergency temporary order on vaccination and testing in the workplace issued by the Occupational Safety and Health Administration and are prepared to timely implement any applicable requirements.

### **Available Information**

The Company's website address is [www.metafinancialgroup.com](http://www.metafinancialgroup.com). The Company makes available, through a link with the SEC's EDGAR database, free of charge, its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, and statements of ownership on Forms 3, 4, and 5. Investors are encouraged to access these reports and other information about our business on our website. The information found on the Company's website is not incorporated by reference in this or any other report the Company files or furnishes to the SEC. The Company also will provide copies of its Annual Report on Form 10-K, free of charge, upon written request to Brittany Kelley Elsasser, Director of Investor Relations, at the Company's address. Also posted on the Company's website, among other things, are the Environmental, Social and Governance Report, the charters of committees of the Board of Directors, as well as the Company's Code of Business Conduct.

### **Item 1A. Risk Factors**

We are subject to various risks, including those described below that, individually or in the aggregate, could cause our actual results to differ materially from expected or historical results. Our business could be harmed, perhaps materially, by any of these risks, as well as other risks that we have not identified, whether due to such risks not presently being known to us, because we do not currently believe such risks to be material, or otherwise. The trading price of our common stock could decline due to any of these risks, and you may lose all or part of your investment. Moreover, the impact of the COVID-19 pandemic may also have the effect of heightening many of the risks and uncertainties described in the risks discussed below. The risks discussed below also include forward-looking statements, and actual results and events may differ substantially from those discussed or highlighted in these forward-looking statements. In assessing these risks, you should also refer to the other information contained in this Annual Report on Form 10-K, including the Company's financial statements and related notes. Before making an investment decision with respect to any of our securities, you should carefully consider the following risks and uncertainties described below and elsewhere in this Annual Report on Form 10-K. See "Forward-Looking Statements."

## Risks Related to Our Industry and Business

**Our framework for managing risk, including our underwriting practices, may not prevent future losses.**

We have established processes and procedures intended to identify, measure, monitor, report, and analyze the types of risk to which we are subject, including liquidity risk, credit risk, market risk, interest rate risk, operational risk, legal and compliance risk, and reputational risk, among others. However, as with any risk management framework, there are inherent limitations to our risk management strategies, as there may exist, or develop in the future, risks that we have not appropriately anticipated or identified. For example, if our underwriting practices or criteria fail to adequately identify, price, and mitigate credit risks, such as risks related to continued economic disruption caused by the COVID-19 pandemic and the risk in our tax refund advance loan portfolio that the IRS or the relevant state revenue department does not pay our customer's tax refund in full or the risk that any of our EROs will facilitate or engage in malfeasance or offer the Bank's products and services in a manner that does not comply with applicable law or contractual representations, warranties and covenants, it is possible that losses in our loan portfolio will exceed the amounts the Bank has set aside for loss reserves and result in reduced interest income and increased provision for loan losses, which could have an adverse effect on our financial condition and results of operations. Any resulting deterioration in our loan portfolio could also cause a decrease in our capital, which would make it more difficult to maintain regulatory capital compliance. Further, risk mitigation techniques and the judgments that accompany their application cannot anticipate every economic and financial outcome or the specific circumstances and timing of such outcomes, which may result in the Bank or any of its divisions incurring unexpected losses.

**We are subject to credit risk in connection with our lending and leasing activities, and our financial condition and results of operations may be negatively impacted by factors that adversely affect our borrowers.**

We, through the Bank and its divisions, originate various types of loans and leases, and our financial condition and results of operations are affected by the ability of borrowers to repay their loans or leases in a timely manner. Borrowers may be unable to repay their loans due to various factors, some of which are outside of their control. For example, the ability of borrowers to repay their agricultural loans with the Bank depends upon the successful operation of the borrower's business, which is greatly dependent upon factors such as the weather, commodity prices, and interest rates, among others. Similarly, borrowers under our commercial loans and related financing products (typically, small- to medium-sized businesses) may be more susceptible to even mild or moderate economic declines than larger commercial borrowers, which may subject the Bank and, ultimately, us, to a higher risk of loan loss. Many borrowers have been negatively impacted by the COVID-19 pandemic and related economic consequences, and may continue to be similarly or more severely affected in the future. The risk of non-payment by borrowers is assessed through our underwriting processes and other risk management practices, which may not be able to fully identify, price and mitigate such risk. See *"Our framework for managing risk, including our underwriting practices, may not prevent future losses."* Despite those efforts, we do and will experience loan and lease losses, and our financial condition and results of operations will be adversely affected by those loan and lease losses.

**If our actual loan and lease losses exceed our allowance for credit losses, our net income will decrease.**

We make various assumptions and subjective judgments about the collectability of our loan and lease portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of our loans and leases, which are subject to change. Despite our underwriting and monitoring practices, our loan and lease customers may not repay their loans and leases according to their terms, and the collateral securing the payment of these loans and leases may be insufficient to pay any remaining loan and lease balance. We may experience significant loan and lease losses due to nonpayment by our borrowers, which could have a material adverse effect on our overall financial condition and results of operation, as well as the value of our common stock. Because we must use assumptions to establish our allowance for credit losses, the current allowance for credit losses may not be sufficient to cover actual loan and lease losses, and increases in the allowance, which may be significant, may be necessary. In addition, federal and state regulators periodically review our allowance for credit losses and may require us to increase our provision for credit losses or recognize loan charge-offs. Our allowance for credit losses has been negatively impacted by the economic consequences of the COVID-19 pandemic and a worsening or prolonged continuation of such unfavorable economic conditions could further impact our allowance. Material additions to our allowance would materially decrease our net income. We cannot provide any assurance that our monitoring procedures and policies will reduce certain lending risks or that our allowance for credit losses will be adequate to cover actual losses.

**The earnings of financial services companies, like us, are significantly affected by general business, political and economic conditions.**

Our operations and profitability, including the value of the portfolio of investment securities we hold and the value of collateral securing certain of our loans, are impacted by general business, political and economic conditions in the United States and abroad. These conditions include short-term and long-term interest rates, inflation, commodity pricing, money supply and monetary policy, political issues, legislative and regulatory changes, fluctuations in both debt and equity capital markets, broad trends in industry and finance, the strength of the United States economy, and uncertainty in financial markets globally, all of which are beyond our control. A deterioration in business, political or economic conditions, including those arising from pandemics such as COVID-19, government shutdowns or defaults, or increases in unemployment, could result in an increase in loan delinquencies and nonperforming assets, decreases in loan collateral values, and a decrease in demand for our products and services, among other things, any of which could have a material adverse impact on our financial condition and results of operations. See also *"The ongoing COVID-19 pandemic and resulting adverse economic conditions have adversely impacted, and could continue to adversely impact, our business and results."*

The process we use to estimate losses inherent in our credit exposure requires difficult, subjective and complex judgments, including forecasts of economic conditions, and determinations as to whether economic conditions might impair the ability of our borrowers to repay their loans and leases. The level of uncertainty concerning economic conditions may adversely affect the accuracy of our estimates which may, in turn, impact the reliability of our underwriting processes. See also *"If our actual loan and lease losses exceed our allowance for credit losses, our net income will decrease."*

The electronic payments industry, including the prepaid financial services segment within that industry in which the Meta Payments division operates, depends heavily upon the overall level of consumer spending, which may decrease if economic or political conditions in the United States further deteriorate and result in a reduction of the number of our prepaid accounts that are purchased or reloaded, the number of transactions involving our cards and the use of our reloadable card products and related services. A sustained reduction in the use of our products and related services, either as a result of a general reduction in consumer spending or as a result of a disproportionate reduction in the use of card-based payment systems, would materially harm our business, results of operations and financial condition.

**The ongoing COVID-19 pandemic and resulting adverse economic conditions have adversely impacted, and could continue to adversely impact, our business and results.**

Our business is dependent on the willingness and ability of our customers to conduct banking and other financial transactions. The ongoing COVID-19 global and national health emergency has caused significant disruption in the United States and international economies and financial markets and continues to cause illness, quarantines, reduced attendance at events and reduced travel, reduced commercial and financial activity, and overall economic and financial market instability.

The COVID-19 pandemic caused disruptions to our business and could cause material disruptions in the future. Impacts to our business have included costs due to additional health and safety precautions implemented at our offices and the transition of a portion of our workforce to home locations, increases in customers' inability to make scheduled loan payments, increases in requests for forbearance and loan modifications, and an adverse effect on accounting estimates that we use to determine our provision and allowance for credit losses. While we have seen improvement in these areas, a worsening of the pandemic and its effects on the economy could further impact our business, our provision and allowance for credit losses, and the value of certain assets that we carry on our balance sheet such as goodwill.

While we have taken and are continuing to take precautions to protect the safety and well-being of our employees, customers and partners, no assurance can be given that the steps being taken will be adequate or appropriate. The continued or renewed spread of COVID-19 could negatively impact the availability of key personnel necessary to conduct our business, the business and operations of our third-party service providers who perform critical services for our business, or the businesses of many of our customers and borrowers.

Among the factors outside our control that are likely to affect the impact the COVID-19 pandemic will ultimately have on our business are:

- the pandemic's course, duration and severity, including with respect to the efficacy and deployment of vaccines and the potential development of more contagious or vaccine-resist variances;
- the direct and indirect results of the pandemic, such as recessionary economic trends, including with respect to employment, wages and benefits, commercial activity, consumer spending and real estate market values;
- declines in collateral values;
- further political, legal and regulatory actions and policies in response to the pandemic;
- the timing, magnitude and effect of any further public spending, related to the pandemic and its effects on the economy in the short and long term;
- the ability of our employees and our third-party vendors to continue to work effectively during the course of the pandemic; and
- any increase in cyber and payment fraud related to COVID-19, as cybercriminals attempt to profit from disruption, given increased online banking, e-commerce and other online activity.

We are continuing to monitor the COVID-19 pandemic and related risks. If the pandemic worsens or further impacts the current environment, our business, financial condition, results of operations could be materially adversely affected.

**Our investments in certain tax-advantaged projects may not generate returns as anticipated and may have an adverse impact on our results of operations.**

We invest in certain tax-advantaged investments that support renewable energy resources. Our investments in these projects are designed to generate a return in part through the realization of federal and state income tax credits, and other tax benefits, over specified time periods. We are subject to the risk that previously recorded tax credits, which remain subject to recapture by taxing authorities based on compliance features required to be met at the project level, may fail to meet certain government compliance requirements and may not be able to be realized.

The risk of not being able to realize, or of subsequently incurring a recapture of, the tax credits and other tax benefits depends on various factors, some of which are outside of our control, including changes in the applicable tax code, as well as the continued economic viability of the project and project operator. Further, while we engage in due diligence review both prior to the initial investment and on an ongoing basis, our due diligence review may not identify relevant issues or risks that may adversely impact our ability to realize these tax credits or other tax benefits. The possible inability to realize these tax credits and other tax benefits may have a negative impact on our financial results.

**Through our Crestmark division, we engage in equipment leasing activities; the residual value of leased equipment at the time of its disposition may be less than forecasted at the time we entered into the lease.**

The market value of any given piece of leased equipment could be less than its depreciated value at the time it is sold due to various factors, including factors beyond our control. The market value of used leased equipment depends on several factors, including:

- the market price for new equipment that is similar;
- the age and condition of the leased equipment at the time it is sold;
- the supply of and demand for similar used equipment on the market;
- technological advances relating to the leased equipment or similar equipment; and
- economic conditions in the specific business or industry in which the equipment is used, as well as broader regional or national economic conditions.

We include in income from operations the difference between the sales price and the depreciated value of an item of leased equipment sold. Changes in our assumptions regarding depreciation could change our depreciation expense, as well as the gain or loss realized upon disposal of leased equipment. If we sell our used leased equipment at prices significantly below our projections or in lesser quantities than we anticipated at the time we entered into the lease, our results of operations and cash flows may be negatively impacted.

**Changes in interest rates could adversely affect our results of operations and financial condition.**

Our earnings depend substantially on our interest rate spread, which is the difference between (i) the rates we earn on loans, securities, and other earning assets, and (ii) the interest rates we pay on deposits and other borrowings. These rates are highly sensitive to many factors beyond our control, including general economic conditions and the policies of various governmental and regulatory authorities. As market interest rates rise, we experience competitive pressures to increase the rates we pay on deposits, which may decrease our net interest income. Conversely, if interest rates fall, yields on loans and investments may fall. The Bank monitors its interest rate risk exposure; however, the Bank can provide no assurance that its efforts will appropriately protect the Bank in the future from interest rate risk exposure. For additional information, see Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk."

**We operate in an extremely competitive market, and our business will suffer if we are unable to compete effectively.**

We encounter significant competition in all of our market areas and national business lines from other commercial banks, savings and loan associations, credit unions, mortgage banking firms, consumer finance companies, securities brokerage firms, insurance companies, money market mutual funds and other financial intermediaries. Some of our and the Bank's competitors have substantially greater resources and lending limits, may be subject to less regulation than we are, and may offer services that we do not or cannot provide. Our profitability depends upon both our ability to compete successfully in our market areas and the Bank's and the divisions' ability to compete in their various business markets.

For example, the Crestmark division competes for loans, leases, and other financial services with numerous national and regional banks, thrifts, credit unions, and other financial institutions, as well as other entities that provide financial services, including specialty lenders, securities firms, and mutual funds. Certain larger commercial financing companies do not currently focus their marketing efforts on smaller commercial companies; however, any shift in focus by such larger financing companies may further fragment existing market share in this commercial finance industry. Moreover, some of the financial institutions and financial service organizations with which the Crestmark division competes are not subject to the same degree of regulation as the Crestmark division and the Bank. Many of the Crestmark division's competitors have been in business for many years, have established customer bases, are larger and may offer other services that neither the Crestmark division nor the Bank do.

Several banking institutions have adopted business strategies similar to ours, particularly with respect to the Meta Payments division. This competition, and competition in any of the Bank's other divisions, may increase our costs, reduce our revenues or revenue growth, or make it difficult for us to compete effectively in obtaining additional customer relationships.

**Our business could suffer if there is a decline in the use of prepaid cards or there are adverse developments with respect to the prepaid financial services industry in general.**

As the prepaid financial services industry evolves, consumers may find prepaid financial services to be less attractive than other financial services. Consumers might not use prepaid financial services for any number of reasons. For example, negative publicity surrounding us or other prepaid financial service providers could impact Meta Payments' business and prospects for growth to the extent it adversely impacts the perception of prepaid financial services. If consumers do not continue or increase their usage of prepaid cards, Meta Payments' operating revenues may remain at current levels or decline. Growth of prepaid financial services as an electronic payment mechanism may not occur or may occur more slowly than estimated. If there is a shift in the mix of payment forms used by consumers (i.e., cash, credit cards, traditional debit cards and prepaid cards) away from products and services offered by Meta Payments, such a shift could have a material adverse effect on our financial condition and results of operations.

**We are dependent upon relationships with various third parties with respect to our operations, and our ability to maintain such relationships and the ability of such third parties to perform in accordance with the applicable agreements, could adversely affect our business.**

The Bank has entered into numerous arrangements with third parties with respect to the operations of its business, as described in Part I, Item 1 "Business." Upon the expiration of the then-current term, any such agreements may not be renewed by the third party or may be renewed on terms less favorable to the Bank. In some cases, such agreements may permit the third party to unilaterally prescribe certain business practices and procedures with



respect to the Bank and its divisions (as is the case under agreements between Meta Payments and Discover, MasterCard, Visa and other card networks) or terminate the agreement early under certain circumstances (as is the case under our program management agreement with EFS with respect to certain H&R Block financial services if the Bank should lose its exemption from the “Durbin Amendment”). To the extent any agreement with a service provider is terminated, we may not be able to secure alternate service providers, and, even if we do, the terms with alternate providers may not be as favorable as those currently in place. In addition, were we to lose any of our significant third-party providers, including in our tax refund-related business in which we have a limited number of partners, it could cause a material disruption in our ability to service our customers, which also could have an adverse material impact on the Bank, its divisions and, ultimately, us. Moreover, significant disruptions in our ability to provide services could negatively affect the perception of our business, which could result in a loss of confidence and other adverse effects on our business.

In addition, if any of our counterparties is unable to or otherwise does not fulfill (or does not timely fulfill) its obligations to us for any reason (including, but not limited to, bankruptcy, computer or other technological interruptions or failures, personnel loss, negative regulatory actions, or acts of God) or engages in fraud or other misconduct during the course of such relationship, we may need to seek alternative third party service providers, or discontinue certain products or programs in their entirety. We have experienced, and expect to continue to experience, situations where we have been held directly or indirectly responsible, or were otherwise subject to liability, for the inability of our third party service providers to perform services for our customers on a timely basis or at all or for actions of third parties undertaken on behalf of the Bank or otherwise in connection with the Bank's arrangement with such third parties. Any such responsibility or liability in the future may have a material adverse effect on our business, including the operations of the Bank and its divisions, and financial results.

In any event, our agreements with third-parties could come under scrutiny by our regulators, and our regulators could raise an issue with, or object to, any term or provision in such an agreement or any action taken by such third party vis-à-vis the Bank's operations or customers, resulting in a material adverse effect to us including, but not limited to, the imposition of fines and/or penalties and the material restructuring or termination of such agreement. Moreover, if our regulators examine our third-party service providers and find questionable or illegal acts or practices, our regulators could require us to restructure or terminate our agreements with such providers.

Additionally, although our network of tax preparation partners is expansive, it is possible that our EROs may choose to offer tax-related products of other companies that provide products and services similar to the Bank's if such other companies offer superior pricing or for other competitive reasons.

**We derive a significant percentage of our deposits, total assets and income from deposit accounts that we generate through Meta Payments' customer relationships, of which five program manager relationships are particularly significant to our operations.**

We derive a significant percentage of our deposits, total assets and income from deposit accounts we generate through program manager relationships between third parties and Meta Payments. If one of these significant program manager relationships were to be terminated or there is a significant decrease in revenues or deposits associated with any of these business relationships, it could materially reduce our deposits, assets and income. Similarly, if a significant program manager was not replaced, we may be required to seek higher-rate funding sources as compared to the existing program manager or see a significant reduction in fee income.

**We are exposed to fraud losses from customer accounts.**

Fraudulent activity involving our products may lead to customer disputed transactions, for which we may be liable under banking regulations and payment network rules. Our fraud detection and risk control mechanisms may not prevent all fraudulent or illegal activity. To the extent we incur losses from disputed transactions, our business, results of operations and financial condition could be materially and adversely affected.

**We are exposed to settlement and other losses from payments customers.**

Our cardholders can incur charges in excess of the funds available in their accounts, and we may become liable for these overdrafts. While we decline authorization attempts for amounts that exceed the available balance in a cardholder's account, the application of card association rules, the timing of the settlement of transactions and the assessment of the card's monthly maintenance fee, among other things, can result in overdrawn accounts.



In addition, we face settlement risks from our distributors and banking partners, which may increase during an economic downturn, such as the one as a result of the COVID-19 pandemic. Depending on contract terms, we may prefund partner accounts. If a partner becomes insolvent, files for bankruptcy, commits fraud or otherwise fails to remit proceeds to our card issuing bank from the sales of our products and services, we are liable for any amounts owed to our customers. At September 30, 2021, we had assets subject to settlement risk of \$474.4 million.

For one of our programs, the Company pays servicing fees which are primarily offset by estimated card breakage. For cards issued prior to January of 2020, if consumers spend more than projected over the life of the card programs, the Company could experience a material adverse effect on our business, results of operations and financial condition. See "Funding Activities – Deposits" for further breakdown of balances as of September 30, 2021. We are not insured against these settlement or partner risks.

**Our business strategy includes plans for organic growth, and our financial condition and results of operation could be adversely affected if we fail to grow or fail to manage our growth effectively.**

As part of our general growth strategy, we expect to continue to pursue organic growth, while also continuing to evaluate potential acquisitions and expansion opportunities that we believe provide a strategic or geographic fit with our business. Although we have experienced significant growth in our assets and revenues, we may not be able to sustain our historical growth rate or be able to grow at all. We believe that our future organic growth will depend on competitive factors and on the ability of our senior management to continue to maintain a robust system of internal controls and procedures and manage a growing number of customer relationships. See *"We operate in an extremely competitive market, and our business will suffer if we are unable to compete effectively."* We may not be able to implement changes or improvements to these internal controls and procedures in an efficient or timely manner and may discover deficiencies in existing systems and controls. Consequently, continued organic growth, if achieved, may place a strain on our operational infrastructure, which could have a material adverse effect on our financial condition and results of operations.

**New lines of business or new products and services may subject us to additional risks.**

From time to time, we may implement new lines of business or offer new financial products or services within existing lines of business. Substantial risks and uncertainties are associated with developing and marketing new lines of business or new products or services, particularly in instances where markets are not fully developed, and we may be required to invest significant time and management and capital resources in connection with such new lines of business or new products or services. Initial timetables for the introduction and development of new lines of business or new products or services may not be achieved. In addition, price and profitability targets for new lines of business or new products or services may not prove feasible, as we, the Bank or any of the Bank's divisions may need to price products and services on less advantageous terms than anticipated to retain or attract clients. External factors, such as regulatory reception, compliance with regulations and guidance, competitive alternatives, and shifting market preferences, may also impact the successful implementation of a new line of business or a new product or service. Furthermore, any new line of business or new product or service may be expensive to implement and could also have a significant impact on the effectiveness of our system of internal controls. Failure to successfully manage these risks in the development and implementation of new lines of business or new products or services could reduce our revenues and potentially generate losses.

**An impairment charge of goodwill or other intangibles could have a material adverse impact on our financial condition and results of operations.**

From previous acquisitions, the Company has goodwill and intangible assets included in its consolidated assets. Under GAAP we are required to test the carrying value of goodwill and intangible assets at least annually or sooner if events occur that indicate impairment could exist. These events or circumstances could include a significant change in the business climate, legal and regulatory factors, competition, a decrease in our stock price and market capitalization over a sustained period of time, a sustained decline in a reporting unit's fair value or other operating performance indicators. GAAP requires us to assign and then test goodwill at the reporting unit level. If the fair value of our reporting unit is less than its net book value, the shortfall is recognized as impairment and is recognized in current earnings. In addition, if the revenue and cash flows generated from any of our other acquired intangible assets is not sufficient to support its net book value, we may be required to record an impairment charge. The amount of any impairment charge could be significant and could have a material adverse impact on our financial condition and results of operations for the period in which the charge is taken.

**We may incur losses due to fraudulent and negligent acts, as well as errors, by third parties or our employees.**

We may incur losses due to fraudulent or negligent acts, misconduct or errors on the part of third parties with which we do business, our employees and individuals and entities unaffiliated with us, including unauthorized wire and automated clearinghouse transactions, the theft of customer data, customer fraud concerning the value of any relevant collateral, identity theft, errors in a customer's tax return, tax return fraud, the counterfeiting of cards and "skimming" (whereby a skimmer reads a debit card's encoded mag stripe and a camera records the PIN that is entered by a customer), malicious social engineering schemes (where people are asked to provide a prepaid card or reload product in order to obtain a loan or purchase goods or services) and collusion between participants in the card system to act illegally. Additionally, our employees could hide unauthorized activities from us, engage in improper or unauthorized activities on behalf of our customers, or improperly use confidential information. There can be no assurances that the Bank's program to monitor fraud and other activities will be able to detect all instances of such conduct or that, even if such conduct is detected, we, the Bank, our customers or the third parties with which we do business, including the ATM networks and card payment industry in which the Bank participates, will not be the victims of such activities. Even a single significant instance of fraud, misconduct or other error could result in reputational damage to us, which could reduce the use and acceptance of our cards and other products and services, cause retail distributors or their customers to cease doing business with us or them, or could lead to greater regulation that would increase our compliance costs. Such activities could also result in the imposition of regulatory sanctions, including significant monetary fines, and civil claims which could adversely affect our business, operating results and financial condition.

**Security breaches involving us, the Bank or any of the third parties with which we do business could expose us to liability and protracted and costly litigation, and could adversely affect our reputation and operating revenues.**

In connection with our business, we collect and retain significant volumes of sensitive business and personally identifiable information, including social security numbers of our customers and other personally identifiable information of our customers and employees, on our data systems. We and the third parties with which we conduct business may experience security breaches, due in part to the failure of our data encryption technologies or otherwise, involving the receipt, transmission, and storage of confidential customer and other personally identifiable information, including account takeovers, unavailability of service, computer viruses, or other malicious code, cyberattacks, or other events, any of which may arise from human error, fraud or malice on the part of employees or third parties or from accidental technological failure. If one or more of these events occurs, it could result in the disclosure of confidential customer information, impairment of our ability to provide products and services to our customers, damage to our reputation with our customers and the market, additional costs (such as costs for repairing systems or adding new personnel or protection technologies), regulatory penalties, and financial losses for us, our clients and other third parties. Such events could also cause interruptions or malfunctions in the operations of our clients, customers, or other third parties with which we engage in business. Risks and exposures related to cybersecurity attacks have increased as a result of the COVID-19 pandemic and the related increased reliance on remote working, and are expected to remain high for the foreseeable future due to the rapidly evolving nature and sophistication of these threats and the expanding use of technology-based products and services by us and our customers. We can provide no assurances that the safeguards we have in place or may implement in the future will prevent all unauthorized infiltrations or breaches and that we will not suffer losses related to a security breach in the future, which losses may be material.

In addition, if the Bank or its divisions fail to comply with data security regulations, the Bank could be subject to various regulatory sanctions, including financial penalties. For example, the largest credit card associations in the world created the Payment Card Industry Data Security Standards (the "PCI DSS"), a multifaceted standard that includes data security management, policies and procedures as well as other protective measures to protect the nonpublic personal information of cardholders. Compliance with the PCI DSS is costly and changes to the standards could have an equal, or greater, effect on the profitability of one or more of our business divisions.

**Our reputation and financial condition may be harmed by system failures, computer viruses and other technological interruptions to our operations.**

We rely heavily upon information systems and other operating technologies to efficiently operate and manage our business, including to process transactions through the Internet, including, in particular, in our Meta Payments division. Were there to be a failure or a significant impairment in the operation of any of such systems, we may need to develop alternative processes, including to comply with customer safeguard protocols, during which time revenues and profitability may be lower, and there can be no assurance that we could develop or find such an alternative on

terms acceptable to us or at all. Any such disruption in the information systems and other operating technologies utilized by the Bank or its divisions, including due to infiltration by hackers or other intruders, could also result in negative publicity and have a material adverse effect on our financial condition and results of operations.

**Agency, technological, or human error could lead to tax refund processing delays, which could adversely affect our reputation and operating revenues.**

We and our tax preparation partners rely on the IRS, technology, and employees when processing and preparing tax refunds and tax-related products and services. Any delays during the processing or preparation period could result in reputational damage to us or to our tax preparation partners, which could reduce the use and acceptance of our cards and tax-related products and services, either of which could have a significant adverse impact on our operating revenues and future growth prospects.

**The Crestmark division generates government-backed loans funded by the Bank, any of which could be negatively impacted by a variety of factors.**

The Crestmark division originates loans backed by numerous state and federal government agencies. Risks inherent in the Bank's participation in such programs, through its Crestmark division, include: (i) some of these programs guarantee only a portion of the commercial loan made by the Bank; as such, if the borrower defaults and losses exceed those guaranteed by the government agency, the Bank could realize significant losses; (ii) certain programs, including some guaranteed by the United States Department of Agriculture, limit the geographic scope of such loans; as such, if the Crestmark division is not able to market these loans to potential borrowers, the Bank's share in this market may be negatively impacted; (iii) the intended beneficiaries of such loan programs may experience a contraction in their credit quality due to local, national, or global economic events or because of factors specific to their business, including, for example, businesses dependent upon the farming and agriculture industry; as such, any negative impact to certain commercial business lines designed to benefit from such government-sponsored loan programs could constrict the Bank's business in these areas; and (iv) nearly all of these guaranteed loan programs are subject to an appropriations process, either at the legislative or regulatory level; this means that funds that may be currently available to guarantee loans or portions of loans could be limited or eliminated in their entirety with little or no advance warning.

**Agreements that the Bank has entered into with third parties to market and service consumer loans originated by the Bank may subject the Bank to credit risk, fraud and other risks, as well as claims from regulatory agencies and third parties that, if successful, could negatively impact the Bank's current and future business.**

The Bank has entered into various agreements with unaffiliated third parties ("Marketers"), whereby the Marketers will market and service unsecured consumer loans underwritten and originated by the Bank. These agreements present potential increased credit, operational, and reputational risks. Because the loans originated under such programs are unsecured, in the event a borrower does not repay the loan in accordance with its terms or otherwise defaults on the loan, the Bank may not be able to recover from the borrower an amount sufficient to pay any remaining balance on the loan. See *"If our actual loan and lease losses exceed our allowance for credit losses, our net income will decrease."* We may also become subject to claims by regulatory agencies, customers, or other third parties due to the conduct of the third parties with which the Bank operates such lending programs if such conduct is deemed to not comply with applicable laws in connection with the marketing and servicing of loans originated pursuant to these programs.

Certain types of these arrangements have been challenged both in the courts and in regulatory actions. In these actions, plaintiffs have generally argued that the "true lender" is the marketer and that the intent of such lending program is to evade state usury and loan licensing laws. Other cases have also included other claims, including racketeering and other state law claims, in their challenge of such programs.

In 2020, the OCC issued final rules designed to clarify when a national bank such as the Bank will be considered the "true lender" in such relationships (the "True Lender Rule"). In June 2021, President Biden signed a joint Congressional resolution to repeal the True Lender Rule. The joint resolution prohibits the OCC from issuing any replacement of the True Lender Rule absent Congressional authorization. The repeal of the True Lender Rule, and the absence of a federal law or regulation in its place providing legal certainty for national banks in making loans under third party lending partnerships, means that true lender issues will be determined on a case-by-case basis, informed by differing state laws and the facts in each particular instance. Consequently, there can be no assurance that lawsuits or regulatory actions in connection with any such lending programs the Bank has entered, or will enter,

into will not be brought in the future. If a regulatory agency, consumer advocate group, or other third party were to bring successful action against the Bank or any of the third parties with which the Bank operates such lending programs, there could be a material adverse effect on our financial condition and results of operations.

**The OCC's "fintech" charter could present a market risk to us generally and the Meta Payments division specifically.**

The OCC announced on July 31, 2018 that it would begin to accept and evaluate charters for entities that wanted to conduct certain components of a banking business pursuant to a federal charter, known as a "special purpose national bank" ("SPNB") charter. Intended to promote economic opportunity and spur financial innovation, SPNBs may engage in any of the following activities: paying checks, lending money or taking deposits. In October, 2019, a U.S. District Court in New York set aside the OCC regulation that would have permitted entities that did not intend to accept deposits to receive an SPNB charter. In June 2021, the U.S. Court of Appeals for the Second Circuit reversed the lower court decision in the favor of the OCC. However, despite the favorable ruling and pronouncements from the former Acting Comptroller for the OCC to introduce an SPNB charter specifically for payments companies, the OCC has not taken any action with respect to such plans and no SPNB charters have been granted as of the date of this filing.

If, in the future, the OCC determines to grant any SPNB applications, recipients of an SPNB charter may enter the U.S. payments market in which the Bank operates, which could increase the competition we face and have a material adverse effect on the Bank and the payments division.

**Our recent management transition may divert resources and attention from the daily operation of our business; the loss of key members of our senior management team or key employees in the Bank's divisions, or our inability to attract and retain qualified personnel, could adversely affect our business.**

We believe that our success depends largely on the efforts and abilities of our senior executive management team. Their experience and industry contacts significantly benefit us. Our future success also depends in large part on our ability to attract, retain and motivate key management and operating personnel. We completed our previously announced Chief Executive Officer and Chief Operating Officer transition on October 1, 2021. That management transition or other transitions in the future may create uncertainty and involve a diversion of resources and management attention, be disruptive to our daily operations or impact public or market perception, any of which could negatively impact our ability to operate effectively or execute our strategies and result in a material adverse impact on our business, financial condition, results of operations or cash flows.

Additionally, as we continue to develop and expand our operations, we may require personnel with different skills and experiences, with a sound understanding of our business and the industries in which we operate. The competition for qualified personnel in the financial services industry is intense, and the loss of any of our key personnel or an inability to continue to attract, retain, and motivate key personnel could adversely affect our business.

**We and our divisions regularly assess our investments in technology, and changes in technology could be costly.**

The fintech industry is undergoing technological innovation at a fast pace. To keep up with our competition, we regularly evaluate technology to determine whether it may help us compete on a cost-effective basis. This is especially true with respect to our payments division, which requires significant expenditures to exploit technology and to develop new products and services to meet customers' needs. The cost of investing in, implementing and maintaining such technology is high, and there can be no assurance, given the fast pace of change and innovation, that our technology, either purchased or developed internally, will meet our needs, in a timely, cost-effective manner or at all. During the course of implementing new technology into our or the Bank's operations, we may experience system interruptions and failures. In addition, there can be no assurances that we will recognize, in a timely manner or at all, the benefits that we may expect as a result of our implementing new technology into our operations. In connection with our implementation of new lines of business, offering of new financial products or acquisitions, we may experience significant, one-time or recurring technology-related costs.

**Our ability to receive dividends from the Bank could affect our liquidity and ability to pay dividends on our common stock and interest on our trust preferred securities.**

We are a legal entity separate and distinct from the Bank. Our primary source of cash, other than securities offerings, is dividends from the Bank. These dividends are a principal source of funds to pay dividends on our common stock, interest on our trust preferred securities and interest and principal on our debt. Various laws and

regulations limit the amount of dividends that the Bank may pay us, as further described in Part I, Item 1 "Business - Regulation and Supervision - Bank Regulation and Supervision - Limitations on Dividends and Other Capital Distributions" of this Annual Report on Form 10-K. Such limitations could have a material adverse effect on our liquidity and on our ability to pay dividends on common stock. Additionally, if the Bank's earnings are not sufficient to make dividend payments to us while maintaining adequate capital levels, we may not be able to make dividend payments to our common shareholders or make payments on our trust preferred securities.

**Unclaimed funds represented by unused value on the cards presents compliance and other risks.**

The concept of escheatment involves the reporting and delivery of property to states that is abandoned when its rightful owner cannot be readily located and/or identified. In the context of prepaid cards, the customer funds represented by such cards can sometimes be "abandoned" or unused for the relevant period of time set forth in each applicable state's abandoned property laws. The Meta Payments division utilizes automated programs designed to comply with applicable escheatment laws and regulations. There appears, however, to be a movement among some state regulators to more broadly interpret definitions in escheatment statutes and regulations than in the past. State regulators may choose to initiate collection or other litigation action against prepaid card issuers, like Meta Payments, for unreported abandoned property, and such actions may seek to assess fines and penalties.

## **Risks Related to Regulation of the Company and the Bank**

**We operate in a highly regulated environment, and our failure to comply with laws and regulations, or changes in laws and regulations to which we are subject, may adversely affect our business, prospects, results of operations and financial condition.**

We and the Bank operate in a highly regulated environment, and we are subject to extensive regulation (including, among others, the Dodd-Frank Act, the Basel III Capital Rules, the Bank Secrecy Act and other AML rules), supervision, and examination, including by the OCC and the Federal Reserve, our primary banking regulators. In addition, the Bank is subject to regulation by the FDIC and, to a lesser degree, the Bureau. Prepaid card issuers like the Bank are also subject to heightened regulatory scrutiny based on AML and Bank Secrecy Act concerns, which scrutiny could result in higher compliance costs. See Part I, Item 1 "Business - Regulation and Supervision" herein. Banking regulatory authorities have broad discretion in connection with their supervisory and enforcement activities, including, but not limited, to the imposition of restrictions on the operation of an institution, the classification of assets by the institution, and the adequacy of an institution's allowance for credit losses. If any of our banking regulators takes informal or formal supervisory action or pursues an enforcement action, any required corrective steps could result in us being subject to additional regulatory requirements, operational restrictions, a consent order, enhanced supervision and/or civil money penalties. Any new requirements or rules, changes in such requirements or rules, changes to or new interpretations of existing requirements or rules, failure to follow requirements or rules, or future lawsuits or rulings could increase our compliance and other costs of doing business, require significant systems redevelopment, render our products or services less profitable or obsolete or otherwise have a material adverse effect on our business, prospects, results of operations, and financial condition. For example, any changes in the U.S. tax laws as a result of pending tax legislation in the U.S. Congress or otherwise may adversely impact our tax refund processing and settlement business, which could reduce customer demand for our strategic partner's refund advance products, thereby reducing the volume of refund advance loans that we may offer.

**The Bureau has reshaped certain consumer financial laws through rulemaking and enforcement of prohibitions against unfair, deceptive or abusive practices, and such actions have directly impacted, and may continue to impact, the Bank's consumer financial products and service offerings.**

The Bureau has broad rulemaking authority to administer and carry out the purposes and objectives of "federal consumer financial laws, and to prevent evasions thereof" with respect to all financial institutions that offer financial products and services to consumers. We cannot predict the impact the Bureau's future actions, including any exercise of its UDAAP authority, will have on the banking industry broadly or us and the Bank specifically. Notwithstanding that insured depository institutions with assets of \$10 billion or less (such as the Bank) will continue to be supervised and examined by their primary federal regulators, the full reach and impact of the Bureau's broad rulemaking powers and UDAAP authority on the operations of financial institutions offering consumer financial products or services are currently unknown. The Bureau has initiated enforcement actions against a variety of bank and non-bank market participants with respect to a number of consumer financial products and services that has resulted in those participants expending significant time, money and resources to adjust to the initiatives being

pursued by the Bureau. Such enforcement actions may serve as precedent for how the Bureau interprets and enforces consumer protection laws, which may result in the imposition of higher standards of compliance with such laws and, as a result, limit or restrict the Bank with respect to its consumer product offerings. See "Business - Regulation and Supervision - Bank Regulation and Supervision" in Part I, Item 1 of this Annual Report on Form 10-K.

**We will be subject to heightened regulatory requirements if our total assets grow in excess of \$10 billion as of December 31 of any calendar year.**

As of September 30, 2021, our total assets were \$6.69 billion. While we intend to remain under the \$10 billion asset level, our total assets could exceed \$10 billion at the end of this calendar year. Our total assets increased substantially during certain periods of fiscal 2020 and fiscal 2021 as a result of our distribution of prepaid debit cards as part of the EIP program and deposits our prepaid partners received related to the EIP program. Although we did not expect the EIP program deposits to expand our total assets beyond \$10 billion, these deposits, in combination with Child Tax Credit ("CTC") deposits, could result in such an increase. In addition to our current regulatory requirements, banks with \$10 billion or more in total assets are, among other things: examined directly by the CFPB with respect to various federal consumer financial laws; subject to reduced dividends on the Bank's holdings of Federal Reserve Bank of Minneapolis common stock; subject to limits on interchange fees pursuant to the Durbin Amendment to the Dodd-Frank Act; subject to certain enhanced prudential standards; no longer treated as a "small institution" for FDIC deposit insurance assessment purposes; and no longer eligible to elect to be subject to the Community Bank Leverage ratio. Compliance with these additional ongoing requirements may necessitate additional personnel, the design and implementation of additional internal controls, or the incurrence of other significant expenses, any of which could have a significant adverse effect on our business, financial condition or results of operations. Our regulators may also consider our preparation for compliance with these regulatory requirements in the course of examining our operations generally or when considering any request from us or the Bank.

**We will become subject to reduced interchange income and could face related adverse business consequences if our total assets grow in excess of \$10 billion as of December 31 of any calendar year.**

Debit card interchange fee restrictions set forth in Section 1075 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, which is known as the Durbin Amendment, as implemented by regulations of the Federal Reserve, cap the maximum debit interchange fee that a debit card issuer may receive per transaction. Debit card issuers with total consolidated assets of less than \$10 billion are exempt from these interchange fee restrictions. The exemption for small issuers ceases to apply as of July 1 of the year following the calendar year in which the debit card issuer has total consolidated assets of \$10 billion or more at calendar year-end. Our total assets increased substantially during certain periods of fiscal 2020 and fiscal 2021 as a result of our distribution of prepaid debit cards as part of the EIP program and deposits our prepaid partners received related to the EIP program. Although we do not expect the EIP program deposits to expand our total assets beyond \$10 billion at calendar year end, these deposits, in combination with CTC deposits, could result in such an increase. Any reduction in interchange income as a result of the loss of the exemption for small issuers under the Durbin Amendment could have a significant adverse effect on our business, financial condition and results of operations. Moreover, our loss of eligibility under the exemption for small issuers could adversely affect or reduce our ability to maintain certain of our fee-sharing prepaid card partnerships, which have the right to terminate our agreement with respect to certain financial services under such circumstances.

**The Bank relies on brokered deposits to assist in funding its loan and other financing products; accordingly, any change in the Bank's ability to gather brokered deposits may adversely impact the Bank.**

Failure to maintain the Bank's status as a "well capitalized" institution could have an adverse effect on us, and our ability to fund our operations. Should the Bank ever fail to be well capitalized in the future as a result of not meeting the well capitalized requirements or the imposition of an individual minimum capital requirement or similar formal requirement, then, the Bank would be prohibited, absent waiver from the FDIC, from utilizing brokered deposits (i.e., no insured depository institution that is deemed to be less than "well capitalized" may accept, renew or rollover brokered deposits absent a waiver from the FDIC). In such event, such a result could produce material adverse consequences for the Bank with respect to liquidity and could also have material adverse effects on our financial condition and results of operations. Further, depending on the Bank's condition in the future and its reliance on these deposits as a source of funding, the FDIC could increase the surcharge on our brokered deposits. If we are ever required to pay higher surcharge assessments with respect to these deposits, such payments could be material and therefore could have a material adverse effect on our financial condition and results of operations. In addition,



changes to FDIC regulations regarding brokered deposits or interpretations of such regulations by federal banking agencies could have an adverse impact on the Bank's ability to accept brokered deposits.

**As a bank holding company, we are required to serve as a "source of strength" for the Bank.**

Federal banking law codifies a requirement that a bank holding company (like us) act as a financial "source of strength" for its FDIC-insured depository institution subsidiaries (like the Bank) and permits the OCC, as the Bank's primary federal regulator, to request reports from us to assess our ability to serve as a source of strength for the Bank and to enforce compliance with these statutory requirements. See Part I, Item 1 "Business - Regulation and Supervision - Holding Company Regulation and Supervision." Given the power provided to the federal banking agencies, we, as a source of strength for the Bank, may be required to contribute capital to the Bank when we might not otherwise voluntarily choose to do so. Specifically, the imposition of such financial requirements might require us to raise additional capital to support the Bank at a time when it is not otherwise prudent for us to do so, including on terms that are not typical or favorable to us. Further, any capital provided by us to the Bank would be subordinate to others with an interest in the Bank, including the Bank's depositors. In addition, in the event of our bankruptcy at a time when we had a commitment to one of the Bank's regulators to maintain the capital of the Bank, the regulators' claims against us may be entitled to priority status over other obligations.

**We are required to maintain capital to meet regulatory requirements, and, if we fail to maintain sufficient capital, whether due to growth opportunities, losses or an inability to raise additional capital or otherwise, our financial condition, liquidity and results of operations, as well as our compliance with regulatory requirements, would be adversely affected.**

Both we and the Bank are required to meet regulatory capital requirements and otherwise need to maintain sufficient liquidity to support recent and future growth. We have continued to experience considerable growth recently, having increased our assets from \$2.53 billion at September 30, 2015 to \$6.69 billion at September 30, 2021, primarily due to strategic transactions, such as the Crestmark Acquisition, through participation in government stimulus programs such as the EIP, and through organic growth. Asset growth, diversification of our lending business, expansion of our financial product offerings and other changes in our asset mix continue to require higher levels of capital, which management believes may not be met through earnings retention alone. Our ability to raise additional capital, when and if needed in the future, to meet such regulatory capital requirements and liquidity needs will depend on conditions in the capital markets, general economic conditions, the performance and prospects of our business and a number of other factors, many of which are outside of our control. We cannot assure you that we will be able to raise additional capital if needed or raise additional capital on terms acceptable to us. If we fail to meet these capital and other regulatory requirements, our financial condition, liquidity and results of operations could be materially and adversely affected.

Although we comply with all current applicable capital requirements, we may be subject to more stringent regulatory capital requirements in the future, and we may need additional capital in order to meet those requirements. If we or the Bank fail to meet applicable minimum capital requirements or cease to be well capitalized, such failure would cause us and the Bank to be subject to regulatory restrictions and could adversely affect customer confidence, our ability to grow, our costs of funds and FDIC insurance costs, our ability to pay dividends on common stock and/or repurchase shares, our ability to make distributions on our trust preferred securities, our ability to make acquisitions, and our business, results of operations and financial condition, generally.

## General Risk Factors

**The price of our common stock may be volatile, which may result in losses for investors.**

The market price for shares of our common stock has been volatile in the past, and several factors, including factors outside of our control and unrelated to our performance, could cause the price to fluctuate substantially in the future. These factors include:

- announcements of developments related to our business;
- the initiation, pendency or outcome of litigation, regulatory reviews, inquiries and investigations, and any related adverse publicity;
- fluctuations in our results of operations;
- sales of substantial amounts of our securities into the marketplace;
- general conditions in the banking industry or the worldwide economy;
- a shortfall in revenues or earnings compared to securities analysts' expectations;
- lack of an active trading market for the common stock;
- changes in analysts' recommendations or projections; and
- announcement of new acquisitions, dispositions or other projects.

General market price declines or market volatility in the future could adversely affect the price of our common stock, and the current market price may not be indicative of future market prices.

Additionally, the ongoing COVID-19 pandemic has also resulted in severe volatility in the financial markets and may result in a lower stock price for companies, including our common stock. Depending on the extent and duration of the COVID-19 pandemic, the price of our common stock may continue to experience volatility and declines.

**An investment in our common stock is not an insured deposit.**

Our common stock is not a bank deposit and, therefore, is not insured against loss by the FDIC, any other deposit insurance fund, or by any other public or private entity. Investment in our common stock is inherently subject to risks, including those described in this "Risk Factors" section, and is subject to forces that affect the financial markets in general. As a result, if you hold or acquire our common stock, it is possible that you may lose all or a portion of your investment.

**Future sales or additional issuances of our capital stock may depress prices of shares of our common stock or otherwise dilute the book value of shares then outstanding.**

Sales of a substantial amount of our capital stock in the public market or the issuance of a significant number of shares could adversely affect the market price for shares of our common stock. As of September 30, 2021, we were authorized to issue up to 90,000,000 shares of common stock, of which 31,669,952 shares were outstanding, and 16,531 shares were held as treasury stock. We were also authorized to issue up to 3,000,000 shares of preferred stock and 3,000,000 shares of non-voting common stock, none of which were outstanding or reserved for issuance. Future sales or additional issuances of stock may affect the market price for shares of our common stock.

**Changes in accounting policies or accounting standards, or changes in how accounting standards are interpreted or applied, could materially affect how we report our financial results and condition.**

Our accounting policies are fundamental to determining and understanding our financial results and condition. From time to time, the Financial Accounting Standards Board (the "FASB") and the SEC change the financial accounting and reporting standards that govern the preparation of our financial statements. In addition, those that set accounting standards and those that interpret the accounting standards (such as the FASB, the SEC, banking regulators, and our outside auditors) may change or even reverse their previous interpretations or positions on how these standards should be applied. Changes in financial accounting and reporting standards and changes in current interpretations may be beyond our control, can be difficult to predict, and could materially affect how we report our financial results and condition. We may be required to apply a new or revised standard retroactively or apply an existing standard differently and retroactively, which may result in us being required to restate prior period financial statements, which restatements may reflect material changes.

**We incur significant costs and demands upon management and accounting and finance resources as a result of complying with the laws and regulations affecting public companies; if we fail to maintain proper and effective**



internal controls, our ability to produce accurate and timely financial statements could be impaired, which could harm our operating results, our ability to operate our business and our reputation.

As an SEC reporting company, we are required to, among other things, maintain a system of effective internal control over financial reporting, which requires annual management and independent registered public accounting firm assessments of the effectiveness of our internal controls. Ensuring that we have adequate internal financial and accounting controls and procedures in place so that we can produce accurate financial statements on a timely basis is a costly and time-consuming effort that needs to be re-evaluated frequently. We have historically dedicated a significant amount of time and resources to implement our internal financial and accounting controls and procedures. Substantial work may continue to be required to further implement, document, assess, test, and, if necessary, remediate our system of internal controls. We may also need to retain additional finance and accounting personnel in the future.

Control failures, including failures in our controls over financial reporting, could result from human error, fraud, breakdowns in information and computer systems, lapses in operating processes, or natural or man-made disasters. If a significant control failure or business interruption were to occur, it could materially damage our financial condition and results of operations. We may not be able to foresee, prevent, mitigate, reverse, or repair the negative effects of such failures or interruptions.

We identified control deficiencies in our internal controls over financial reporting related to the Crestmark Leasing division's control environment over the segregation of duties associated with the disbursement process, which, as described in Part II, Item 9A "Controls and Procedures" of this Annual Report on Form 10-K, we determined, represent a material weakness in internal controls over financial reporting. Other control deficiencies of this or a similar nature may be identified in the future. These and any future control deficiencies could result in us being unable to obtain the required audit or review of our financial statements by our independent registered public accounting firm in a timely manner. Any such control deficiencies could also result in a misstatement of our financial statement accounts and disclosures that, in turn, could result in a material misstatement of our annual or interim final statements that may not be prevented or detected.

If we are unable to correct the material weakness or deficiencies in internal controls over financial reporting in a timely manner or if future instances of an ineffective control environment exist, our ability to record, process, summarize and report financial information accurately and within the time periods specified in the rules and forms of the SEC could be adversely affected, and we may be unable to comply with the periodic reporting requirements of the SEC. This failure, which could cause our investors to lose confidence in our reported financial information, could subject us to investigation and sanction by the SEC or other regulatory authorities and to claims by stockholders, which could impose significant additional costs on us, divert our management's attention and materially and adversely impact our business and financial condition. Additionally, our common stock listing on the NASDAQ Global Select Market could be suspended or terminated, and our stock price could materially suffer. See also Part II, Item 9A "Controls and Procedures" of this Annual Report on Form 10-K.

Federal regulations and our organizational documents may inhibit a takeover or prevent a transaction you may favor or limit our growth opportunities, which could cause the market price of our common stock to decline.

Certain provisions of our charter documents and federal regulations could have the effect of making it more difficult for a third party to acquire, or of discouraging a third party from attempting to acquire, control of us. In addition, we may need to obtain approval from regulatory authorities before we can acquire control of any other company. Such approvals could involve significant expenses related to diligence, legal compliance, and the submission of required applications and could be conditioned on acts or practices that limit or otherwise constrain our operations.

We may not be able to pay dividends in the future in accordance with past practice.

We have historically paid a quarterly dividend to stockholders. The payment of dividends is subject to legal and regulatory restrictions. Any payment of dividends in the future will depend, in large part, on our earnings, capital requirements, financial condition, regulatory review, and other factors considered relevant by our Board of Directors.

Catastrophic events could occur and impact our operations or the operations third parties with which we do business.

Catastrophic events (including natural disasters, severe weather conditions, pandemics, terrorism and other geopolitical events), which are beyond our control, could have an adverse impact on the Bank's ability and the ability

of our vendors and other third parties with which we do business, to provide necessary services to support the operation of the Bank and provide products and services to the Bank's customers. Although insurance coverage may provide some protection in light of such events, there can be no assurance that any insurance proceeds would adequately compensate the Bank for the losses it incurred as a result of such events. See also *"Existing insurance policies may not adequately protect us and our subsidiaries."* Moreover, the damage caused by such events may not be directly compensable from insurance proceeds or otherwise, such as damage to our reputation as a result of such events.

**Legal challenges to and regulatory investigations of our, or the Bank's, operations could have a significant material adverse effect on us.**

From time to time, we, the Bank or our other subsidiaries are subject to regulatory supervision and investigation, legal proceedings and claims in the ordinary course of business. An adverse resolution in litigation or a regulatory action, including litigation or other actions brought by our shareholders, customers or another third party, such as a state attorney general or one of our regulators, could result in substantial damages or otherwise negatively impact our business, reputation and financial condition. See Part I, Item 1 "Business - Regulation and Supervision" and Item 3, "Legal Proceedings."

**Our reputation and business could be damaged by negative publicity.**

Reputational risk, including as a result of negative publicity, is inherent in our business. Negative publicity can result from actual or alleged conduct in a number of areas, including legal and regulatory compliance, lending practices, corporate governance, litigation, inadequate protection of customer data, illegal or unauthorized acts taken by third parties that supply products or services to us or the Bank, and behavior of our employees. Damage to our reputation could adversely impact our ability to attract new, and maintain existing, loan and deposit customers, employees and business relationships, and, particularly with respect to our payments division, could result in the imposition of new regulatory requirements, operational restrictions, enhanced supervision and/or civil money penalties. Such damage could also adversely affect our ability to raise additional capital, and otherwise have a material adverse effect on our financial condition and results of operations.

**Existing insurance policies may not adequately protect us and our subsidiaries.**

Fidelity, business interruption, cybersecurity, and property insurance policies are in place with respect to our operations. Should any event triggering such policies occur, however, it is possible that our policies would not fully reimburse us for the losses we could sustain due to deductible limits, policy limits, coverage limits, or other factors. We generally renew our insurance policies on an annual basis. If the cost of coverage becomes too high, we may need to reduce our policy limits, increase the deductibles or agree to certain exclusions from our coverage in order to reduce the premiums to an acceptable amount.

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

Not applicable.

#### **Item 2. Properties**

The Company's home office is located at 5501 South Broadband Lane in Sioux Falls, South Dakota. The Company has 12 non-branch offices from which its divisions of payments, commercial finance, tax services, and consumer lending operate. The payments division operates out of the Company's home office along with one additional office in Sioux Falls. The commercial finance division operates out of offices in Troy, Michigan; Baton Rouge, Louisiana; Franklin, Tennessee; and Toronto, Ontario, Canada. The tax services division has offices located in Louisville, Kentucky, and Easton, Pennsylvania. The Company has corporate and shared services offices located in Scottsdale, AZ and Washington, D.C. The Company also has an offices located in Hurst, Texas and Boynton Beach, Florida.

Of the Company's 12 properties, the Company leases 11 of them, all on market terms. See Note 7 to the "Notes to Consolidated Financial Statements" which is included in Part II, Item 8 "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

Management believes current facilities are adequate to meet its present needs, though it is continuing to assess those property needs as Meta is transitioning to a Talent Anywhere remote working environment.

**Item 3. Legal Proceedings**

See Note 19 to the “Notes to Consolidated Financial Statements” which is included in Part II, Item 8 “Financial Statements and Supplementary Data” of this Annual Report on Form 10-K.

**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

The Company's common stock trades on the NASDAQ Global Select Market® under the symbol "CASH." Quarterly dividends for all quarters of fiscal year 2021 and 2020 were \$0.05 per share.

Dividend payment decisions are made with consideration of a variety of factors including earnings, financial condition, market considerations and regulatory restrictions.

As of November 18, 2021, the Company had (i) 30,548,503 shares of common stock outstanding, which were held by approximately 174 stockholders of record, (ii) no shares of nonvoting common stock outstanding, and (iii) 77,703 shares of common stock held in treasury.

The transfer agent for the Company's common stock is Computershare Investor Services, 462 South 4th Street, Suite 1600, Louisville, KY 40202.

The Company's Board of Directors authorized a 7,500,000 share repurchase program on November 20, 2019 that was publicly announced on November 20, 2019 and is scheduled to expire on December 31, 2022. On September 3, 2021, the Company's Board of Directors authorized a new stock repurchase program pursuant to which the Company may repurchase up to an additional 6,000,000 shares of the Company's outstanding common stock on or before September 30, 2024. The new program was publicly announced on September 7, 2021. The table below sets forth information regarding repurchases of our common stock during the fiscal 2021 fourth fiscal quarter.

Period	Total Number of Shares Repurchased <sup>(1)</sup>	Average Price Paid per Share <sup>(1)(2)</sup>	Total Number Of Shares Purchased As Part of Publicly Announced Plans or Programs	Additional Shares Authorized As Part of Publicly Announced Plans or Programs	Maximum Number Of Shares that may yet be Purchased Under the Plans or Programs
July 1 to 31	615	\$ 49.99	—	—	1,550,173
August 1 to 31	—	—	—	—	1,550,173
September 1 to 30	250,213	51.06	234,297	6,000,000	7,315,876
<b>Total</b>	<b>250,828</b>		<b>234,297</b>	<b>6,000,000</b>	

<sup>(1)</sup> These shares were acquired in satisfaction of the tax withholding obligations of holders of restricted stock unit awards, which vested during the quarter.

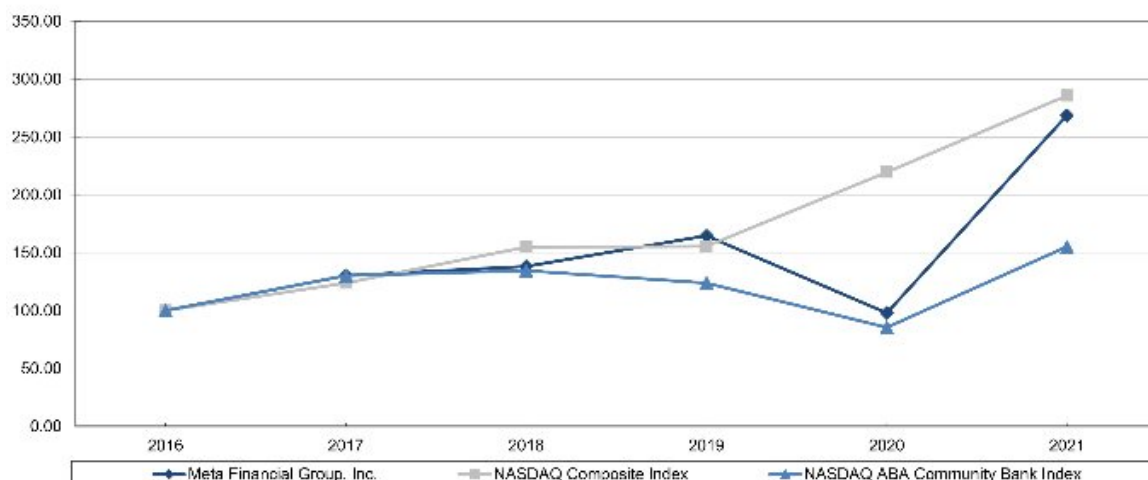
<sup>(2)</sup> The average price paid per share is calculated on a trade date basis for all open market transactions and excludes commissions and other transaction expenses.

## Total Stock Return Performance Graph

The following graph compares the cumulative total stockholder return on Meta common stock over the last five fiscal years with the cumulative total return of the NASDAQ Composite Index and the NASDAQ ABA Community Bank Index (assuming the investment of \$100 in each index on October 1, 2016 and reinvestment of all dividends). The stock price performance reflected below is based on historical results and is not necessarily indicative of future stock price performance.

*The information contained in this section, including the following line graph, shall not be deemed to be "soliciting material" or "filed" or incorporated by reference in future filings of Meta with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent the Company specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended, or the Exchange Act.*

Comparison of 5 Year Cumulative Total Return  
Assumes Initial Investment of \$100  
September 30, 2021



Index	Fiscal Year Ended September 30,					
	2016	2017	2018	2019	2020	2021
Meta Financial Group, Inc.	\$ 100.00	\$ 130.19	\$ 137.99	\$ 164.70	\$ 97.90	\$ 268.51
NASDAQ Composite Index	100.00	123.68	154.82	155.63	219.36	285.75
NASDAQ ABA Community Bank Index	100.00	130.02	134.38	123.71	85.43	155.20

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This section should be read in conjunction with the following parts of this Form 10-K: Part I, Item 1 "Business," Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk," and Part II, Item 8 "Financial Statements and Supplementary Data."

### GENERAL

The Company, a registered bank holding company, is a Delaware corporation, the principal assets of which are all the issued and outstanding shares of the Bank, a national bank. Unless the context otherwise requires, references herein to the Company include Meta and the Bank, and all direct or indirect subsidiaries of Meta on a consolidated basis.

### EXECUTIVE SUMMARY

#### Business Development Highlights for the 2021 Fiscal Fourth Quarter and Full Fiscal Year 2021

- Named the Visa card issuer, in conjunction with Blackhawk Network, for the Excluded Workers Fund, a New York State Department of Labor program that provides one-time payments to certain New Yorkers who lost income due to COVID-19.
- Recognized a net unrealized gain of \$4.1 million on a prior investment in MoneyLion Inc. ("MoneyLion") following the completion of its de-SPACing process and listing on the New York Stock Exchange on September 22, 2021.
- Expanded our renewable energy financing, originating \$101.1 million for the fiscal year 2021, resulting in \$26.5 million in total net investment tax credits.
- Announced a new share repurchase program and repurchased 234,297 shares during the 2021 fiscal fourth quarter, at an average price of \$51.18, reflecting the momentum of the business and confidence in the Company's strategy and growth trajectory. An additional 1,252,145 shares were repurchased subsequent to September 30, 2021 through November 18, 2021.
- Bradley C. Hanson, President and Chief Executive Officer of the Company retired from his positions at Meta Financial and MetaBank. He will remain on the Company's Board until the next annual stockholders' meeting, expected to take place in February 2022. He also will serve as a Strategic Advisor to Meta on industry and partner relations until the end of 2022. The Board appointed Brett L. Pharr as Chief Executive Officer and Anthony M. Sharett as President of Meta Financial Group and MetaBank effective October 1, 2021.

#### Financial Highlights for the 2021 Fiscal Fourth Quarter

Total revenue for the fourth quarter was \$120.2 million, an increase of \$14.9 million compared to the same quarter in fiscal 2020, primarily driven by higher net interest income, payments fee income and \$4.1 million in other income related to the MoneyLion valuation.

Net interest income for the fourth quarter was \$70.7 million, an increase of \$6.2 million compared to \$64.5 million in the fourth quarter last year. Net interest margin ("NIM") improved to 4.35% for the fourth quarter from 3.77% during the same period of last year, chiefly due to the decrease of cash associated with the Company's participation in the EIP program, as well as an increase in commercial and warehouse finance loans and leases.

Total gross loans and leases at September 30, 2021 increased \$293.7 million, to \$3.61 billion, or 9%, compared to September 30, 2020 and increased \$112.6 million, or 3%, when compared to June 30, 2021. The increase was primarily driven by growth in commercial finance, and consumer finance loans partially offset by a decrease in community bank loans, which was driven by a loan sale of \$75.1 million during the quarter.

#### Subsequent Events

Management has evaluated and identified subsequent events that occurred after September 30, 2021. See Note 25. Subsequent Events for details on these events.

## FINANCIAL CONDITION

At September 30, 2021, the Company's total assets increased by \$598.6 million to \$6.69 billion compared to September 30, 2020, primarily due to an increase of \$596.8 million in investment securities available for sale.

Total cash and cash equivalents was \$314.0 million at September 30, 2021, decreasing from \$427.4 million at September 30, 2020, primarily resulting from the withdraw of EIP related deposits. The Bank has been working with other banks to transfer these temporary deposits off the balance sheet. Otherwise, the Company maintains its cash investments primarily in interest-bearing overnight deposits with the FHLB of Des Moines and the FRB. At September 30, 2021, the Company did not have any federal funds sold.

The total investment portfolio increased \$560.9 million, or 41%, to \$1.92 billion at September 30, 2021, compared to \$1.36 billion at September 30, 2020, as purchases exceeded maturities and principal pay downs. The Company's portfolio of securities customarily consists primarily of MBS, which have expected lives much shorter than the stated final maturity, non-bank qualified obligations of states and political subdivisions, which mature in approximately 15 years or less, and other tax exempt municipal mortgage related pass through securities which have average lives much shorter than their stated final maturities. All MBS held by the Company at September 30, 2021 were issued by a U.S. Government agency or instrumentality. Of the total MBS at September 30, 2021, \$1.02 billion, at fair value, were classified as available for sale, and \$3.7 million, at cost, were classified as held to maturity. Of the total investment securities at September 30, 2021, \$847.9 million, at fair value, were classified as available for sale and \$52.9 million, at cost, were classified as held to maturity. During the fiscal year ended September 30, 2021, the Company purchased \$1.04 billion of investment securities.

Loans held for sale at September 30, 2021 totaled \$56.2 million, decreasing from \$183.6 million at September 30, 2020. This decrease was primarily driven by a portion of the retained Community Bank loan portfolio transferred to loans held for sale at September 30, 2020 compared to none at September 30, 2021.

The Company's total loans and leases increased \$293.7 million, or 9%, to \$3.61 billion at September 30, 2021, from \$3.31 billion at September 30, 2020. The increase was primarily driven by growth in the commercial finance, tax services, and warehouse finance portfolios partially offset by the continued decrease in community banking loan balances. See Note 5 to the "Notes to Consolidated Financial Statements" of this Annual Report on Form 10-K.

Commercial finance loans increased \$417.5 million, or 18% to \$2.73 billion at September 30, 2021 compared to September 30, 2020. Consumer finance loans, tax services loans and warehouse finance loans increased \$28.7 million, \$7.3 million, and \$126.6 million at September 30, 2021, respectively, compared to September 30, 2020.

Community banking loans decreased \$286.4 million, or 59%, at September 30, 2021 compared to September 30, 2020, primarily attributable to loan portfolio sales along with continued principal payments and payoffs. As of September 30, 2021, the Company had no community banking loans classified as held for sale. See Note 3 and Note 5 to the "Notes to Consolidated Financial Statements," which are included in Part II, Item 8 "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

Through the Bank, the Company owns stock in the FHLB due to the Bank's membership and participation in this banking system as well as stock in the Federal Reserve Bank. The FHLB requires a level of stock investment based on a pre-determined formula. The Company's investment in these stocks increased \$1.3 million, or 5%, to \$28.4 million at September 30, 2021 from \$27.1 million at September 30, 2020, resulting from the purchase of FHLB membership stock.

Total end-of-period deposits increased 11% to \$5.51 billion at September 30, 2021, compared to \$4.98 billion at September 30, 2020. The increase in end-of-period deposits was primarily driven by an increase in noninterest-bearing deposits of \$661.6 million, partially offset by a decrease in wholesale deposits of \$269.1 million. The increase in noninterest-bearing deposits was driven by government stimulus-related dollars loaded on various partner cards. As of September 30, 2021, EIP program card balances outstanding totaled \$1.64 billion, of which only \$69.8 million was on Meta's balance sheet with the remainder being held by other banks.

The Company's total borrowings decreased \$5.4 million, or 5%, from \$98.2 million at September 30, 2020 to \$92.8 million at September 30, 2021. See Note 13 to the "Notes to Consolidated Financial Statements," which are included in Part II, Item 8 "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

At September 30, 2021, the Company's stockholders' equity totaled \$871.9 million, an increase of \$24.6 million, from \$847.3 million at September 30, 2020. The increase was primarily attributable to growth in retained earnings and an increase in additional paid-in capital. The Company and Bank remained above the federal regulatory minimum capital requirements at September 30, 2021, continued to be classified as well-capitalized, and in good standing with the regulatory agencies. See Note 18 to the "Notes to Consolidated Financial Statements," which is included in Part II, Item 8 "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

#### **RESULTS OF OPERATIONS**

The Company's results of operations are dependent on net interest income, provision for credit losses, noninterest income, noninterest expense and income tax expense. Net interest income is the difference, or spread, between the average yield on interest-earning assets and the average rate paid on interest-bearing liabilities. The interest rate spread is affected by regulatory, economic and competitive factors that influence interest rates, loan and lease demand and deposit flows. Notwithstanding that a significant amount of the Company's deposits, primarily those attributable to the payments division, pay relatively low rates of interest or none at all, the Company, like other financial institutions, is subject to interest rate risk to the extent that its interest-earning assets mature or reprice at different times, or on a different basis, than its interest-bearing liabilities. The provision for credit losses is the adjustment to the allowance for credit losses balance for the applicable period. The allowance for credit losses represents management's estimate of current credit losses expected to be incurred by the loan and lease portfolio over the life of each financial asset as of the balance sheet date.

The Company's noninterest income is derived primarily from tax product fees, prepaid cards, credit products, deposit and ATM fees attributable to the payments division and fees charged on bank loans, leases and transaction accounts. Noninterest income is also derived from rental income, net gains on the sale of securities, net gains on the sale of loans and leases, as well as the Company's holdings of bank-owned life insurance. This income is offset by noninterest expenses, such as compensation and occupancy expenses associated with additional personnel and office locations, as well as card processing expenses and tax product expenses attributable to the payments division. Noninterest expense is also impacted by acquisition-related expenses, operating lease equipment depreciation expense, occupancy and equipment expenses, regulatory expenses, and legal and consulting expenses.



### Average Balances, Interest Rates and Yields

The following table presents, for the periods indicated, the total dollar amount of interest income from average interest-earning assets and the resulting yields, as well as the interest expense on average interest-bearing liabilities, expressed both in dollars and rates. Tax-equivalent adjustments have been made in yields on interest-bearing assets and NIM. Nonaccruing loans and leases have been included in the table as loans or leases carrying a zero yield.

	Fiscal Year Ended September 30,								
	2021			2020			2019		
(Dollars in Thousands)	Average Outstanding Balance	Interest Earned / Paid	Yield / Rate <sup>(1)</sup>	Average Outstanding Balance	Interest Earned / Paid	Yield / Rate <sup>(1)</sup>	Average Outstanding Balance	Interest Earned / Paid	Yield / Rate <sup>(1)</sup>
<b>Interest-earning assets:</b>									
Cash and fed funds sold	\$ 1,919,760	\$ 3,709	0.19 %	\$ 1,236,027	\$ 2,824	0.23 %	\$ 128,507	\$ 3,494	2.72 %
Mortgage-backed securities	728,884	12,155	1.67 %	367,869	9,028	2.45 %	393,322	11,390	2.90 %
Tax exempt investment securities	281,573	4,004	1.80 %	434,262	7,477	2.18 %	852,381	20,742	3.08 %
Asset-backed securities	388,458	5,340	1.37 %	319,258	7,636	2.39 %	299,777	10,705	3.57 %
Other investment securities	239,283	4,566	1.91 %	198,924	4,748	2.39 %	164,451	4,870	2.96 %
<b>Total investments</b>	<b>1,638,198</b>	<b>26,065</b>	<b>1.66 %</b>	<b>1,320,313</b>	<b>28,889</b>	<b>2.34 %</b>	<b>1,709,931</b>	<b>47,707</b>	<b>3.11 %</b>
Commercial finance	2,549,335	188,855	7.41 %	2,100,464	169,189	8.05 %	1,717,869	169,941	9.89 %
Consumer finance	248,757	19,940	8.02 %	254,293	19,808	7.79 %	341,176	29,965	8.78 %
Tax services	214,835	7,321	3.41 %	148,650	6,390	4.30 %	110,503	8,193	7.41 %
Warehouse finance	330,224	21,262	6.44 %	292,952	17,919	6.12 %	188,483	11,826	6.27 %
Community banking	375,258	18,702	4.98 %	975,618	47,822	4.90 %	1,180,594	54,603	4.63 %
<b>Total loans and leases</b>	<b>3,718,409</b>	<b>256,080</b>	<b>6.89 %</b>	<b>3,771,977</b>	<b>261,128</b>	<b>6.92 %</b>	<b>3,538,625</b>	<b>274,528</b>	<b>7.76 %</b>
<b>Total interest-earning assets</b>	<b>7,276,367</b>	<b>\$ 285,854</b>	<b>3.94 %</b>	<b>6,328,317</b>	<b>\$ 292,841</b>	<b>4.66 %</b>	<b>5,377,063</b>	<b>\$ 325,729</b>	<b>6.16 %</b>
Noninterest-earning assets	849,141			881,314			875,124		
<b>Total assets</b>	<b>\$ 8,125,508</b>			<b>\$ 7,209,631</b>			<b>\$ 6,252,187</b>		
<b>Interest-bearing liabilities:</b>									
Interest-bearing checking	\$ 254,236	\$ —	— %	\$ 189,704	\$ 259	0.14 %	\$ 136,069	\$ 356	0.26 %
Savings	81,619	16	0.02 %	50,888	18	0.03 %	53,434	38	0.07 %
Money markets	58,656	204	0.35 %	57,573	422	0.73 %	60,719	419	0.69 %
Time deposits	13,081	139	1.06 %	61,837	1,226	1.98 %	149,220	2,830	1.90 %
Wholesale deposits	150,213	1,234	0.82 %	1,081,935	20,691	1.91 %	1,772,092	43,005	2.43 %
<b>Total interest-bearing deposits</b>	<b>557,805</b>	<b>1,593</b>	<b>0.29 %</b>	<b>1,441,937</b>	<b>22,616</b>	<b>1.57 %</b>	<b>2,171,534</b>	<b>46,648</b>	<b>2.15 %</b>
Overnight fed funds purchased	6	—	0.25 %	183,438	2,804	1.53 %	300,203	7,484	2.49 %
FHLB Advances	—	—	— %	106,093	2,638	2.49 %	42,712	1,037	2.43 %
Subordinated debentures	73,886	4,507	6.10 %	73,718	4,618	6.26 %	73,561	4,647	6.32 %
Other borrowings	21,549	763	3.54 %	28,696	1,127	3.93 %	44,097	1,706	3.87 %
<b>Total borrowings</b>	<b>95,441</b>	<b>5,270</b>	<b>5.52 %</b>	<b>391,945</b>	<b>11,187</b>	<b>2.85 %</b>	<b>460,573</b>	<b>14,874</b>	<b>3.23 %</b>
<b>Total interest-bearing liabilities</b>	<b>653,246</b>	<b>6,863</b>	<b>1.05 %</b>	<b>1,833,882</b>	<b>33,803</b>	<b>1.84 %</b>	<b>2,632,107</b>	<b>61,522</b>	<b>2.34 %</b>
Noninterest-bearing deposits	6,440,830	—	— %	4,396,132	—	— %	2,685,502	—	— %
<b>Total deposits and interest-bearing liabilities</b>	<b>7,094,115</b>	<b>\$ 6,863</b>	<b>0.10 %</b>	<b>6,230,014</b>	<b>\$ 33,803</b>	<b>0.54 %</b>	<b>5,317,609</b>	<b>\$ 61,522</b>	<b>1.16 %</b>
Other noninterest-bearing liabilities	189,841			143,772			132,901		
<b>Total liabilities</b>	<b>7,283,956</b>			<b>6,373,786</b>			<b>5,450,510</b>		
Shareholders' equity	841,552			835,845			801,677		
<b>Total liabilities and shareholders' equity</b>	<b>\$ 8,125,508</b>			<b>\$ 7,209,631</b>			<b>\$ 6,252,187</b>		
Net interest income and net interest rate spread including noninterest-bearing deposits		\$ 278,992	3.84 %		\$ 259,038	4.12 %		\$ 264,207	5.00 %
<b>Net interest margin</b>			<b>3.83 %</b>			<b>4.09 %</b>			<b>4.91 %</b>
<b>Tax equivalent effect</b>			<b>0.01 %</b>			<b>0.03 %</b>			<b>0.11 %</b>
<b>Net interest margin, tax equivalent <sup>(2)</sup></b>			<b>3.84 %</b>			<b>4.12 %</b>			<b>5.02 %</b>

<sup>(1)</sup> Tax rate used to arrive at the TEY for the fiscal years ended September 30, 2021, 2020, and 2019 was 21%.

<sup>(2)</sup> Net interest margin expressed on a fully taxable equivalent basis ("net interest margin, tax equivalent") is a non-GAAP financial measure. The tax-equivalent adjustment to net interest income recognizes the estimated income tax savings when comparing taxable and tax-exempt assets and adjusting for federal and state exemption of interest income. Management of the Company believes that it is a standard practice in the banking industry to present net interest margin expressed on a fully taxable equivalent basis, and accordingly believe the presentation of this non-GAAP financial measure may be useful for peer comparison purposes.

### Rate / Volume Analysis

The following table presents, for the periods presented, the dollar amount of changes in interest income and interest expense for major components of interest-earning assets and interest-bearing liabilities. The table distinguishes between the change related to higher outstanding balances and the change due to the levels and volatility of interest rates. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to (i) changes in volume (*i.e.*, changes in volume multiplied by old rate) and (ii) changes in rate (*i.e.*, changes in rate multiplied by old volume). For purposes of this table, changes attributable to both rate and volume that cannot be segregated have been allocated proportionately to the change due to volume and the change due to rate.

(Dollars in Thousands)	Fiscal Year Ended September 30,					
	2021 vs. 2020			2020 vs. 2019		
	Increase / (Decrease) Due to Volume	Increase / (Decrease) Due to Rate	Total Increase / (Decrease)	Increase / (Decrease) Due to Volume	Increase / (Decrease) Due to Rate	Total Increase / (Decrease)
<b>Interest-earning assets:</b>						
Cash and fed funds sold	\$ 1,408	\$ (523)	\$ 885	\$ 5,181	\$ (5,851)	\$ (670)
Mortgage-backed securities	6,711	(3,584)	3,127	(704)	(1,658)	(2,362)
Tax-exempt investment securities	(2,323)	(1,150)	(3,473)	(8,310)	(4,955)	(13,265)
Asset-backed securities	1,423	(3,720)	(2,297)	659	(3,726)	(3,069)
Other investment securities	865	(1,045)	(180)	919	(1,041)	(122)
Total investments	6,845	(9,668)	(2,823)	(8,999)	(9,819)	(18,818)
Commercial finance	34,013	(14,347)	19,666	34,015	(34,767)	(752)
Consumer finance	(441)	573	132	(7,033)	(3,124)	(10,157)
Tax services	2,440	(1,509)	931	2,292	(4,095)	(1,803)
Warehouse finance	2,362	981	3,343	6,396	(303)	6,093
Community banking	(29,872)	752	(29,120)	(9,902)	3,121	(6,781)
Total loans and leases	(3,784)	(1,264)	(5,048)	17,364	(30,764)	(13,400)
Total interest-earning assets	\$ 4,469	\$ (11,455)	\$ (6,986)	\$ 13,546	\$ (46,434)	\$ 32,888
<b>Interest-bearing liabilities:</b>						
Interest-bearing checking	\$ 66	\$ (324)	\$ (258)	\$ 110	\$ (207)	\$ (97)
Savings	8	(9)	(1)	(2)	(18)	(20)
Money markets	8	(226)	(218)	(22)	25	3
Time deposits	(684)	(404)	(1,088)	(1,727)	123	(1,604)
Wholesale deposits	(11,698)	(7,759)	(19,457)	(14,450)	(7,864)	(22,314)
Total interest-bearing deposits	(9,025)	(11,997)	(21,022)	(13,327)	(10,705)	(24,032)
Overnight fed funds purchased	(1,527)	(1,278)	(2,805)	(2,346)	(2,334)	(4,680)
FHLB Advances	(1,319)	(1,319)	(2,638)	1,575	26	1,601
Subordinated debentures	10	(122)	(112)	10	(39)	(29)
Other borrowings	(261)	(103)	(364)	(604)	25	(579)
Total borrowings	(12,000)	6,082	(5,918)	(2,072)	(1,615)	(3,687)
Total interest-bearing liabilities	\$ (21,025)	\$ (5,915)	\$ (26,940)	\$ (15,399)	\$ (12,320)	\$ (27,719)
Net effect on net interest income	\$ 25,494	\$ (5,540)	\$ 19,954	\$ 28,945	\$ (34,114)	\$ 5,169

### Comparison of Operating Results for the Fiscal Years Ended September 30, 2021 and September 30, 2020

#### General

The Company recorded net income of \$141.7 million, or \$4.38 per diluted share, for the fiscal year ended September 30, 2021, compared to \$104.7 million, or \$2.94 per diluted share, for the fiscal year ended September 30, 2020, an increase of \$37.0 million. Total revenue for fiscal 2021 was \$549.9 million, compared to \$498.8 million for fiscal 2020, an increase of 10%. The increases in net income and revenue was primarily due to an increase in noninterest income and a decrease in provision for credit losses, partially offset by an increase in non-interest expense.

**Net Interest Income**

Net interest income for fiscal 2021 increased by \$20.0 million, or 8%, to \$279.0 million from \$259.0 million for the same period of the prior year. The increase in net interest income was mainly attributable to the continued optimization of our earning asset and liability mix, which included a decrease in interest expense of 80% to \$6.9 million for fiscal 2021, from \$33.8 million for the same period of the prior year. The decrease in interest expense was primarily driven by a significant increase in noninterest-bearing deposits, which lessened the Company's need to rely on wholesale deposits during fiscal 2021.

NIM was 3.83% for fiscal 2021, a decrease of 26 basis points from 4.09% in fiscal 2020. The decrease in NIM in fiscal 2021, compared to the same period of the prior year was primarily attributable to the increase in noninterest-bearing deposit balances related to government stimulus-related dollars. This increase in deposit balances also led to excess cash balances held at the Federal Reserve during fiscal 2021, which yielded approximately 10 basis points in interest income, and increased the quarterly average of interest-earning assets compared to previous periods. This increase of lower-yielding cash balances resulted in a drag to the overall yield on total interest-earning assets during the current period.

The overall reported tax equivalent yield ("TEY") on average interest-earning assets decreased by 72 basis points to 3.94% when comparing fiscal 2021 to fiscal 2020. The reduction was driven primarily by an increase in low-yielding cash held at the Federal Reserve, along with an overall lower rate environment. The yield on the commercial finance portfolio decreased by 64 basis points and the tax services portfolio decreased by 89 basis points while the yield on the warehouse finance portfolio increased by 32 basis points. The fiscal 2021 TEY on the securities portfolio decreased by 68 basis points to 1.66% as compared to the same period of the prior year.

The Company's average interest-earning assets for fiscal 2021 increased \$948.1 million, or 15%, to \$7.28 billion, from \$6.33 billion during fiscal 2020. The increase was primarily attributable to increases in average cash balances of \$683.7 million and total average investment securities of \$317.9 million, partially offset by a decrease in average loan and lease balances of \$53.6 million. The increase in average cash balances was due to an increase in noninterest-bearing deposit balances related to government stimulus-related dollars. The decrease in the Company's average loan and lease balances was driven by a reduction \$600.4 million in community banking loans partially offset by increases of \$448.9 million, \$66.2 million, and \$37.3 million in commercial finance, tax services, and warehouse finance loans, respectively.

The Company's average balance of total deposits and interest-bearing liabilities increased \$864.1 million, or 14%, to \$7.09 billion during fiscal 2021, from \$6.23 billion during fiscal 2020. This increase was primarily due to increases in average noninterest-bearing deposits of \$2.04 billion, partially offset by a decrease in average wholesale deposits of \$931.7 million and a decrease in the average balance of total borrowings of \$296.5 million.

Overall, the Company's cost of funds for all deposits and borrowings averaged 0.10% during fiscal 2021, compared to 0.54% during fiscal 2020. The cost of deposits was 0.01% during fiscal 2021, compared to 0.12% during fiscal 2020. This decrease was primarily due to a decrease in the average balance of overnight borrowings and FHLB advances as well as an increase in the average balance of the Company's noninterest-bearing deposits. The Company believes that its growing, lower-cost deposit base gives it a distinct and significant competitive advantage, and even more so if interest rates rise, because the Company anticipates that its cost of funds will likely remain relatively low, increasing less than at many other banks.

**Provision for Credit Losses**

Effective October 1, 2020, the Company adopted the CECL accounting standard, which required a day one entry to increase the allowance for credit losses in the amount of \$12.8 million. The entry did not have a direct impact to the provision for credit losses at the time of adoption. During fiscal 2021, the Company recorded \$49.8 million in provision for credit losses, compared to \$64.8 million in fiscal 2020. The decrease in provision was largely attributable to the build in reserves during the prior year stemming from the COVID-19 pandemic. Also see Note 5 to the Consolidated Financial Statements included in this Annual Report on Form 10-K.

**Noninterest Income**

Noninterest income increased by \$31.1 million, or 13%, to \$270.9 million for fiscal 2021 from \$239.8 million for fiscal 2020. The increase in noninterest income was primarily driven by tax advance fee income and payments fee income. The payments fee income was aided by an increase in activity related to government stimulus programs.

### Noninterest Expense

Noninterest expense increased by \$24.6 million, or 8%, to \$343.7 million for fiscal 2021 from \$319.1 million for fiscal 2020. This increase in noninterest expense was primarily driven by an increase in compensation expense of \$14.8 million and in legal and consulting expense of \$10.5 million. CEO transition expenses of \$1.3 million related to accelerated vesting of CEO shares and associated professional expenses also contributed to the year-over-year change.

### Income Tax Expense

The Company recorded an income tax expense of \$10.7 million for fiscal 2021, resulting in an effective tax rate of 6.8%, compared to an income tax expense of \$5.7 million and an effective tax rate of 4.9%, in fiscal 2020. The increase in recorded income tax expense during the period was primarily due to an increase in taxable income. The Company originated \$101.1 million in solar leases for the 2021 fiscal year, compared to \$77.8 million during the 2020 fiscal year. Investment tax credits related to solar leases are recognized ratably based on income throughout each fiscal year. The timing and impact of future solar tax credits are expected to vary from period to period, and Meta intends to undertake only those tax credit opportunities that meet the Company's underwriting and return criteria.

### Comparison of Operating Results for the Fiscal Years Ended September 30, 2020, and September 30, 2019

A comparison of the 2020 results to the 2019 results and other 2019 information not included herein can be found in the Company's Annual Report on Form 10-K: Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" filed November 30, 2020.

### Nonperforming Assets and Allowance for Credit Losses

At September 30, 2021, nonperforming assets, consisting of nonaccruing loans and leases, accruing loans and leases delinquent 90 days or more, foreclosed real estate, repossessed property, and nonperforming operating leases, totaled \$61.8 million, or 0.92% of total assets, compared to \$48.0 million, or 0.79% of total assets, at September 30, 2020. The increase in NPAs was primarily attributable to one \$14.9 million relationship in the community bank portfolio along with increases in tax services and commercial finance loans, partially offset by a reduction of foreclosed and repossessed assets. As of September 30, 2021, the Company had nonaccruing loans and leases totaling \$34.2 million and foreclosed and repossessed assets of approximately \$2.1 million.

The Company maintains an allowance for credit losses because it is probable that some loans and leases may not be repaid in full. At September 30, 2021, the Company had an allowance for credit losses of \$68.3 million as compared to \$56.2 million at September 30, 2020. The increase was driven by a \$18.3 million increase in the commercial finance portfolio and a \$3.7 million increase in the consumer lending portfolio. These increases were driven by the year-over-year loan growth and the adoption of the CECL accounting standard, which required a day one entry to increase the allowance for credit losses in the amount of \$12.8 million effective October 1, 2020. The increases noted above were partially offset by a \$10.0 million reduction within the retained community banking portfolio, as the balance in community bank loans declined.

The following table presents the Company's allowance for credit losses as a percentage of its total loans and leases.

	As of the Period Ended					
	September 30, 2021	June 30, 2021	March 31, 2021	December 31, 2020	October 1, 2020 <sup>(1)</sup>	September 30, 2020
Commercial finance	1.77 %	1.73 %	1.77 %	1.88 %	1.85 %	1.30 %
Consumer finance	2.91 %	3.80 %	4.70 %	4.39 %	4.31 %	1.64 %
Tax services	0.02 %	58.99 %	12.90 %	1.53 %	0.06 %	0.06 %
Warehouse finance	0.10 %	0.10 %	0.10 %	0.10 %	0.10 %	0.10 %
Community banking	6.16 %	4.36 %	4.03 %	4.01 %	3.37 %	4.59 %
Total loans and leases	1.89 %	2.61 %	2.71 %	2.10 %	2.08 %	1.70 %

<sup>(1)</sup> Represents the Company's allowance coverage ratio upon the adoption of the Accounting Standards Update 2016-13 using September 30, 2020 loan and lease and allowance balances plus the CECL allowance adjustment..

Allowance for credit losses as a percentage of the total loan and lease portfolio was 1.89% at September 30, 2021, compared to 1.70% at September 30, 2020. This increase was driven primarily by the adoption of the CECL accounting standard noted above. The CECL methodology requires loss estimates for the remaining estimated life of the assets to be measured using historical loss data, adjustments for current conditions, and adjustments for reasonable and supportable forecasts of future economic conditions, which led to the increase in the ACL as of the October 1, 2020 adoption date.

During fiscal year 2021, the Company had net charge-offs of \$50.6 million, of which \$33.3 million were related to the tax services portfolio. During fiscal year 2020, the Company had net charge-offs of \$37.7 million, of which \$22.0 million were related to the tax services portfolio. The charge-offs within the tax services portfolio were fully reserved for.

Management closely monitors economic developments both regionally and nationwide, and considers these factors when assessing the appropriateness of its allowance for credit losses. The Company continued to assess each of its loan and lease portfolios during the fiscal fourth quarter and increased its allowance for credit losses as a percentage of total loans and leases in the community bank and commercial finance portfolios primarily as a result of the ongoing COVID-19 pandemic, as noted above. Tax services coverage rates were driven only by typical seasonal activity and are not expected to be materially impacted by COVID-19 as the tax lending season is now complete. The Company expects to continue to diligently monitor the allowance for credit losses and adjust as necessary in future periods to maintain an appropriate and supportable level.

Management believes that, based on a detailed review of the loan and lease portfolio, historic loan and lease losses, current economic conditions, the size of the loan and lease portfolio and other factors, the level of the allowance for credit losses at September 30, 2021 reflected an appropriate allowance against inherent credit losses from the lending portfolio. Although the Company maintains its allowance for credit losses at a level it considers to be appropriate, investors and others are cautioned that there can be no assurance that future losses will not exceed estimated amounts, or that additional provisions for loan and lease losses will not be required in future periods. In addition, the Company's determination of the allowance for credit losses is subject to review by the OCC, which can require the establishment of additional general or specific allowances.

Management's periodic review of the allowance for credit losses is based on various subjective and objective factors, including the Company's past loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral and current economic conditions. While management may allocate portions of the allowance for specifically identified problem loan and lease situations, the majority of the allowance is based on both subjective and objective factors related to the overall loan and lease portfolio and is available for any loan and lease charge-offs that may occur. As stated previously, there can be no assurance future losses will not exceed estimated amounts, or that additional provisions for credit losses will not be required in future periods. In addition, the Bank is subject to review by the OCC, which has the authority to require management to make changes to the allowance for credit losses, and the Company is subject to similar review by the Federal Reserve. In determining the allowance for credit losses, the Company specifically identifies loans and leases it considers as having potential collectability problems. The Company believes these loans and leases possess weaknesses that merit additional analysis in establishing the allowance for credit losses. All other loans and leases are evaluated by applying estimated loss ratios to various pools of loans and leases. The Company then analyzes other applicable qualitative factors (such as economic conditions) in determining the aggregate amount of the allowance needed.

At September 30, 2021, \$8.9 million of the allowance for credit losses was allocated to loans and leases individually evaluated for credit losses. See Note 5 of the "Notes to Consolidated Financial Statements," which is included in Part II, Item 8 "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K. At September 30, 2020, \$5.1 million of the allowance for credit losses was allocated to impaired loans and leases.

The Company maintains an internal loan and lease review and classification process which involves multiple officers of the Company and is designed to assess the general quality of credit underwriting and to promote early identification of potential problem loans and leases. All loan officers are charged with the responsibility of risk rating all loans and leases in their portfolios and updating the ratings, positively or negatively, on an ongoing basis as conditions warrant.

The level of potential problem loans and leases is another predominant factor in determining the relative level of risk in the loan and lease portfolio and in determining the appropriate level of the allowance for credit losses. Potential problem loans and leases are generally defined by management to include loans and leases rated as substandard by management that are not considered nonperforming (i.e., non-accrual loans and leases and accruing troubled debt restructurings), but there are circumstances that create doubt as to the ability of the borrower to comply with repayment terms. The decision of management to include performing loans and leases in potential problem loans and leases does not necessarily mean that the Company expects losses to occur, but that management recognizes a higher degree of risk associated with these loans and leases. The loans and leases that have been reported as potential problem loans and leases are predominantly commercial loans and leases covering a diverse range of businesses and real estate property types.

The Company revised its credit administration policies and reviewed its loan portfolio to better align with OCC guidance for national banks, a process that began during the quarter ending June 30, 2021 and was completed as of September 30, 2021. These credit policy revisions had an impact on the loan and lease risk ratings, resulting in downgrades of certain credits in several categories. The Company's loan and collateral management practices have proven effective in managing losses during previous economic cycles; and while management expects this process will result in setting a new baseline for portfolio metrics going forward, management does not believe it indicates a deterioration in expected performance of the portfolio. At September 30, 2021, potential problem loans and leases totaled \$276.7 million compared to \$67.9 million at September 30, 2020.

#### **Liquidity and Capital Resources**

The Company's primary sources of funds are deposits, derived principally through its payments division, borrowings, principal and interest payments on loans and leases and mortgage-backed securities, and maturing investment securities. In addition, the Company utilizes wholesale deposit sources to provide temporary funding when necessary or when favorable terms are available. While scheduled loan repayments and maturing investments are relatively predictable, deposit flows and early loan repayments are influenced by the level of interest rates, general economic conditions and competition. The Company uses its capital resources principally to meet ongoing commitments to fund maturing certificates of deposit and loan commitments, to maintain liquidity, and to meet operating expenses.

The Bank is required by regulation to maintain sufficient liquidity to assure its safe and sound operation. In the opinion of management, the Bank is in compliance with this requirement.

Liquidity management is both a daily and long-term function of the Company's management strategy. The Company adjusts its investments in liquid assets based upon management's assessment of (i) expected loan demand, (ii) the projected availability of purchased loan products, (iii) expected deposit flows, (iv) yields available on interest-bearing deposits and (v) the objectives of its asset/liability management program. Excess liquidity is generally invested in interest-earning overnight deposits and other short-term government agency or instrumentality obligations. If the Company requires funds beyond its ability to generate them internally, it has additional borrowing capacity with the FHLB and other wholesale funding sources. The Company is not aware of any facts that would be reasonably likely to have a material adverse impact on the Company's liquidity or its ability to borrow additional funds.

The primary investing activities of the Company are the origination of loans and leases and the purchase of securities. During the fiscal years ended September 30, 2021, 2020 and 2019, the Company originated loans and leases totaling \$12.62 billion, \$9.79 billion and \$10.97 billion, respectively. Purchases of loans and leases totaled \$311.3 million, \$151.4 million, and \$278.1 million during the fiscal years ended September 30, 2021, 2020 and 2019. During the fiscal years ended September 30, 2021, 2020 and 2019, the Company purchased MBS and other securities in the amount of \$1.04 billion, \$297.8 million and \$653.2 million, respectively. Of these purchases, there were no securities designated as held to maturity in fiscal 2021, 2020 and 2019.

At September 30, 2021, the Company had unfunded loan and lease commitments of \$1.22 billion. See Note 19 to the "Notes to Consolidated Financial Statements," which is included in Part II, Item 8 "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K. Certificates of deposit scheduled to mature in one year or less at September 30, 2021 totaled \$31.1 million, of which \$23.3 million were wholesale time deposits and \$7.8 million were non-wholesale time deposits. Management believes that loan repayment and other sources of funds will be adequate to meet the Company's foreseeable short- and long-term liquidity needs.

The following table summarizes the Company's significant contractual obligations at September 30, 2021.

(Dollars in Thousands)	Total	Less Than 1 Year	1 to 3 Years	3 to 5 Years	More Than 5 Years
Time deposits	\$ 9,091	\$ 7,839	\$ 1,252	\$ —	\$ —
Wholesale time deposits	23,409	23,310	99	—	—
Long-term debt	92,834	398	4,795	73,980	13,661
Operating leases	45,071	4,687	8,332	7,126	24,926
Total	\$ 170,405	\$ 36,234	\$ 14,478	\$ 81,106	\$ 38,587

During July 2001, the Company's unconsolidated trust subsidiary, First Midwest Financial Capital Trust I, sold \$10.3 million in floating-rate cumulative preferred securities. Proceeds from the sale were used to purchase trust preferred securities of the Company, which mature in 2031, and are redeemable at any time after five years. The capital securities are required to be redeemed on July 25, 2031; however, the Company has the option to redeem them earlier.

In 2016, the Company completed a public offering of \$75.0 million of its 5.75% fixed-to-floating rate subordinated debentures due August 15, 2026. The debentures can be redeemed in whole or in part at par by the Company on any interest payment date on or after August 15, 2021, with regulatory approval.

Through the Crestmark Acquisition, consummated in the fourth quarter of fiscal 2018, the Company acquired \$3.4 million in floating rate capital securities due to Crestmark Capital Trust I, a 100%-owned nonconsolidated subsidiary of the company. The subordinated debentures bear interest at LIBOR plus 3.00%, have a stated maturity of 30 years and are redeemable by the Company at par, with regulatory approval. See Note 10 to the "Notes to Consolidated Financial Statements," which is included in Part II, Item 8 "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

The Company and the Bank met regulatory requirements for classification as well-capitalized institutions at September 30, 2021. Based on current and expected continued profitability and subject to continued access to capital markets, management believes that the Company and the Bank will continue to meet the capital conservation buffer of 2.5% in addition to required minimum capital ratios. See Note 18 to the "Notes to Consolidated Financial Statements," which is included in Part II, Item 8 "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K.

The payment of dividends and repurchase of shares have the effect of reducing stockholders' equity. Prior to authorizing such transactions, the Board of Directors considers the effect the dividend or repurchase of shares would have on liquidity and regulatory capital ratios.

No assurance can be given that our regulators will consider our liquidity level, or our capital level, though substantially in excess of current rules pursuant to which the Company and the Bank are considered "well-capitalized," to be sufficiently high in the future.

#### Impact of New Accounting Standards

See Note 1 to the Consolidated Financial Statements for information regarding recently issued accounting pronouncements.

#### Critical Accounting Estimates

The Company's financial statements are prepared in accordance with GAAP. The financial information contained within these financial statements is, to a significant extent, based on approximate measures of the financial effects of transactions and events that have already occurred. Management has identified the policies described below as Critical Accounting Estimates. These policies involve complex and subjective decisions and assessments. Some of these estimates may be uncertain at the time they are made, could change from period to period, and could have a material impact on the financial statements.

#### Allowance for Credit Losses

The Company's allowance for credit losses methodology estimates expected credit losses over the life of each financial asset as of the balance sheet date.



For the loan and lease portfolio, the Company measures credit loss on individually evaluated loans based on the fair value of the collateral less estimated selling costs if collateral dependent or based on the present value of expected future cash flows discounted at the loan or lease initial effective interest rate if not collateral dependent. The majority of the Company's loans and leases subject to individual evaluation are considered collateral dependent. Only loans and leases that are on nonaccrual status or are designated as a TDR are subject to individual evaluation. All other loans and leases are evaluated collectively for credit loss by pooling loans and leases based on similar risk characteristics. The collective evaluation of expected losses in all commercial finance portfolios is based on a cohort loss rate and adjustments for forward-looking information, including industry and macroeconomic forecasts. The cohort loss rate is a life of loan loss rate that immediately reverts to historical loss information for the remaining maturity of the financial asset. Management has elected to use a twelve-month reasonable and supportable forecast for forward-looking information. Factors utilized in the determination of the allowance include historical loss experience, current and forecasted economic conditions, and measurement date credit characteristics such as product type, delinquency, and industry. The unfunded credit commitments depend on these same factors, as well as estimates of lines of credit usage. The collective evaluation of expected credit losses for certain consumer lending portfolios utilize different methodologies when estimating expected credit losses. The Company's student loan portfolio utilizes a roll-rate historical loss rate and adjustments for forward-looking information, including macroeconomic conditions. Management has elected to use a twelve-month reasonable and supportable forecast with an immediate reversion to historical loss rates. Factors utilized in the determination of the allowance include historical loss experience, current and forecasted economic conditions, and measurement date credit characteristics including delinquency.

Investment debt securities held to maturity include implicit and explicit guarantees by government agencies and have an expected zero risk of loss, therefore no provision for credit loss for debt securities held to maturity has been included in the Company's Consolidated Statement of Operations. Investment debt securities available for sale are recorded at fair value and are assessed quarterly for credit loss. Any such credit loss is recorded in the Company's Provision for Credit Loss on the Company's Consolidated Statement of Operations. Non-credit related losses are recorded in Other Comprehensive Income in the Company's Consolidated Statement of Condition.

Although management believes the levels of the allowance for credit losses at September 30, 2021 and September 30, 2020 are adequate to absorb expected credit losses in the financial assets evaluated, a decline in local economic conditions or other factors could result in increasing losses.

#### **Goodwill and Identifiable Intangible Assets**

The Company accounts for business combinations under the acquisition method of accounting in accordance with ASC 805, *Business Combinations*. Under the acquisition method, the Company records assets acquired, including identifiable intangible assets, liabilities assumed, and any non-controlling interest in the acquired business at their fair values as of the acquisition date. Any acquisition-related transaction costs are expensed in the period incurred. Results of operations of the acquired entity are included in the Consolidated Statements of Operations from the date of acquisition. Any measurement-period adjustments are recorded in the period the adjustment is identified.

The excess of consideration paid over the fair value of the net assets acquired is recorded as goodwill. Determining the fair value of assets acquired, including identifiable intangible assets, liabilities assumed, and any noncontrolling interest often requires the use of significant estimates and assumptions. This may involve estimates based on third-party valuations, such as appraisals, or internal valuations based on discounted cash flow analyses or other valuation techniques such as estimates of attrition, inflation, asset growth rates, discount rates, multiples of earnings or other relevant factors. In addition, the determination of the useful lives over which an intangible asset will be amortized is subjective. See Note 10. Goodwill and Intangibles to the Consolidated Financial Statements for further information.



## Item 7A. Quantitative and Qualitative Disclosures About Market Risk

As stated above, the Company derives a portion of its income from the excess of interest collected over interest paid. The rates of interest the Company earns on assets and pays on liabilities generally are established contractually for a period of time. Market interest rates change over time. Accordingly, the Company's results of operations, like those of most financial institutions, are impacted by changes in interest rates and the interest rate sensitivity of its assets and liabilities. The risk associated with changes in interest rates and the Company's ability to adapt to these changes is known as interest rate risk and is the Company's only significant "market" risk.

The Company monitors and measures its exposure to changes in interest rates in order to comply with applicable government regulations and risk policies established by the Board of Directors, and in order to preserve stockholder value. In monitoring interest rate risk, the Company analyzes assets and liabilities based on characteristics including size, coupon rate, repricing frequency, maturity date and likelihood of prepayment.

The Company's primary objective for its investment portfolio is to provide a source of liquidity for the Company. In addition, the investment portfolio may be used in the management of the Company's interest rate risk profile. The investment policy generally calls for funds to be invested among various categories of security types and maturities based upon the Company's need for liquidity, desire to achieve a proper balance between minimizing risk while maximizing yield, the need to provide collateral for borrowings, and the need to fulfill the Company's asset/liability management goals.

The Company's cost of funds responds to changes in interest rates due to the relatively short-term nature of its wholesale deposit portfolio, and due to the relatively short-term nature of its borrowed funds. The Company believes that its growing portfolio of longer duration, low-cost deposits generated from its payments division provides a stable and profitable funding vehicle, but also subjects the Company to greater risk in a falling interest rate environment than it would otherwise have without this portfolio. This risk is due to the fact that, while asset yields may decrease in a falling interest rate environment, the Company cannot significantly reduce interest costs associated with these deposits, which thereby compress the Company's net interest margin.

The Board of Directors and relevant government regulations establish limits on the level of acceptable interest rate risk at the Company, to which management adheres. There can be no assurance, however, that, in the event of an adverse change in interest rates, the Company's efforts to limit interest rate risk will be successful.

### Interest Rate Risk ("IRR")

**Overview.** The Company actively manages interest rate risk, as changes in market interest rates can have a significant impact on reported earnings. The Company's interest rate risk analysis is designed to compare income and economic valuation simulations in market scenarios designed to alter the direction, magnitude and speed of interest rate changes, as well as the slope of the yield curve. The Company does not currently engage in trading activities to control interest rate risk although it may do so in the future, if deemed necessary, to help manage interest rate risk.

**Earnings at risk and economic value analysis.** As a continuing part of its financial strategy, the Bank considers methods of managing an asset/liability mismatch consistent with maintaining acceptable levels of net interest income. In order to monitor interest rate risk, the Board of Directors has created an Asset/Liability Committee whose principal responsibilities are to assess the Bank's asset/liability mix and implement strategies that will enhance income while managing the Bank's vulnerability to changes in interest rates.

The Company uses two approaches to model interest rate risk: Earnings at Risk ("EAR analysis") and Economic Value of Equity ("EVE analysis"). Under EAR analysis, net interest income is calculated for each interest rate scenario and compared to the net interest income forecast in the base case. EAR analysis measures the sensitivity of interest-sensitive earnings over a one-year minimum time horizon. The results are affected by projected rates, prepayments, caps and floors. Management exercises its best judgment in making assumptions regarding events that management can influence, such as non-contractual deposit re-pricing, as well as events outside of management's control, such as customer behavior on loan and deposit activity and the effect that competition has on both lending and deposit pricing. These assumptions are subjective and, as a result, net interest income simulation results will differ from actual results due to the timing, magnitude, and frequency of interest rate changes, changes in market conditions, customer behavior and management strategies, among other factors. The Company performs various sensitivity analyses on assumptions of deposit attrition, loan prepayments, and asset re-pricing, as

well as market-implied forward rates and various likely and extreme interest rate scenarios, including rapid and gradual interest rate ramps, rate shocks and yield curve twists.

The EAR analysis used in the following table reflects the required analysis used no less than quarterly by management. It models basis point parallel shifts in market interest rates over the next one-year period. The following table shows the results of the scenarios as of September 30, 2021 and 2020:

#### Net Sensitive Earnings at Risk

		Change in Interest Income/Expense for a given change in interest rates					
		Over / (Under) Base Case Parallel Shift					
(Dollars in Thousands)	Book Value	-100	Base	+100	+200	+300	+400
Balances as of September 30, 2021							
Total interest-sensitive income	5,880,667	263,269	277,479	302,440	327,277	352,428	377,750
Total interest-sensitive expense	501,932	603	770	1,958	3,178	4,426	5,698
Net interest-sensitive income		262,666	276,709	300,482	324,099	348,002	372,052
Percentage change from base		-5.1 %	— %	8.6 %	17.1 %	25.8 %	34.5 %
Balances as of September 30, 2020							
Total interest-sensitive income	5,273,791	246,070	251,977	275,320	298,406	322,340	346,057
Total interest-sensitive expense	633,326	1,868	2,337	5,433	8,542	11,666	14,802
Net interest-sensitive income		244,202	249,640	269,887	289,864	310,674	331,255
Percentage change from base		-2.2 %	— %	8.1 %	16.1 %	24.4 %	32.7 %

The EAR analysis reported at September 30, 2021 shows that Total Interest Sensitive Income will change more rapidly than Total Interest Sensitive Expense over the next year. IRR is a snapshot in time. The Company's business and deposits are predictably cyclical on a weekly, monthly and yearly basis. The Company's static IRR results could vary depending on which day of the week the month ends, primarily related to payroll processing and timing of when certain programs are prefunded and when the funds are received.

Under EVE analysis, the economic value of financial assets, liabilities and off-balance sheet instruments is derived under each rate scenario. The economic value of equity is calculated as the difference between the estimated market value of assets and liabilities, net of the impact of off-balance sheet instruments.

The EVE analysis used in the following table reflects the required analysis used no less than quarterly by management. It models immediate basis point parallel shifts in market interest rates. The following table shows the results of the scenario as of September 30, 2021 and 2020:

#### Economic Value Sensitivity

	Standard (Parallel Shift)				
	Economic Value of Equity at Risk %				
	-100	+100	+200	+300	+400
<b>Balances as of September 30, 2021</b>					
Percentage change from base	-12.9 %	8.4 %	14.5 %	19.5 %	24.6 %
<b>Balances as of September 30, 2020</b>					
Percentage change from base	-9.4 %	9.2 %	15.7 %	20.6 %	24.8 %

The EVE at risk reported at September 30, 2021 shows that the economic value of equity position will be more sensitive to changes in interest rates than the prior period due to the large amount of non-interest bearing funding compared with the prior period.

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

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Stockholders and the Board of Directors of Meta Financial Group, Inc.  
Sioux Falls, South Dakota

### Opinion on the Financial Statements

We have audited the accompanying consolidated statement of financial condition of Meta Financial Group, Inc. and Subsidiaries (the "Company") as of September 30, 2021 and 2020, the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows for the years ended in the three-year period ended September 30, 2021, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of September 30, 2021 and 2020, and the results of its operations and its cash flows for each of the years in the three-year period ended September 30, 2021, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of September 30, 2021, based on criteria established in Internal Control – Integrated Framework: (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated November 23, 2021 expressed an adverse opinion.

### Change in Accounting Principle

As discussed in Note 1 to the financial statements, the Company has changed its method of accounting for credit losses effective October 1, 2020 due to the adoption of Financial Accounting Standards Board's Accounting Standards Codification No. 326, Financial Instruments – Credit Losses (ASC 326). The Company adopted the new credit loss standard using the modified retrospective method such that prior period amounts are not adjusted and continue to be reported in accordance with previously applicable generally accepted accounting principles. The adoption of the new credit loss standard and its subsequent application is also communicated as a critical audit matter below.

### Basis for Opinion

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures 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 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 a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

## Allowance for Credit Losses (ACL) – Qualitative Adjustments

As described in Notes 1 and 5 to the financial statements and referred to in the change in accounting principle explanatory paragraph above, the Company adopted ASC 326 as of October 1, 2020, which, among other things, required the Company to recognize expected credit losses over the contractual lives of financial assets carried at amortized cost, including loans receivable, utilizing the Current Expected Credit Losses (“CECL”) methodology. Estimates of expected credit losses are based on relevant information about current conditions, past events, and reasonable and supportable forward-looking forecasts regarding collectability of the reported amounts. For most of its loan segments, the Company utilized a cohort model which computes the historical life-of-loan loss rate for each identified loan segment (also referred to as the “quantitative loss rates”). The quantitative loss rates are then adjusted, as deemed necessary, based on current economic forecasts over a twelve-month reasonable and supportable forecast period as well as for measurement date credit characteristics including problem loan and delinquency trends, portfolio growth and other factors (also referred to as the “qualitative adjustments”).

We have identified auditing the qualitative adjustments as a critical audit matter as management’s determination of the qualitative adjustments used in the ACL is subjective and involves significant management judgements; and our audit procedures related to the qualitative adjustments involved a high degree of auditor judgment and required significant audit effort, including the need to involve more experienced audit personnel.

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

- Testing the effectiveness of controls over the qualitative adjustments used in the ACL calculation including controls addressing:
  - Testing the design and operating effectiveness of controls pertaining to the key assumptions and judgments applied in the development of the qualitative adjustments.
  - Testing the design and operating effectiveness of the controls around the mathematical accuracy of the qualitative adjustments applied to the loan segments in the ACL calculation.
- Substantively testing management’s determination of the qualitative adjustments used in the ACL estimate, including evaluating their judgements and assumptions, including:
  - Testing management’s process for developing the qualitative adjustments and assessing the reasonableness, relevance and reliability of data used to develop the adjustments, including evaluating their judgments and assumptions for reasonableness. Among other procedures, our evaluation considered evidence from internal and external sources, loan portfolio performance and whether such assumptions were applied consistently from period to period.
  - Analytically evaluating the qualitative adjustments for directional consistency, testing for reasonableness, and obtaining evidence for significant changes.
  - Testing the mathematical accuracy of the qualitative adjustments applied to the loan segments in the ACL calculation.

/s/ Crowe LLP

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

Grand Rapids, Michigan  
November 23, 2021

**META FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Financial Condition**

(Dollars in Thousands, Except Per Share Data)

<b>ASSETS</b>	<b>September 30, 2021</b>	<b>September 30, 2020</b>
Cash and cash equivalents	\$ 314,019	\$ 427,367
Investment securities available for sale, at fair value	847,870	814,495
Mortgage-backed securities available for sale, at fair value	1,017,029	453,607
Investment securities held to maturity, at amortized cost (fair value \$52,576 and \$88,194, respectively)	52,944	87,183
Mortgage-backed securities held to maturity, at amortized cost	3,725	5,427
Loans held for sale	56,194	183,577
Loans and leases	3,609,563	3,322,765
Allowance for credit losses	(68,281)	(56,188)
Federal Reserve Bank and Federal Home Loan Bank Stock, at cost	28,400	27,138
Accrued interest receivable	16,254	16,628
Premises, furniture, and equipment, net	44,888	41,608
Rental equipment, net	213,116	205,964
Bank-owned life insurance	94,749	92,315
Foreclosed real estate and repossessed assets, net	2,077	9,957
Goodwill	309,505	309,505
Intangible assets	33,148	41,692
Prepaid assets	10,513	8,328
Deferred taxes, net	25,173	17,723
Other assets	79,764	82,983
<b>Total assets</b>	<b>\$ 6,690,650</b>	<b>\$ 6,092,074</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>LIABILITIES</b>		
Deposits:		
Noninterest-bearing checking	\$ 5,018,233	\$ 4,356,630
Interest-bearing checking	254,721	157,571
Savings deposits	86,356	47,866
Money market deposits	67,204	48,494
Time certificates of deposit	9,091	20,223
Wholesale deposits	79,366	348,416
Total deposits	5,514,971	4,979,200
Long-term borrowings	92,834	98,224
Accrued interest payable	579	1,923
Accrued expenses and other liabilities	210,382	165,419
<b>Total liabilities</b>	<b>5,818,766</b>	<b>5,244,766</b>
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, 3,000,000 shares authorized, no shares issued, none outstanding at September 30, 2021 and 2020, respectively	—	—
Common stock, \$0.01 par value; 90,000,000 shares authorized, 31,686,483 and 34,479,164 shares issued, 31,669,952 and 34,360,890 shares outstanding at September 30, 2021 and 2020, respectively	317	344
Common stock, Nonvoting, \$0.01 par value; 3,000,000 shares authorized, no shares issued, none outstanding at September 30, 2021 and 2020, respectively	—	—
Additional paid-in capital	604,484	594,569
Retained earnings	259,189	234,927
Accumulated other comprehensive income (loss)	7,599	17,542
Treasury stock, at cost, 16,531 and 118,274 common shares at September 30, 2021 and 2020, respectively	(860)	(3,677)
<b>Total equity attributable to parent</b>	<b>870,729</b>	<b>843,705</b>
Noncontrolling interest	1,155	3,603
<b>Total stockholders' equity</b>	<b>871,884</b>	<b>847,308</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 6,690,650</b>	<b>\$ 6,092,074</b>

See Notes to Consolidated Financial Statements.

**META FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Operations**

(Dollars in Thousands, Except Per Share Data)	Fiscal Year Ended September 30,		
	2021	2020	2019
Interest and dividend income:			
Loans and leases, including fees	\$ 256,080	\$ 261,128	\$ 274,528
Mortgage-backed securities	12,155	9,028	11,390
Other investments	17,619	22,685	39,811
	<u>285,854</u>	<u>292,841</u>	<u>325,729</u>
Interest expense:			
Deposits	1,593	22,616	46,648
FHLB advances and other borrowings	5,270	11,187	14,874
	<u>6,863</u>	<u>33,803</u>	<u>61,522</u>
<b>Net interest income</b>	<b>278,991</b>	<b>259,038</b>	<b>264,207</b>
Provision for credit losses	49,766	64,776	55,650
<b>Net interest income after provision for credit losses</b>	<b>229,225</b>	<b>194,262</b>	<b>208,557</b>
Noninterest income:			
Refund transfer product fees	37,967	36,061	39,198
Tax advance product fees	47,639	31,826	34,687
Payment card and deposit fees	107,182	87,379	87,130
Other bank and deposit fees	939	1,310	1,942
Rental income	39,416	44,826	41,053
Net gain realized on investment securities	6	51	729
Gain on divestitures	—	19,275	—
Gain on sale of other	11,515	4,425	7,831
Other income	26,240	14,641	9,975
<b>Total noninterest income</b>	<b>270,904</b>	<b>239,794</b>	<b>222,545</b>
Noninterest expense:			
Compensation and benefits	151,090	136,247	155,811
Refund transfer product expense	11,861	7,644	7,526
Tax advance product expense	2,564	2,723	3,102
Card processing	27,201	25,956	23,677
Occupancy and equipment expense	29,269	26,995	28,071
Operating lease equipment depreciation	30,987	32,831	26,181
Legal and consulting	31,341	20,858	17,310
Intangible amortization	8,545	10,997	17,711
Impairment expense	2,818	1,982	9,660
Other expense	48,007	52,818	44,111
<b>Total noninterest expense</b>	<b>343,683</b>	<b>319,051</b>	<b>333,160</b>
<b>Income before income tax expense</b>	<b>156,446</b>	<b>115,005</b>	<b>97,942</b>
Income tax expense (benefit)	10,701	5,661	(3,374)
<b>Net income before noncontrolling interest</b>	<b>145,745</b>	<b>109,344</b>	<b>101,316</b>
<b>Net income attributable to noncontrolling interest</b>	<b>4,037</b>	<b>4,624</b>	<b>4,312</b>
<b>Net income attributable to parent</b>	<b>\$ 141,708</b>	<b>\$ 104,720</b>	<b>\$ 97,004</b>
Earnings per common share:			
Basic	\$ 4.38	\$ 2.94	\$ 2.49
Diluted	\$ 4.38	\$ 2.94	\$ 2.49

See Notes to Consolidated Financial Statements.

**META FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Comprehensive Income**

	Fiscal Year Ended September 30,		
(Dollars in Thousands)	2021	2020	2019
Net income before noncontrolling interest	\$ 145,745	\$ 109,344	\$ 101,316
Other comprehensive income (loss):			
Change in net unrealized gain (loss) on debt securities	(13,896)	15,164	53,739
Net (gain) realized on investment securities	(6)	(51)	(729)
	(13,902)	15,113	53,010
Unrealized gain (loss) on currency translation	476	(101)	(122)
Deferred income tax effect	(3,483)	3,809	12,963
Total other comprehensive income (loss)	(9,943)	11,203	39,925
Total comprehensive income	135,802	120,547	141,241
Total comprehensive income attributable to noncontrolling interest	4,037	4,624	4,312
Comprehensive income attributable to parent	\$ 131,765	\$ 115,923	\$ 136,929

See Notes to Consolidated Financial Statements.



**META FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Stockholders' Equity**

	Meta Financial Group							
	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total Meta Stockholders' Equity	Non-controlling Interest	Total Stockholders' Equity
(Dollars in Thousands, Except Per Share Data)								
Balance, September 30, 2018	\$ 393	\$ 565,811	\$ 213,048	\$ (33,111)	\$ (1,989)	\$ 744,152	\$ 3,574	\$ 747,726
Adoption of Accounting Standards Update 2014-09, net of income taxes	—	—	1,502	—	—	1,502	—	1,502
Adoption of Accounting Standards Update 2016-01, net of income taxes	—	—	475	(475)	—	—	—	—
Cash dividends declared on common stock (\$0.20 per share)	—	—	(7,760)	—	—	(7,760)	—	(7,760)
Issuance of common shares due to exercise of stock options	—	44	—	—	—	44	—	44
Issuance of common shares due to restricted stock	3	—	—	—	—	3	—	3
Issuance of common shares due to ESOP	—	2,011	—	—	—	2,011	—	2,011
Shares repurchased	(18)	18	(46,500)	—	(3,412)	(49,912)	—	(49,912)
Retirement of treasury stock	—	—	(4,956)	—	4,956	—	—	—
Stock compensation	—	12,942	—	—	—	12,942	—	12,942
Total other comprehensive income	—	—	—	39,925	—	39,925	—	39,925
Net income	—	—	97,004	—	—	97,004	4,312	101,316
Net investment by (distribution to) noncontrolling interests	—	—	—	—	—	—	(3,839)	(3,839)
Balance, September 30, 2019	\$ 378	\$ 580,826	\$ 252,813	\$ 6,339	\$ (445)	\$ 839,911	\$ 4,047	\$ 843,958
Balance, September 30, 2019	\$ 378	\$ 580,826	\$ 252,813	\$ 6,339	\$ (445)	\$ 839,911	\$ 4,047	\$ 843,958
Cash dividends declared on common stock (\$0.20 per share)	—	—	(7,100)	—	—	(7,100)	—	(7,100)
Issuance of common shares due to exercise of stock options	1	265	—	—	—	266	—	266
Issuance of common shares due to restricted stock	2	—	—	—	—	2	—	2
Issuance of common shares due to ESOP	1	3,219	—	—	—	3,220	—	3,220
Shares repurchased	(38)	38	(115,506)	—	(3,232)	(118,738)	—	(118,738)
Stock compensation	—	10,221	—	—	—	10,221	—	10,221
Total other comprehensive income	—	—	—	11,203	—	11,203	—	11,203
Net income	—	—	104,720	—	—	104,720	4,624	109,344
Net investment by (distribution to) noncontrolling interests	—	—	—	—	—	—	(5,068)	(5,068)
Balance, September 30, 2020	\$ 344	\$ 594,569	\$ 234,927	\$ 17,542	\$ (3,677)	\$ 843,705	\$ 3,603	\$ 847,308
Balance, September 30, 2020	\$ 344	\$ 594,569	\$ 234,927	\$ 17,542	\$ (3,677)	\$ 843,705	\$ 3,603	\$ 847,308
Adoption of Accounting Standards Update 2016-13, net of income taxes	—	—	(8,351)	—	—	(8,351)	(2,452)	(10,803)
Cash dividends declared on common stock (\$0.20 per share)	—	—	(6,400)	—	—	(6,400)	—	(6,400)
Issuance of common shares due to ESOP	2	3,034	—	—	—	3,036	—	3,036
Shares repurchased	(29)	29	(96,999)	—	(2,879)	(99,878)	—	(99,878)
Retirement of treasury stock	—	—	(5,696)	—	5,696	—	—	—
Stock compensation	—	6,852	—	—	—	6,852	—	6,852
Total other comprehensive loss	—	—	—	(9,943)	—	(9,943)	—	(9,943)
Net income	—	—	141,708	—	—	141,708	4,037	145,745
Net investment by (distribution to) noncontrolling interests	—	—	—	—	—	—	(4,033)	(4,033)
Balance, September 30, 2021	\$ 317	\$ 604,484	\$ 259,189	\$ 7,599	\$ (860)	\$ 870,729	\$ 1,155	\$ 871,884

See Notes to Consolidated Financial Statements.

**META FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
Consolidated Statements of Cash Flows

(Dollars in Thousands)	Fiscal Year Ended September 30,		
	2021	2020	2019
<b>Cash flows from operating activities:</b>			
Net income before noncontrolling interest	\$ 145,745	\$ 109,344	\$ 101,316
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation, amortization and accretion, net	59,047	60,745	55,149
Stock compensation	6,852	10,221	12,942
Provision (recovery):			
Credit losses	49,766	64,776	55,650
Deferred taxes	(1,639)	(2,347)	(14,301)
Loans held for sale:			
Originations	(601,481)	(98,798)	(171,260)
Purchases	—	—	(15,443)
Proceeds from sales	890,340	319,123	125,357
Net change	588	22,855	31,819
Fair value adjustment of foreclosed real estate	591	568	139
Net realized (gain) loss:			
Other assets	28	361	(89)
Divestitures	—	(19,275)	—
Foreclosed real estate and repossessed assets	(4)	4,960	278
Securities available for sale, net	(6)	(51)	(729)
Loans held for sale	(8,610)	(5,389)	(5,089)
Lease receivables and equipment	(2,257)	(4,335)	(2,930)
Net change:			
Other assets	825	1,524	(5,427)
Deposits held for sale	—	1,535	—
Accrued interest payable	(1,344)	(7,491)	1,620
Accrued expenses and other liabilities	45,264	8,643	16,623
Accrued interest receivable	374	2,050	1,616
Change in bank-owned life insurance value	(2,434)	(2,488)	(2,534)
Impairment on assets held for sale	—	242	—
Impairment on rental equipment	—	447	6,194
Impairment of intangibles	—	—	111
<b>Net cash provided by operating activities</b>	<b>581,645</b>	<b>467,220</b>	<b>191,012</b>
<b>Cash flows from investing activities:</b>			
Securities available for sale:			
Purchases	(1,041,768)	(229,326)	(299,269)
Proceeds from sales	50,468	4,904	755,616
Proceeds from maturities and principal repayments	371,898	237,254	164,044
Securities held to maturity:			
Proceeds from maturities and principal repayments	34,268	40,017	35,025
Loans and leases:			
Purchases	(311,332)	(151,435)	(262,622)
Proceeds from sales	13,850	9,991	13,838
Net change	(196,356)	(100,508)	(591,785)
Proceeds from sales of foreclosed real estate and repossessed assets	8,952	23,992	1,905
Federal Reserve Bank and Federal Home Loan Bank stock:			
Purchases	(1,296)	(472,000)	(878,316)
Redemption	34	475,778	870,800
Rental equipment:			
Purchases	(50,437)	(53,637)	(144,432)
Proceeds from sales	16,822	14,692	8,301
Net change	(630)	2,623	1,567
Premises, furniture, and equipment:			
Purchases	(12,961)	(12,266)	(13,971)

Proceeds from sales	86	107	101
Proceeds from divestitures	—	3,498	—
<b>Net cash (used in) investing activities</b>	<b>(1,118,402)</b>	<b>(206,316)</b>	<b>(339,198)</b>
<b>Cash flows from financing activities:</b>			
Net change:			
Checking, savings, and money market deposits	815,953	2,229,075	48,897
Time certificates of deposit	(11,132)	(89,062)	(167,044)
Wholesale deposits	(269,050)	(1,208,885)	26,014
FHLB and other borrowings	—	(275,000)	275,000
Federal funds	—	(477,000)	55,000
Securities sold under agreements to repurchase	—	(4,019)	325
Distribution to noncontrolling interest	(4,033)	(5,068)	(3,839)
Proceeds from other liabilities	80	1,633	7,916
Principal payments:			
Other liabilities	(5,611)	(7,568)	(11,691)
Capital lease obligations	(32)	(1,737)	(88)
Cash dividends paid	(6,400)	(7,100)	(7,760)
Issuance of common stock due to ESOP	3,036	3,220	2,011
Issuance of common stock due to restricted stock	—	2	3
Proceeds from exercise of stock options and issuance of common stock	—	266	44
Shares repurchased	(99,878)	(118,738)	(49,912)
<b>Net cash provided by financing activities</b>	<b>422,933</b>	<b>40,019</b>	<b>174,876</b>
Effect of exchange rate changes on cash	476	(101)	(122)
<b>Net change in cash and cash equivalents</b>	<b>(113,348)</b>	<b>300,822</b>	<b>26,568</b>
Cash and cash equivalents at beginning of fiscal year	427,367	126,545	99,977
<b>Cash and cash equivalents at end of fiscal period</b>	<b>\$ 314,019</b>	<b>\$ 427,367</b>	<b>\$ 126,545</b>

(Dollars in Thousands)	Fiscal Year Ended September 30,		
	2021	2020	2019
<b>Supplemental disclosure of cash flow information:</b>			
Cash paid during the period for:			
Interest	\$ 8,207	\$ 41,294	\$ 59,902
Income taxes	8,038	6,223	(2,821)
Franchise taxes	250	281	223
Other taxes	722	535	557

<b>Supplemental schedule of non-cash investing activities:</b>			
Transfers			
Loans and leases to foreclosed real estate and repossessed assets	\$ 9	\$ 9,983	\$ —
Loans and leases to rental equipment	28,604	2,134	—
Rental equipment to loan and leases	24,324	8,924	210
Rental equipment to foreclosed real estate and repossessed assets	1,650	—	—
Loans and leases to held for sale	188,638	542,101	99,992
Held for sale to loans and leases	36,919	—	—
Other assets to held for sale	—	7,858	—
Deposits to held for sale	—	288,975	—
Recognition of operating lease ROU assets, net of measurements	12,954	28,666	—
Short and long term debt transferred from other liabilities	—	—	20,026

See Notes to Consolidated Financial Statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements include the accounts of Meta Financial Group, Inc. (the "Company"), a registered bank holding company located in Sioux Falls, South Dakota, and its wholly-owned subsidiaries. The Company's subsidiaries include MetaBank (the "Bank"), a national bank whose primary federal regulator is the Office of the Comptroller of the Currency (the "OCC"), and Meta Capital, LLC, a wholly-owned service corporation subsidiary of MetaBank which invests in companies in the financial services industry. All significant intercompany balances and transactions have been eliminated. The Company also owns 100% of First Midwest Financial Capital Trust I (the "Trust"), which was formed in July 2001 for the purpose of issuing trust preferred securities, and Crestmark Capital Trust I, which was acquired from the Crestmark Acquisition in August 2018. The Trust and Crestmark Capital Trust I are not included in the Consolidated Financial Statements of the Company. In addition, the Company evaluates its relationships with other entities to identify whether they are variable interest entities ("VIEs") and to assess whether it is the primary beneficiary of such entities. If the determination is made that the Company is the primary beneficiary, then that entity is included in the Consolidated Financial Statements.

#### Variable Interest Entities

VIEs are defined by contractual ownership or other interests that change with fluctuations in the VIE's net asset value. The primary beneficiary is the entity which has both: (1) the power to direct the activities of the VIE that most significantly impacts the VIE's economic performance, and (2) the obligation to absorb losses or receive benefits of the entity that could potentially be significant to the VIE. To determine whether or not a variable interest the Company holds could potentially be significant to the VIE, the Company considers both qualitative and quantitative factors regarding the nature, size and form of the Company's involvement with the VIE. Further, the Company assesses whether or not the Company is the primary beneficiary of a VIE on an ongoing basis.

Crestmark Capital Trust I qualifies as a VIE for which the Company is not the primary beneficiary. Consequently, the accounts of that entity are not consolidated in the Company's Financial Statements.

As a result of the Crestmark Acquisition, the Company acquired existing membership interests of five joint venture limited liability companies (the "LLCs"). The Company holds 80% of the membership interests in each of the five LLC entities, which offer commercial lending and other financing arrangements. In connection with these LLCs, the Company exclusively provides funding for each entity's activities. The Company determined it is the primary beneficiary of all five LLCs as it has the managing power under the terms of each of the LLC operating agreements. Results of the five LLCs are reflected in the Company's September 30, 2021 Consolidated Financial Statements and are summarized below. The assets recognized as a result of consolidating the LLCs are the property of the LLCs and are not available for any other purpose.

(Dollars in Thousands)	At September 30, 2021
Cash and cash equivalents	\$ 1,776
Loans and leases	117,544
Allowance for credit losses	(4,971)
Accrued interest receivable	261
Foreclosed real estate and repossessed assets, net	258
Other assets	3,913
<b>Total assets</b>	<b>118,781</b>
Accrued expenses and other liabilities	1,876
Noncontrolling interest	1,155
<b>Net assets less noncontrolling assets</b>	<b>\$ 115,750</b>

Amounts for noncontrolling interests reflect the proportionate share of membership interest (equity) and net income attributable to the holders of minority membership interest in the following entities:

- Capital Equipment Solutions, LLC ("CES") - CES engages in the business of providing equipment financing term loans.
- CM Help, LLC - CM Help provides flexible patient loan programs to hospitals and patient clients of hospitals as a financing alternative for the self-pay and co-pay portions of patients' hospital expenses.
- CM Southgate II, LLC - CM Southgate II engages in the business of acquiring fleet leases and semi-trailer/tractor loans and leases.
- CM Sterling, LLC - CM Sterling engages in asset based lending and factoring.
- CM TFS, LLC - CM TFS engages in the business of acquiring equipment financing term loans and leases.

#### **NATURE OF BUSINESS AND INDUSTRY SEGMENT INFORMATION**

One of the Company's primary sources of revenue relates to payment processing services for prepaid debit cards, ATM sponsorship, tax refund transfer and other money transfer systems and services. Additionally, a significant source of revenue for the Company is interest from the purchase or origination of commercial finance loans, consumer finance loans, and warehouse finance loans. The Company accepts deposits from customers in the normal course of business on a national basis through its Meta Payments and tax services divisions, and through wholesale funding. The Company operates in the banking industry, which accounts for the majority of its revenues and assets. The Company uses the "management approach" for reporting information about segments in annual and interim financial statements. The management approach is based on the way the chief operating decision-maker organizes segments within a company for making operating decisions and assessing performance. Reportable segments are based on products and services, geography, legal structure, management structure and any other manner in which management disaggregates a company. Based on the management approach model, the Company has determined that its business is comprised of three reporting segments. See Note 21. Segment Reporting for additional information on the Company's segment reporting.

#### **USE OF ESTIMATES IN PREPARING FINANCIAL STATEMENTS**

The preparation of Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Certain significant estimates include the valuation of residual values within lease receivables, allowance for credit losses, the valuation of goodwill and intangible assets and the fair values of securities and other financial instruments. These estimates are reviewed by management regularly; however, they are particularly susceptible to significant changes in the future.

#### **CASH AND CASH EQUIVALENTS**

For purposes of reporting cash flows, cash and cash equivalents is defined to include the Company's cash on hand and due from financial institutions and short-term interest-bearing deposits in other financial institutions. The Company reports cash flows net for customer loan transactions, securities purchased under agreement to resell, federal funds purchased, deposit transactions, securities sold under agreements to repurchase, and Federal Home Loan Bank ("FHLB") advances with terms less than 90 days. The Bank is required to maintain reserve balances in cash or on deposit with the FRB, based on a percentage of deposits. The total of those reserve balances was zero at September 30, 2021, and zero at September 30, 2020. The Company at times maintains balances in excess of insured limits at various financial institutions including the FHLB, the FRB and other private institutions. At September 30, 2021, the Company had \$2.3 million interest-bearing deposits held at the FHLB and \$184.7 million in interest-bearing deposits held at the FRB. The Company does not believe these instruments carry a significant risk of loss, but cannot provide assurances that no losses could occur if these institutions were to become insolvent.

## SECURITIES

GAAP requires that, at acquisition, an enterprise classify debt securities into one of three categories: Available for Sale ("AFS"), Held to Maturity ("HTM") or trading. AFS debt securities are carried at fair value on the Consolidated Statements of Financial Condition. Unrealized holding gains and losses due to risk of credit loss are recognized in earnings while unrealized holding gains and losses due to market conditions and other non-credit risk factors are excluded from earnings and recognized as a separate component of equity in accumulated other comprehensive income (loss) ("AOCI"). See Note 24. Fair Values of Financial Instruments for additional information on fair value of AFS debt securities. HTM debt securities are measured at amortized cost. The Company classifies the majority of its debt securities as AFS, which are those the Company may decide to sell if needed for liquidity, asset/liability management, or other reasons. Both AFS and HTM are subject to an allowance for credit loss. Meta did not hold trading securities at September 30, 2021 or 2020.

Gains and losses on the sale of securities are determined using the specific identification method based on amortized cost and are reflected in results of operations at the time of sale. Interest and dividend income, adjusted by amortization of purchase premium or discount using the level yield method, is included in income as earned. For callable debt securities, any purchase premium is amortized to the first call date while any discount is accreted over the contractual life of the security.

### Debt Securities Credit Losses

The Company evaluates HTM debt securities for credit losses on a quarterly basis and records any such losses as a component of provision for credit losses in the Consolidated Statements of Operations. The Company has concluded that its portfolio as of September 30, 2021 has a zero risk of credit loss due to the U.S. Government financial guarantees underlying the securities within the HTM portfolio and as a result has not recorded an allowance for credit loss.

The Company evaluates AFS debt securities for credit losses on a quarterly basis and records any such losses as a component of provision for credit losses in the Consolidated Statements of Operations. The Company has concluded that any unrealized holding losses in its portfolio as of September 30, 2021 are not related to credit loss and as a result has not recorded an allowance for credit loss. See Note 4. Securities for further information.

### Equity Investments

The Company holds marketable equity securities, which have readily determinable fair value, and include common equity and mutual funds. These securities are recorded at fair value with unrealized gains and losses, due to changes in fair value, reflected in earnings. Interest and dividend income from these securities is recognized in interest income. See Note 4. Securities for additional information on marketable equity securities.

The Company also holds non-marketable equity investments that are included in Other Assets in the Company's Consolidated Financial Statements. The Company generally accounts for these investments under the equity method or the provisions of Accounting Standards Codification ("ASC") 321. Equity Securities. Investments where the Company has significant influence, but not control, over the investee are accounted for under the equity method. Investments where the Company cannot exercise significant influence over the investee are measured at fair value, with changes in fair value recognized in earnings, unless those investments have no readily determinable fair value. Investments without readily determinable fair value are measured under the measurement alternative, which reflects cost less impairment, with adjustments in value resulting from observable price changes arising from orderly transactions of the same or a similar security from the same issuer ("measurement alternative investments").

The Company reviews for impairment for equity method and measurement alternative investments and includes an analysis of the facts and circumstances for each investment, expectations of cash flows, capital needs, and viability of its business model. For equity method, the asset carrying value is reduced when the decline in fair value is considered to be other than temporary. For measurement alternative investments, the asset carrying value is reduced when the fair value is less than the carrying value, without the consideration of recovery.

The Company held the following non-marketable equity investments:

- **Equity Method** - The Company held equity method investments of \$3.1 million within other assets as of September 30, 2021 and \$11.0 million at September 30, 2020. The Company's ownership of such investments typically ranges from 5% - 25% of the investee. The Company recognized net earnings from these investments in the amount of \$0.3 million within noninterest income for the fiscal year ended September 30, 2021. The Company elected to classify distributions received from equity method investments using the cumulative earnings approach on the Consolidated Statements of Cash Flows.
- **Fair Value Method** - The Company held equity investments measured at net asset value (NAV) per share (or its equivalent) of \$4.6 million at September 30, 2021 and \$2.8 million at September 30, 2020 where NAV is considered the fair value practical expedient. These investments are recorded within other assets on the Company's Consolidated Financial Statements. Fluctuations in fair value are recognized in earnings within noninterest income.
- **Measurement Alternative** - The Company held equity investments measured using the measurement alternative of \$12.9 million as of September 30, 2021 and \$12.0 million at September 30, 2020 within other assets on the Company's Consolidated Financial Statements. The Company recognized a fair value increase of \$8.0 million and none during the fiscal years ended September 30, 2021 and 2020, respectively. The Company recognized impairment losses of \$2.6 million and \$1.3 million on such investments during the fiscal years ended September 30, 2021 and 2020, respectively.

#### **LOANS HELD FOR SALE ("LHFS")**

LHFS include commercial loans originated under the guidelines of the SBA or USDA, consumer loans, and loans retained in the community bank portfolio. LHFS are held at the lower of cost or fair value. Generally, LHFS are valued on an aggregate portfolio basis. Any amount by which the cost exceeds fair value is initially recorded as a valuation allowance and subsequently reflected in the gain or loss on sale when sold. At September 30, 2021 and 2020, there was no valuation allowance recorded for LHFS. Gains and losses on LHFS are recorded in noninterest income on the Consolidated Statements of Operations. Loan costs and fees are deferred at origination and are recognized in income at the time of sale. Interest income is calculated based on the note rate of the loan and is recorded as interest income. For loans transferred to LHFS due to change in intent of holding the loans to maturity or for the foreseeable future, such loans are transferred at lower of cost or fair value.

#### **LOANS AND LEASES**

##### **Loans Receivable**

Loans receivable that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are reported at their outstanding principal balances net of any unearned income, cumulative charge-offs, unamortized deferred fees and costs on originated loans, and unamortized premiums or discounts on purchased loans.

Interest income on loans is accrued over the term of the loans based upon the amount of principal outstanding except when serious doubt exists as to the collectability of a loan, in which case the accrual of interest is discontinued. Unearned income, deferred loan fees and costs, and discounts and premiums are amortized to interest income over the contractual life of the loan using the interest method. The Company generally places Community Banking loans on nonaccrual status when: the full and timely collection of interest or principal becomes uncertain; they are 90 days past due for interest or principal, unless they are both well-secured and in the process of collection; or part of the principal balance has been charged off. The majority of the Company's National Lending loans follow the same nonaccrual policy as Community Banking loans with certain commercial finance, consumer finance and tax service loans not generally being placed on non-accrual status, but instead are charged off when the collection of principal and interest become doubtful. When placed on nonaccrual status, the accrued unpaid interest receivable is reversed against interest income and any remaining amortizing of net deferred fees is suspended. Cash collected on these loans is applied to first reduce the carrying value of the loan with any remainder being recognized as interest income. Generally, a loan can return to accrual status when all delinquent interest and principal become current under the terms of the loan agreement and collectability of the remaining principal and interest is no longer doubtful. Loans are considered past due when contractually required principal or interest payments have not been made on the due dates. Prior to the adoption of CECL, loans and leases on nonaccrual status were accounted for and disclosed as impaired loans and leases.

For commercial loans, the Company generally fully charges off or charges down to net realizable value (fair value of collateral, less estimated costs to sell) for loans secured by collateral when: management judges the loans to be uncollectible; repayment is deemed to be protracted beyond reasonable time frames; the loan has been classified as a loss by either the Company's internal loan review process or its banking regulatory agencies; the customer has filed bankruptcy and the loss becomes evident owing to lack of assets; or the loan meets a defined number of days past due unless the loan is both well-secured and in the process of collection. For consumer loans, the Company fully charges off or charges down to net realizable value when deemed uncollectible due to bankruptcy or other factors, or meets a defined number of days past due.

As part of the Company's ongoing risk management practices, management generally attempts to work with borrowers when necessary to extend or modify loan terms to better align with their current ability to repay. Extensions and modifications to loans are made in accordance with internal policies and guidelines which conform to regulatory guidance. Modified loan terms may include interest rate reductions, principal forgiveness, term extensions, payment forbearance or other actions intended to minimize the Company's economic loss and to avoid foreclosure or repossession of the collateral. Each occurrence is unique to the borrower and is evaluated separately. In a situation where an economic concession has been granted to a borrower that is experiencing financial difficulty, the Company identifies and reports that loan as a troubled debt restructuring ("TDR"). Management considers regulatory guidelines when restructuring loans to ensure that prudent lending practices are followed. As such, qualification criteria and payment terms consider the borrower's current and prospective ability to comply with the modified terms of the loan. Additionally, the Company structures loan modifications with the intent of strengthening repayment prospects. Loans that are reported as TDRs apply the identical criteria in the determination of whether the loan should be accruing or not accruing. The event of classifying the loan as a TDR due to a modification of terms may be independent from the determination of accruing interest on a loan. Prior to the adoption of CECL, loans and leases designated as TDRs were accounted for and disclosed as impaired loans and leases.

#### **Leases Receivable**

The Company provides various types of commercial lease financing that are classified for accounting purposes as direct financing, sales-type or operating leases. Leases that transfer substantially all of the benefits and risks of ownership to the lessee are classified as direct financing or sales-type leases and are included in loans and leases receivable on the Consolidated Statements of Financial Condition. Direct financing and sales-type leases are carried at the combined present value of future minimum lease payments and lease residual values. The determination of lease classification requires various judgments and estimates by management, including the fair value of equipment at lease inception, useful life of the equipment under lease, lease residual value, and collectability of minimum lease payments.

Sales-type leases generate dealer profit, which is recognized at lease inception by recording lease revenue net of lease cost. Lease revenue consists of the present value of the future minimum lease payments. Lease cost consists of the lease equipment's book value, less the present value of its residual. Interest income on direct financing and sales-type leases is recognized using methods that approximate a level yield over the fixed, non-cancelable term of the lease. Recognition of interest income is generally discontinued at the time the lease becomes 90 days delinquent, unless the lease is well-secured and in process of collection. Delinquency and past due status is based on the contractual terms of the lease. The Company receives pro rata rent payments for the interim period until the lease contract commences and the fixed, non-cancelable lease term begins. Interim payments are recognized in the month they are earned and are recorded in interest income. Management has policies and procedures in place for the determination of lease classification and review of the related judgments and estimates for all lease financings.

The Company generally fully charges off or charges down to net realizable value (fair value of collateral, less estimated costs to sell) for leases when management judges the lease to be uncollectible; repayment is deemed to be protracted beyond reasonable time frames; the lease has been classified as a loss by either the Company's internal review process or its banking regulatory agencies; the customer has filed bankruptcy and the loss becomes evident owing to lack of assets; or the lease meets a defined number of days past due unless the lease is both well-secured and in the process of collection.



Some lease financings include a residual value component, which represents the estimated fair value of the leased equipment at the expiration of the initial term of the transaction. The estimation of the residual value involves judgments regarding product and technology changes, customer behavior, shifts in supply and demand, and other economic assumptions. The Company reviews residual assumptions at least annually and records impairment, if necessary, which is charged to non-interest expense in the period it becomes known. The Company may purchase and sell minimum lease payments, primarily as a credit risk reduction tool, to third-party financial institutions at fixed rates on a non-recourse basis with its underlying equipment as collateral. For those transactions that achieve sale treatment, the related lease cash flow stream and the non-recourse financing are derecognized. For those transactions that do not achieve sale treatment, the underlying lease remains on the Company's Consolidated Statements of Financial Condition and non-recourse debt is recorded in the amount of the proceeds received. The Company retains servicing of these leases and bills, collects, and remits funds to the third-party financial institution. Upon default by the lessee, the third-party financial institutions may take control of the underlying collateral which the Company would otherwise retain as residual value.

Leases that do not transfer substantially all benefits and risks of ownership to the lessee are classified as operating leases. Such leased equipment are included in rental equipment on the Consolidated Statements of Financial Condition and are depreciated on a straight-line basis over the term of the lease to its estimated residual value. Depreciation expense is recorded as operating lease equipment depreciation expense within noninterest expense. Operating lease rental income is recognized when it becomes due and is reflected as a component of noninterest income. An ACL is not provided on operating leases.

#### **LOAN SERVICING AND TRANSFERS OF FINANCIAL ASSETS**

The Company, from time to time, sells loan participations, generally without recourse. The Company also sells commercial SBA and USDA loans to third parties, generally without recourse. Sold loans are not included in the Consolidated Financial Statements. The Bank generally retains the right to service the sold loans for a fee and records a servicing asset, which is included within other assets on the Consolidated Statements of Financial Condition. At September 30, 2021 and 2020, the Bank was servicing loans for others with aggregate unpaid principal balances of \$307.3 million and \$232.3 million, respectively. The service fees and ancillary income related to these loans were immaterial.

Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been legally isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

#### **ALLOWANCE FOR CREDIT LOSSES**

The ACL represents management's estimate of current credit losses expected to be incurred by the loan and lease portfolio over the life of each financial asset as of the balance sheet date. The Company individually evaluates loans and leases that do not share similar risk characteristics with other financial assets for impairment, which generally means loans and leases identified as troubled debt restructurings or loans and leases on nonaccrual status. All other loans and leases are evaluated collectively for credit loss. A reserve for unfunded credit commitments such as letters of credit and binding unfunded loan commitments is recorded in other liabilities on the Consolidated Statements of Financial Condition.

Individually evaluated loans and leases are a key component of the ACL. Generally, the Company measures credit loss on individually evaluated loans based on the fair value of the collateral less estimated selling costs, as the Company considers these financial assets to be collateral dependent. If an individually evaluated loan or lease is not collateral dependent, credit loss is measured at the present value of expected future cash flows discounted at the loan or lease initial effective interest rate.

Credit loss for all other loans and leases is evaluated collectively by various characteristics. The collective evaluation of expected losses in all commercial finance portfolios is based on a cohort loss rate and adjustments for forward-looking information, including industry and macroeconomic forecasts. The cohort loss rate is a life of loan loss rate that immediately reverts to historical loss information for the remaining maturity of the financial asset. Management has elected to use a twelve-month reasonable and supportable forecast for forward-looking information. Factors utilized in the determination of the allowance include historical loss experience, current economic forecasts and measurement date credit characteristics such as product type, delinquency, and industry. The unfunded credit commitments depend on these same factors, as well as estimates of lines of credit usage. The various quantitative and qualitative factors used in the methodologies are reviewed quarterly.

The collective evaluation of expected credit losses for certain consumer lending portfolios utilize different methodologies when estimating expected credit losses. The Company's student loan portfolio utilizes a roll-rate historical loss rate and adjustments for forward-looking information, including macroeconomic conditions. Management has elected to use a twelve-month reasonable and supportable forecast with an immediate reversion to historical loss rates. Factors utilized in the determination of the allowance include historical loss experience, current economic forecasts, and measurement date credit characteristics including delinquency.

Loans and leases are charged off to the extent they are deemed uncollectible. Net charge-offs are included in historical data utilized for calculating the ACL. For commercial loans, the Company generally fully charges off or charges down to net realizable value (fair value of collateral, less estimated costs to sell) for loans secured by collateral when management judges the loan to be uncollectible, repayment is deemed to be protracted beyond a reasonable timeframe, the loan has been classified as a loss by either the Company's internal loan review process or its banking regulatory agencies, the Company has filed bankruptcy and the loss becomes evident owing to lack of assets, or the loans meets a defined number of days past due unless the loan is both well-secured and is in the process of collection. For consumer loans, the Company fully charges off or charges down to net realizable value when deemed uncollectible due to bankruptcy or other factors or meets a defined number of days past due.

The amount of ACL depends significantly on management's estimates or key factors and assumptions affecting valuation, appraisals of collateral, evaluations of performance and status, the amounts and timing of future cash flows expected to be received, forecasts of future economic conditions and reversion periods. Such estimates, appraisals, evaluations, cash flows and forecasts may be subject to frequent adjustments due to changing economic prospects of borrowers, lessees, properties or economic conditions. These estimates are reviewed quarterly and adjustments, if necessary, are recorded in the provision for credit losses in the periods in which they become known.

Accrued interest receivable is presented separately on the Consolidated Statements of Financial Condition, and an ACL is not recorded for these balances. Generally, when a loan or lease is placed on nonaccrual status, typically when the collection of interest or principal is 90 days or more past due, uncollected interest accrued in prior years is charged off against the ACL and interest accrued in the current year is reversed against interest income.

Management maintains a framework of controls over the estimation process for the ACL, including review of collective reserve methodologies for compliance with GAAP. Management has a quarterly process to review the appropriateness of historical observation periods and loss assumptions and risk ratings assigned to loans and leases, if applicable. Management reviews its qualitative framework and the effect on the collective reserve compared with relevant credit risk factors and consistency with credit trends. Management also maintains controls over information systems, models and spreadsheets used in the quantitative components of the reserve estimate. This includes the quality and accuracy of historical data used to derive loss rates, the inputs to industry and macroeconomic forecasts and the reversion periods utilized. The results of this process are summarized and presented to management quarterly for their approval of the recorded allowance. See Note 5. Loans and Leases, Net for further information.

The following are risk characteristics of the Company's loan and lease portfolio:

**Commercial Finance**

The Company's commercial finance product lines include term lending, asset based lending, factoring, leasing, insurance premium finance, government guaranteed lending and other commercial finance products offered on a nationwide basis that are subject to adverse market conditions which may impact the borrower's ability to make repayment on the loan or lease or could cause a decline in the value of the collateral that secures the loan or lease. The loans or leases are primarily made based on the operating cash flows of the borrower and on the underlying collateral provided by the borrower. The cash flows of borrowers may be volatile and the value of the collateral securing these loans and leases may be difficult to measure. Most commercial finance loans and leases are secured by the assets being financed or other business assets such as accounts receivable or inventory. Although the loans and leases are often collateralized by equipment, inventory, accounts receivable, insurance premiums or other business assets, the liquidation of collateral in the event of a borrower default may be an insufficient source of repayment, because accounts receivable may be uncollectible and inventories and equipment may be obsolete or of limited use. The Company attempts to mitigate these risks by adhering to its underwriting policies in evaluating the management of the business and the credit-worthiness of borrowers and guarantors.

**Consumer Finance**

The Bank designs its credit program relationships with certain desired outcomes. Three high priority outcomes are liquidity, credit protection, and risk retention. The Bank believes the benefits of these outcomes not only support its goals but the goals of the credit program partner as well. The Bank designs its program credit protections in a manner so that the Bank earns a reasonable risk adjusted return, but is protected by certain layers of credit support, similar to what you would find in structured finance. The Bank will hold a sizable portion of the originated asset on its own balance sheet, but retains the flexibility to sell a portion of the originated asset to other interested parties, thereby supporting program liquidity.

**Tax Services**

The Bank's tax services division provides short-term taxpayer advance loans. Taxpayers are underwritten to determine eligibility for these unsecured loans. Due to the nature of taxpayer advance loans, it typically takes no more than three e-file cycles (the period of time between scheduled IRS payments) from when the return is accepted by the IRS to collect from the borrower. In the event of default, the Bank has no recourse against the tax consumer. The Bank will charge off the balance of a taxpayer advance loan if there is a balance at the end of the calendar year, or when collection of principal becomes doubtful.

Through its tax services division, the Bank provides short-term electronic return originator ("ERO") advance loans on a nationwide basis. These loans are typically utilized by tax preparers to purchase tax preparation software and to prepare tax office operations for the upcoming tax season. EROs go through an underwriting process to determine eligibility for the unsecured advances. ERO loans are not collateralized. Collection on ERO advances begins once the ERO begins to process refund transfers. Generally, the Bank will charge off the balance of an ERO advance loan if there is a balance at the end of June, or when collection of principal becomes doubtful.

**Warehouse Finance**

The Bank participates in several asset-backed warehouse lines of credit whereby the Bank is in a senior, secured position as the first out participant. These facilities are primarily collateralized by consumer receivables, with the Bank holding a senior collateral position enhanced by a subordinate party structure.

**Community Banking**

Effective on February 29, 2020 (the "Closing Date") of the Community Bank division sale to Central Bank, the Company substantially ceased originating loans within its Community Banking loan portfolio. The Company entered a servicing agreement with Central Bank for the retained Community Bank loan portfolio that became effective on the Closing Date. See Note 3. Divestitures and Note 25. Subsequent Events for further information related to the Community Banking lending portfolio.

#### **EARNINGS PER COMMON SHARE ("EPS")**

Basic earnings per share is computed by dividing income available to common stockholders after the allocation of dividends and undistributed earnings to the participating securities by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised, and is computed after giving consideration to the weighted average dilutive effect of the Company's stock options and after the allocation of earnings to the participating securities. See Note 6. Earnings per Common Share for further information.

#### **PREMISES, FURNITURE, AND EQUIPMENT**

Land is carried at cost. Buildings, furniture, fixtures, leasehold improvements and equipment are carried at cost, less accumulated depreciation and amortization. The Company primarily uses the straight-line method of depreciation over the estimated useful lives of the assets, which is 39 years for buildings, and range from two years to 15 years for leasehold improvements, and for furniture, fixtures and equipment. Assets are reviewed for impairment when events indicate the carrying amount may not be recoverable. See Note 7. Premises, Furniture and Equipment, Net for further information.

#### **BANK-OWNED LIFE INSURANCE**

Bank-owned life insurance represents the cash surrender value of investments in life insurance contracts. Earnings on the contracts are based on the earnings on the cash surrender value, less mortality costs.

#### **GOODWILL**

Goodwill represents the cost in excess of the fair value of net assets acquired (including identifiable intangibles) in transactions accounted for as business acquisitions. Goodwill is evaluated annually for impairment at a reporting unit level. The Company has determined that its reporting units are one level below the operating segments and distinguish these reporting units based on how the segments and reporting units are managed, taking into consideration the economic characteristics, nature of the products, and customers of the segments and reporting units. The Company performs its impairment evaluation as of September 30 of each fiscal year unless a triggering event occurs that would require an interim impairment evaluation. If the carrying amount of the reporting unit with goodwill exceeds its fair value, goodwill is considered impaired and is written down by the excess carrying value of the reporting unit. Subsequent increases in goodwill are not recognized in the Consolidated Financial Statements. No goodwill impairment was recognized during the fiscal years ended September 30, 2021, 2020 or 2019. See Note 10. Goodwill and Intangible Assets for further information.

#### **INTANGIBLE ASSETS**

Intangible assets other than goodwill are amortized over their respective estimated lives. All intangible assets are subject to an impairment test at least annually or more often if conditions indicate a possible impairment. See Note 10. Goodwill and Intangible Assets for further information.

#### **EMPLOYEE STOCK OWNERSHIP PLAN ("ESOP")**

The cost of shares issued to the ESOP, but not yet allocated to participants, are presented in the Consolidated Statements of Financial Condition as a reduction of stockholders' equity. Compensation expense is recorded based on the market price of the shares as they are committed to be released for allocation to participant accounts. The difference between the market price and the cost of shares committed to be released is recorded as an adjustment to additional paid-in capital. Dividends on allocated ESOP shares are recorded as a reduction of retained earnings. Dividends on unallocated shares are used to reduce the accrued interest and principal amount of the ESOP's loan payable to the Company. At September 30, 2021 and 2020, all shares in the ESOP were allocated. See Note 15. Employee Stock Ownership and Profit Sharing Plans for further information. Effective September 30, 2021, the ESOP terminated, and all participant balances became immediately vested. See Note 25. Subsequent Events for further information.

#### **STOCK COMPENSATION**

Compensation expense for share-based awards is recorded over the vesting period at the fair value of the award at the time of grant. The exercise price of options or fair value of non-vested (restricted) shares and performance share units granted under the Company's incentive plans is equal to the fair market value of the underlying stock at the grant date, adjusted for dividends where applicable. The Company has elected to record forfeitures as they occur. See Note 16. Stock Compensation for further information.

## **INCOME TAXES**

The Company records income tax expense based on the amount of taxes due on its tax return plus deferred taxes computed based on the expected future tax consequences of temporary differences between the carrying amounts and tax bases of assets and liabilities, using enacted tax rates. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

In accordance with ASC 740, *Income Taxes*, the Company recognizes a tax position 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 upon 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 noninterest income or noninterest expense. The effect on deferred tax assets and liabilities from a change in tax rates is recorded in income tax expense in the Consolidated Statements of Operations in the period in which the enactment date occurs. If current period income tax rates change, the impact on the annual effective income tax rate is applied year to date in the period of enactment. See Note 17. Income Taxes for further information.

## **FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK**

The Company, in the normal course of business, makes commitments to make loans which are not reflected in the Consolidated Financial Statements. The reserve for these unfunded commitments is included within Other Liabilities on the Consolidated Statements of Financial Condition.

## **REVENUE RECOGNITION**

Interest revenue from loans, leases, and investments is recognized on the accrual basis of accounting as the interest is earned according to the terms of the particular loan, lease, or investment. Income from service and other customer charges is recognized as earned. Revenue within the Consumer segment is recognized as services are performed and service charges are earned in accordance with the terms of the various programs. Refer to Note 20. Revenue from Contracts with Customers for additional information.

## **COMPREHENSIVE INCOME (LOSS)**

Comprehensive income (loss) consists of net income and other comprehensive income or loss. Other comprehensive income or loss includes the change in net unrealized holding gains and losses due to market conditions and other non-credit risk factors on AFS debt securities, net of reclassification adjustments and tax effects. Accumulated other comprehensive income (loss) is recognized as a separate component of stockholders' equity.

## **RELATED PARTY TRANSACTIONS**

The Company has disclosed information on its equity investments and relationships with variable interest entities in Note 1. Summary of Significant Accounting Policies.

At September 30, 2021 and 2020, the Company had no loans outstanding with individuals deemed under Regulation O to be directors, executive officers and/or employees of the Company.

## **RECLASSIFICATION AND REVISION OF PRIOR PERIOD BALANCES**

Certain prior year amounts have been reclassified to conform to the current year financial statement presentation. These changes and reclassifications did not impact previously reported net income or comprehensive income.

## RECENTLY ADOPTED ACCOUNTING STANDARDS UPDATES ("ASU")

The following ASUs were adopted by the Company during the fiscal year ended September 30, 2021:

**ASU 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments***, and related ASUs, (collectively "Topic 326"), which changes the impairment model for most financial assets, including trade and other receivables, debt securities held to maturity, loans, net investments in leases, purchased financial assets with credit deterioration, and off-balance sheet credit exposures. ASU 2016-13 requires the use of a current expected credit loss ("CECL") methodology to determine the allowance for credit losses for loans and debt securities held to maturity. CECL requires loss estimates for the remaining estimated life of the assets to be measured using historical loss data, adjustments for current conditions, and adjustments for reasonable and supportable forecasts of future economic conditions. The Company adopted CECL using the modified retrospective approach with a cumulative effect adjustment to Retained Earnings recorded on October 1, 2020.

Our adoption resulted in an ACL as of October 1, 2020 that is larger than the allowance for loan and lease losses ("ALLL") that would have been recorded under legacy guidance on the same date by \$12.8 million in total for all portfolios. A portion of this increase is a result of new requirements to record ACL on acquired loans and leases, regardless of any credit mark recorded. Under legacy guidance, credit marks were included in the determination of fair value adjustments reflected as a discount to the carrying value of the loans and leases and an ALLL was not recorded on acquired loans and leases until evidence of credit deterioration existed post acquisition. The remaining credit and interest mark will continue to accrete over the life of the loan or lease but will no longer be considered when estimating the ACL for acquired loans and leases under CECL. The adoption of CECL also resulted in an increase in the liability of unfunded commitments of \$0.8 million. For other assets in scope of the standard such as held to maturity debt securities and trade and other receivables, the impact from this ASU was inconsequential. The cumulative tax effected adjustment to record ACL and to increase the unfunded commitments liability resulted in a reduction to retained earnings of \$8.4 million along with \$2.5 million attributable to noncontrolling interests. Post adoption, as loans and leases are added to the portfolio, the Company expects higher levels of ACL determined by CECL assumptions, resulting in accelerated recognition of provision for credit losses, as compared to historical results. In response to the COVID-19 pandemic, regulatory agencies have published a final rule that provides the option to delay the cumulative effect of the day 1 impact to CECL adoption on regulatory capital for two years, followed by a three-year phase in period. Management has elected this five-year transition period consistent with such final rule. Additional and modified disclosure requirements under CECL are included in Note 4. Securities and Note 5. Loans and Leases, Net.

The Company also adopted the following ASUs effective October 1, 2020, none of which had a material impact on the Company's Consolidated Financial Statements:

- **ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement***.
- **ASU 2018-15, *Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract***.
- **ASU 2018-17, *Consolidation (Topic 810): Targeted Improvements to Related Party Guidance for Variable Interest Entities***.

## ASUs to be Adopted

**ASU 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes***. The amendments in this ASU are intended to simplify the accounting for income taxes by removing certain exceptions to the general rules found in Topic 740, *Income Taxes*. The majority of the amendments are to be applied on a prospective basis. This ASU is effective for fiscal years beginning after December 15, 2020. The Company is currently evaluating the impact of this guidance on the consolidated financial statements.

**ASU 2020-01, *Investments-Equity Securities (Topic 321): Investments-Equity Method and Joint Ventures (Topic 323), and Derivatives and Hedging (Topic 815): Clarifying Interactions between Topics 321, 323 and 815***. This ASU clarifies the interactions between Topic 321, Topic 323 and Topic 815, including accounting for the transition into and out of the equity method and measuring certain purchased options and forward contracts to acquire investments. The amendments in this ASU are effective for fiscal years beginning after December 15, 2020. Management is currently evaluating the impact of this guidance on the consolidated financial statements.

**ASU 2020-04, Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting.** The amendments in this ASU provide optional expedients and exceptions to applying GAAP to contracts, hedging relationships and other transactions impacted by reference rate reform if certain criteria are met. The amendments include a one-time sale or transfer election of held to maturity debt securities impacted by reference rate reform. The amendments in this ASU are effective upon issuance through December 31, 2022. The Company is currently evaluating the impact of this guidance on the consolidated financial statements.

**ASU 2020-08, Codification Improvements to Subtopic 310-20, Receivables – Nonrefundable Fees and Other Costs.** This ASU clarifies that an entity should amortize any premium, if applicable, to the next call date, which is the first date when a call option at a specified price becomes exercisable. The amendments in this ASU are effective for fiscal years beginning after December 15, 2020. Management is currently evaluating the impact of this guidance on the consolidated financial statements.

**ASU 2020-10, Codification Improvements.** This ASU provides clarification, corrects unintended application of guidance, and makes minor improvements to various Topics that are not expected to have a significant impact on the Company's current accounting policies and practices. Amendments within this ASU are effective for fiscal years beginning after December 15, 2020.

**ASU 2021-06, Presentation of Financial Statements (Topic 205), Financial Services – Depository and Lending (Topic 942), and Financial Services – Investment Companies (Topic 946) – Amendments to SEC Paragraphs, Amendments to Financial Disclosures, and Update of Statistical Disclosures.** This ASU amends and adds various SEC paragraphs pursuant to final SEC rules released 33-10786 and 33-10835. Amendments within this ASU are effective for fiscal years ending after December 15, 2021 and are not expected to have a significant impact on the Company's financial statement disclosures.

## **NOTE 2. SIGNIFICANT EVENTS**

### **COVID-19 Pandemic**

The COVID-19 pandemic began impacting the U.S. and global economies in the first calendar quarter of 2020, with significant deterioration of macroeconomic conditions and markets into 2021. In response to the impacts of COVID-19, the U.S. federal government enacted the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") on March 27, 2020. In addition to the CARES Act, the U.S. federal government enacted the Consolidated Appropriations Act 2021 ("CAA") on December 27, 2020 and the American Rescue Plan Act of 2021 ("ARP Act") on March 11, 2021, which provide additional COVID-19 relief to American families and businesses.

The Company is participating in the Paycheck Protection Program ("PPP"), which is being administered by the Small Business Administration ("SBA"). It is the Company's understanding that loans funded through the PPP program are fully guaranteed by the U.S. government and that a portion of these loans will ultimately be forgiven by the SBA in accordance with the terms of the program. See Note 5. Loans and Leases, Net for further information related to this program.

In response to the COVID-19 pandemic impact on customers, the Company engaged and continues to engage in more frequent communication with borrowers to better understand their situation and challenges and offered credit-worthy borrowers experiencing temporary hardship certain loan and lease modifications ("COVID modifications"), such as payment deferrals, as a result of interagency guidance issued on March 22, 2020 encouraging companies to work with customers impacted by COVID-19. The Company elected to treat COVID modifications on leases as part of the enforceable rights and obligations of the parties under the existing lease contract, resulting in these payment deferrals being treated as variable lease payments under the existing lease versus lease modifications. Additionally, for COVID modifications on loans, the Company adjusted its effective interest rate to reflect the payment deferral modification and continued accruing interest during this period. Short-term modifications made on a good faith basis in response to COVID-19 borrowers whose payments were current prior to any relief, are not to be considered troubled debt restructurings, and will not be considered delinquent so long as they meet their revised obligations under the modification agreement.



The table below presents the outstanding balances of active COVID-19 related modifications.

(Dollars in Thousands)	As of the Period Ended			
	September 30, 2021	June 30, 2021	March 31, 2021	September 30, 2020
Term lending	\$ 1,619	\$ 2,955	\$ 5,460	\$ 26,559
Asset based lending	—	—	—	7,924
Factoring	—	—	—	18,434
Lease financing	64	275	379	5,896
Insurance premium finance	—	—	—	230
SBA/USDA	—	—	—	7,724
Other commercial finance	—	—	—	69
Commercial finance	1,683	3,230	5,839	66,836
Consumer credit products	133	19	301	1,574
Other consumer finance	980	1,609	1,627	4,223
Consumer finance	1,113	1,628	1,928	5,797
Community banking	36,296	36,632	58,707	120,695
Total loans and leases	39,092	41,490	66,474	193,328
Total COVID-19 related modifications	\$ 39,092	\$ 41,490	\$ 66,474	\$ 193,328

### NOTE 3. DIVESTITURES

During the fiscal year ended September 30, 2020, the Company sold the Bank's Community Bank division, a component of the Company's Corporate segment, to Central Bank, a state-chartered bank headquartered in Storm Lake, Iowa. The sale included \$290.5 million of deposits; \$268.6 million of loans; \$4.9 million of premises, furniture, and equipment; and \$1.3 million of other assets and closed February 29, 2020 (the "Closing Date"). The sale resulted in a gain of \$19.3 million before tax that was recognized within noninterest income on the Company's Consolidated Statements of Operations. The Company entered a servicing agreement with Central Bank for the retained Community Bank loan portfolio that became effective on the Closing Date. The Company recognized \$3.3 million and \$3.5 million for the fiscal years ended September 30, 2021 and 2020, respectively.

Since the Closing Date, the Company has entered into subsequent loan portfolio sale agreements with Central Bank. The Company sold additional loans from the retained Community Bank portfolio in the amount of \$308.1 million and \$135.0 million for the fiscal years ended September 30, 2021 and 2020, respectively.

As of September 30, 2021, the Company had no community bank loans classified as held for sale. See Note 5. Loans and Leases, Net and Note 25. Subsequent Events for additional information.



**NOTE 4. SECURITIES**

The amortized cost, gross unrealized gains and losses and estimated fair values of available for sale ("AFS") and held to maturity ("HTM") debt securities are presented below.

	Debt Securities AFS			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
(Dollars in Thousands)				
<b>At September 30, 2021</b>				
Corporate securities	\$ 25,000	\$ —	\$ —	\$ 25,000
SBA securities	151,958	5,251	—	157,209
Obligations of states and political subdivisions	2,497	10	—	2,507
Non-bank qualified obligations of states and political subdivisions	266,048	3,347	(1,100)	268,295
Asset-backed securities	393,103	3,003	(1,247)	394,859
Mortgage-backed securities	1,016,478	9,728	(9,177)	1,017,029
Total debt securities AFS	<u>\$ 1,855,084</u>	<u>\$ 21,339</u>	<u>\$ (11,524)</u>	<u>\$ 1,864,899</u>
<b>At September 30, 2020</b>				
SBA securities	\$ 159,722	\$ 5,391	\$ (158)	\$ 164,955
Obligations of states and political subdivisions	825	16	—	841
Non-bank qualified obligations of states and political subdivisions	314,819	8,978	(23)	323,774
Asset-backed securities	329,139	2,015	(6,229)	324,925
Mortgage-backed securities	439,879	14,567	(839)	453,607
Total debt securities AFS	<u>\$ 1,244,384</u>	<u>\$ 30,967</u>	<u>\$ (7,249)</u>	<u>\$ 1,268,102</u>
	Debt Securities HTM			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
(Dollars in Thousands)				
<b>At September 30, 2021</b>				
Non-bank qualified obligations of states and political subdivisions	\$ 52,944	\$ 103	\$ (471)	\$ 52,576
Mortgage-backed securities	3,725	90	—	3,815
Total debt securities HTM	<u>\$ 56,669</u>	<u>\$ 193</u>	<u>\$ (471)</u>	<u>\$ 56,391</u>
<b>At September 30, 2020</b>				
Non-bank qualified obligations of states and political subdivisions	\$ 87,183	\$ 1,040	\$ (29)	\$ 88,194
Mortgage-backed securities	5,427	124	—	5,551
Total debt securities HTM	<u>\$ 92,610</u>	<u>\$ 1,164</u>	<u>\$ (29)</u>	<u>\$ 93,745</u>

Gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in continuous unrealized loss position, were as follows:

	LESS THAN 12 MONTHS		OVER 12 MONTHS		TOTAL	
	Fair Value	Gross Unrealized (Losses)	Fair Value	Gross Unrealized (Losses)	Fair Value	Gross Unrealized (Losses)
(Dollars in Thousands)						
<b>Debt Securities AFS</b>						
<b>At September 30, 2021</b>						
Non-bank qualified obligations of states and political subdivisions	\$ 101,046	\$ (1,100)	\$ —	\$ —	\$ 101,046	\$ (1,100)
Asset-backed securities	127,110	(283)	91,553	(964)	218,663	(1,247)
Mortgage-backed securities	759,035	(7,418)	60,792	(1,759)	819,827	(9,177)
Total debt securities AFS	<u>\$ 987,191</u>	<u>\$ (8,801)</u>	<u>\$ 152,345</u>	<u>\$ (2,723)</u>	<u>\$ 1,139,536</u>	<u>\$ (11,524)</u>
<b>At September 30, 2020</b>						
SBA securities	\$ 32,257	\$ (102)	\$ 9,875	\$ (56)	\$ 42,132	\$ (158)
Non-bank qualified obligations of states and political subdivisions	6,265	(6)	3,103	(17)	9,368	(23)
Asset-backed securities	106,474	(1,089)	178,686	(5,140)	285,160	(6,229)
Mortgage-backed securities	138,338	(839)	—	—	138,338	(839)
Total debt securities AFS	<u>\$ 283,334</u>	<u>\$ (2,036)</u>	<u>\$ 191,664</u>	<u>\$ (5,213)</u>	<u>\$ 474,998</u>	<u>\$ (7,249)</u>
<b>Debt Securities HTM</b>						
<b>At September 30, 2021</b>						
Non-bank qualified obligations of states and political subdivisions	\$ 26,096	\$ (471)	\$ —	\$ —	\$ 26,096	\$ (471)
Total debt securities HTM	<u>\$ 26,096</u>	<u>\$ (471)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 26,096</u>	<u>\$ (471)</u>
<b>At September 30, 2020</b>						
Non-bank qualified obligations of states and political subdivisions	\$ 7,397	\$ (9)	\$ 3,637	\$ (20)	\$ 11,034	\$ (29)
Total debt securities HTM	<u>\$ 7,397</u>	<u>\$ (9)</u>	<u>\$ 3,637</u>	<u>\$ (20)</u>	<u>\$ 11,034</u>	<u>\$ (29)</u>

The adoption of CECL was inconsequential to debt securities AFS. At September 30, 2021, there were 67 securities AFS in an unrealized loss position. Management assessed each investment security with unrealized losses for credit loss and determined substantially all unrealized losses on these securities were due to credit spreads and interest rates versus credit loss. As part of that assessment, management evaluated and concluded that it is more-likely-than-not that the Company will not be required and does not intend to sell any of the securities prior to recovery of the amortized cost. At September 30, 2021, there was no ACL for debt securities AFS.

The amortized cost and fair value of debt securities by contractual maturity are shown below. Certain securities have call features which allow the issuer to call the security prior to maturity. Expected maturities may differ from contractual maturities in MBS because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Therefore, MBS are not included in the maturity categories in the following maturity summary. The expected maturities of certain SBA securities may differ from contractual maturities because the borrowers may have the right to prepay the obligation. However, certain prepayment penalties may apply.

(Dollars in Thousands)	At September 30,			
	2021		2020	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<b>Securities AFS at Fair Value</b>				
Due in one year or less	\$ 810	\$ 822	\$ 1,385	\$ 1,398
Due after one year through five years	13,026	13,378	20,805	21,769
Due after five years through ten years	50,785	52,357	32,441	34,025
Due after ten years	773,985	781,313	749,874	757,303
	838,606	847,870	804,505	814,495
Mortgage-backed securities	1,016,478	1,017,029	439,879	453,607
<b>Total securities AFS, at fair value</b>	<b>\$ 1,855,084</b>	<b>\$ 1,864,899</b>	<b>\$ 1,244,384</b>	<b>\$ 1,268,102</b>

(Dollars in Thousands)	At September 30,			
	2021		2020	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<b>Securities HTM at Fair Value</b>				
Due after ten years	\$ 52,944	\$ 52,576	\$ 87,183	\$ 88,194
	52,944	52,576	87,183	88,194
Mortgage-backed securities	3,725	3,815	5,427	5,551
<b>Total securities HTM, at cost</b>	<b>\$ 56,669</b>	<b>\$ 56,391</b>	<b>\$ 92,610</b>	<b>\$ 93,745</b>

Activity related to the sale of securities available for sale is summarized below.

(Dollars in Thousands)	Fiscal Year Ended September 30,		
	2021	2020	2019
<b>Available For Sale</b>			
Proceeds from sales	\$ 50,468	\$ 4,904	\$ 755,616
Gross gains on sales	179	51	6,006
Gross losses on sales	173	—	5,277
<b>Net gain (loss) on securities AFS</b>	<b>\$ 6</b>	<b>\$ 51</b>	<b>\$ 729</b>

There was no activity related to the sale of securities held to maturity during the fiscal years ended September 30, 2021, 2020, and 2019.

No securities were pledged as collateral for public funds on deposit at September 30, 2021 and 2020. No securities were pledged as collateral for individual, trust and estate deposits at September 30, 2021 and 2020.

#### Equity Securities

The Company held \$12.7 million and \$3.0 million in marketable equity securities at September 30, 2021 and 2020, respectively. The addition of marketable equity securities was a result of an investee becoming publicly traded in fiscal year ended September 30, 2021. Upon becoming publicly traded, the Company recognized a fair value adjustment of \$7.5 million to reflect the increase in value since the Company's initial investment in May 2018. Subsequent fair value adjustments for this investee during fiscal year 2021 totaled \$3.4 million in unrealized losses, or a net position of \$4.1 million unrealized gain as of September 30, 2021. All other marketable equity securities and related activity were insignificant for the fiscal years ended September 30, 2021 and 2020, respectively. No marketable equity securities were sold during fiscal year 2021.

Non-marketable equity securities with a readily determinable fair value totaled \$4.6 million and \$2.8 million as of September 30, 2021 and 2020, respectively. The Company's recognized \$0.6 million and zero in unrealized gains during the fiscal years ended September 30, 2021 and 2020, respectively. No such securities were sold during fiscal year 2021.

Non-marketable equity securities without readily determinable fair value totaled \$16.0 million and \$23.0 million at September 30, 2021 and 2020, respectively.

#### *FRB Stock*

The Bank is required by federal law to subscribe to capital stock (divided into shares of \$100 each) as a member of the FRB of Minneapolis with an amount equal to six per centum of the paid-up capital stock and surplus. One-half of the subscription is paid at time of application, and one-half is subject to call of the Board of Governors of the Federal Reserve System. FRB of Minneapolis stock held by the Bank totaled \$19.7 million at September 30, 2021 and 2020. These equity securities are 'restricted' in that they can only be owned by member banks. At fiscal year-end 2021 and 2020, the Company pledged securities with fair values of approximately \$236.1 million and \$359.7 million against FRB advances, respectively.

Included in interest and dividend income from other investments is \$1.5 million and \$0.3 million related to dividend income on FRB stock for the fiscal years ended September 30, 2021 and 2020, respectively.

#### *FHLB Stock*

The Company's borrowings from the FHLB are secured by a blanket collateral agreement with respect to a percentage of unencumbered loans and the pledge of specific investment securities. Such advances can be made pursuant to several different credit programs, each of which has its own interest rate and range of maturities.

The investments in the FHLB stock are required investments related to the Company's membership in and current borrowings from the FHLB of Des Moines. The investments in the FHLB of Des Moines could be adversely impacted by the financial operations of the FHLB and actions of their regulator, the Federal Housing Finance Agency.

The FHLB stock is carried at cost since it is generally redeemable at par value. The carrying value of the stock held at the FHLB was \$8.7 million and \$7.5 million at September 30, 2021 and 2020, respectively. At fiscal year-end 2021 and 2020, the Company pledged securities with fair values of approximately \$644.7 million and \$673.8 million, respectively, to be used against FHLB advances. In addition, a combination of qualifying residential and other real estate loans of zero and approximately \$333.8 million were pledged as collateral at September 30, 2021 and 2020, respectively.

Included in interest and dividend income from other investments is \$0.2 million, \$0.8 million and \$1.0 million related to dividend income on FHLB stock for the fiscal years ended September 30, 2021, 2020 and 2019, respectively.

These equity securities are 'restricted' in that they can only be sold back to the respective institution from which they were acquired or another member institution at par. Therefore, FRB and FHLB stocks are less liquid than other marketable equity securities, and the fair value approximates cost.

#### *Equity Security Impairment*

The Company evaluates impairment for investments held at cost on at least an annual basis based on the ultimate recoverability of the par value. All other equity investments, including those under the equity method, are reviewed for other-than-temporary impairment on at least a quarterly basis. The Company recognized \$2.6 million and \$1.3 million in impairment for such investments for the fiscal years ended September 30, 2021 and 2020, respectively, and zero for the fiscal year ended September 30, 2019.

## NOTE 5. LOANS AND LEASES, NET

Loans and leases consist of the following:

(Dollars in Thousands)	At September 30,	
	2021	2020
Term lending	\$ 961,019	\$ 805,323
Asset based lending	300,225	182,419
Factoring	363,670	281,173
Lease financing	266,050	281,084
Insurance premium finance	428,867	337,940
SBA/USDA	247,756	318,387
Other commercial finance	157,908	101,658
Commercial finance	2,725,495	2,307,984
Consumer credit products	129,251	89,809
Other consumer finance	123,606	134,342
Consumer finance	252,857	224,151
Tax services	10,405	3,066
Warehouse finance	419,926	293,375
Community banking	199,132	485,564
Total loans and leases	3,607,815	3,314,140
Net deferred loan origination costs	1,748	8,625
Total gross loans and leases	3,609,563	3,322,765
Allowance for credit losses	(68,281)	(56,188)
Total loans and leases, net	\$ 3,541,282	\$ 3,266,577

During the fiscal years ended September 30, 2021 and 2020, the Company transferred \$188.6 million and \$542.1 million, respectively, of community banking loans to held for sale.

During the fiscal year ended September 30, 2021, the Company originated \$601.5 million of other consumer finance, SBA/USDA, and consumer credit product loans as held for sale. During the fiscal year ended September 30, 2020, the Company originated \$98.8 million of SBA/USDA and consumer credit product loans as held for sale.

The Company sold held for sale loans resulting in proceeds of \$890.3 million and gains on sale of \$8.6 million during the fiscal year ended September 30, 2021. The Company sold held for sale loans resulting in proceeds of \$590.8 million and gains on sale of \$7.7 million during the fiscal year ended September 30, 2020.

Loans purchased and sold by portfolio segment, including participation interests, were as follows:

(Dollars in Thousands)	Fiscal Year Ended September 30,	
	2021	2020
<b>Loans Purchased</b>		
Loans held for investment:		
Commercial Finance	—	2,400
Warehouse Finance	308,014	130,130
Community banking	3,318	18,905
<b>Total purchases</b>	<b>311,332</b>	<b>151,435</b>
<b>Loans Sold</b>		
Loans held for sale:		
Commercial Finance	89,276	60,114
Consumer Finance	494,585	123,394
Community banking	308,082	407,296
Loans held for investment:		
Community banking	13,850	9,991
<b>Total sales</b>	<b>905,793</b>	<b>600,795</b>

*Leasing Portfolio.* The net investment in direct financing and sales-type leases was comprised of the following:

(Dollars in Thousands)	At September 30,	
	2021	2020
Carrying amount	\$ 278,341	\$ 299,487
Unguaranteed residual assets	14,393	17,203
Unamortized initial direct costs	490	2,078
Unearned income	(26,684)	(35,606)
<b>Total net investment in direct financing and sales-type leases</b>	<b>\$ 266,540</b>	<b>\$ 283,162</b>

The carrying amount of direct financing and sales-type leases subject to residual value guarantees was \$4.2 million at September 30, 2021.

The components of total lease income were as follows:

(Dollars in Thousands)	Fiscal Year Ended September 30,	
	2021	2020
<b>Interest income - loans and leases</b>		
Interest income on net investments in direct financing and sales-type leases	\$ 22,876	\$ 18,300
Leasing and equipment finance noninterest income		
Lease income from operating lease payments	39,553	44,319
Profit (loss) recorded on commencement date on sales-type leases	337	2,152
Other <sup>(1)</sup>	4,986	4,357
<b>Total leasing and equipment finance noninterest income</b>	<b>44,876</b>	<b>50,828</b>
<b>Total lease income</b>	<b>\$ 67,752</b>	<b>\$ 69,128</b>

<sup>(1)</sup> Other leasing and equipment finance noninterest income consists of gains (losses) on sales of leased equipment, fees and service charges on leases and gains (losses) on sales of leases.

Undiscounted future minimum lease payments receivable for direct financing and sales-type leases, and a reconciliation to the carrying amount recorded at September 30, 2021 were as follows:

(Dollars in Thousands)

2022	\$	109,680
2023		83,438
2024		51,901
2025		24,838
2026		5,941
Thereafter		2,543
Total undiscounted future minimum lease payments receivable for direct financing and sales-type leases		278,341
Total carrying amount of direct financing and sales-type leases	\$	278,341

The Company did not record any contingent rental income from sales-type and direct financing leases in the fiscal year ended September 30, 2021.

The COVID-19 pandemic began impacting the U.S. and global economies in the first calendar quarter of 2020, with significant deterioration of macroeconomic conditions and markets into 2021. Although macroeconomic conditions and markets have improved since the beginning of 2021, the ultimate impact of this pandemic on the Company's loan and lease portfolio is difficult to predict. Management continues to evaluate the loan and lease portfolio in order to assess the impact on repayment sources and underlying collateral that could result in additional losses and the impact to our customers and businesses as a result of COVID-19 and will refine our estimate as more information becomes available.

Effective October 1, 2020, the Company adopted ASU 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, and subsequent related ASUs on a modified retrospective basis. Financial information at and for the quarter ended September 30, 2021 is reflected as such. The historical information disclosed is in accordance with ASC Topic 310, *Receivables*.

Activity in the allowance for credit losses was as follows:

(Dollars in Thousands)	Fiscal Year Ended September 30,		
	2021	2020	2019
Beginning balance	\$ 56,188	\$ 29,149	\$ 13,040
Impact of CECL adoption	12,773	—	—
Provision for credit losses	49,939	64,776	55,650
Charge-offs	(57,273)	(41,761)	(42,854)
Recoveries	6,654	4,024	3,313
Ending balance	\$ 68,281	\$ 56,188	\$ 29,149

Activity in the allowance for credit losses and balances of loans and leases by portfolio segment was as follows:

At September 30, 2021						
(Dollars in Thousands)	Beginning Balance	Impact of CECL Adoption	Provision (Recovery) for Credit Losses <sup>(2)</sup>	Charge-offs	Recoveries	Ending Balance
<b>Allowance for credits losses:</b>						
Term lending	\$ 15,211	\$ 9,999	\$ 16,944	\$ (14,090)	\$ 1,287	\$ 29,351
Asset based lending	1,406	164	933	(1,200)	423	1,726
Factoring	3,027	987	(1,192)	—	1,175	3,997
Lease financing	7,023	(556)	3,758	(2,969)	373	7,629
Insurance premium finance	2,129	(965)	(555)	(1,192)	1,977	1,394
SBA/USDA	940	2,720	(703)	—	21	2,978
Other commercial finance	182	364	622	—	—	1,168
Commercial finance	29,918	12,713	19,807	(19,451)	5,256	48,243
Consumer credit products	845	—	397	—	—	1,242
Other consumer finance	2,821	5,998	297	(3,324)	320	6,112
Consumer finance	3,666	5,998	694	(3,324)	320	7,354
Tax services	2	—	33,276	(34,354)	1,078	2
Warehouse finance	294	(1)	127	—	—	420
Community banking	22,308	(5,937)	(3,965)	(144)	—	12,262
Total loans and leases	56,188	12,773	49,939	(57,273)	6,654	68,281
Unfunded commitments <sup>(1)</sup>	32	831	(173)	—	—	690
Total	\$ 56,220	\$ 13,604	\$ 49,766	\$ (57,273)	\$ 6,654	\$ 68,971

<sup>(1)</sup> Reserve for unfunded commitments is recognized within other liabilities on the Consolidated Statements of Financial Condition.

<sup>(2)</sup> As a result of the adoption of CECL, effective October 1, 2020, the provision for credit losses includes the provision for unfunded commitments that was previously included within other noninterest expense.

Activity in the allowance for loan and lease losses and balances of loans and leases by portfolio segment was as follows:

At September 30, 2020					
(Dollars in Thousands)	Beginning Balance	Provision (Recovery) for Loan and Lease Losses	Charge-offs	Recoveries	Ending Balance
<b>Allowance for loan and lease losses:</b>					
Term lending	\$ 5,533	\$ 19,796	\$ (10,458)	\$ 340	\$ 15,211
Asset based lending	2,437	(1,036)	(42)	47	1,406
Factoring	3,261	(245)	(915)	926	3,027
Lease financing	1,275	6,105	(728)	371	7,023
Insurance premium finance	1,024	2,489	(2,004)	620	2,129
SBA/USDA	383	2,688	(2,131)	—	940
Other commercial finance	683	(501)	—	—	182
Commercial finance	14,596	29,296	(16,278)	2,304	29,918
Consumer credit products	1,044	(199)	—	—	845
Other consumer finance	5,118	(538)	(2,649)	890	2,821
Consumer finance	6,162	(737)	(2,649)	890	3,666
Tax services	—	22,006	(22,834)	830	2
Warehouse finance	263	31	—	—	294
Community banking	8,128	14,180	—	—	22,308
Total loans and leases	\$ 29,149	\$ 64,776	\$ (41,761)	\$ 4,024	\$ 56,188



The following table provides additional disclosures previously required by ASC Topic 310 related to the Company's September 30, 2020 balances.

(Dollars in Thousands)	Allowance			Loans and Leases		
	Ending Balance: Individually Evaluated for Impairment	Ending Balance: Collectively Evaluated for Impairment	Total	Ending Balance: Individually Evaluated for Impairment	Ending Balance: Collectively Evaluated for Impairment	Total
<b>Recorded investment:</b>						
Term lending	\$ 3,155	\$ 12,056	\$ 15,211	\$ 26,085	\$ 779,238	\$ 805,323
Asset based lending	355	1,051	1,406	5,317	177,102	182,419
Factoring	274	2,753	3,027	5,071	276,102	281,173
Lease financing	1,194	5,829	7,023	4,697	276,387	281,084
Insurance premium finance	—	2,129	2,129	—	337,940	337,940
SBA/USDA	—	940	940	1,436	316,951	318,387
Other commercial finance	—	182	182	—	101,658	101,658
Commercial finance	4,978	24,940	29,918	42,606	2,265,378	2,307,984
Consumer credit products	—	845	845	—	89,809	89,809
Other consumer finance	—	2,821	2,821	1,987	132,355	134,342
Consumer finance	—	3,666	3,666	1,987	222,164	224,151
Tax services	—	2	2	—	3,066	3,066
Warehouse finance	—	294	294	—	293,375	293,375
Community banking	141	22,167	22,308	6,685	478,879	485,564
<b>Total</b>	<b>\$ 5,119</b>	<b>\$ 51,069</b>	<b>\$ 56,188</b>	<b>\$ 51,278</b>	<b>\$ 3,262,862</b>	<b>\$ 3,314,140</b>

Information on loans and leases that are deemed to be collateral dependent and are evaluated individually for the ACL was as follows:

(Dollars in Thousands)	At September 30, 2021
Term lending	\$ 20,965
Factoring	1,268
Lease financing	3,882
Commercial finance	26,115
Community banking	14,915
<b>Total</b>	<b>\$ 41,030</b>

In response to the ongoing COVID-19 pandemic, the Company allowed modifications, such as payment deferrals and temporary forbearance, to credit-worthy borrowers who are experiencing temporary hardship due to the effects of COVID-19. Accordingly, if all payments were less than 30 days past due prior to the onset of the pandemic effects, the loan or lease will not be reported as past due during the deferral or forbearance period. As of September 30, 2021, \$39.1 million of loan and lease that were granted deferral payments by the Company were still in their deferment period compared to \$193.3 million as of September 30, 2020. These modifications consisted solely of payment deferrals ranging from 30 days to six months. These modifications are in line with applicable regulatory guidelines and, therefore, they are not reported as troubled debt restructurings. Other than the loan modifications that are on nonaccrual status, the Company is accruing and recognizing interest income on these modifications during the payment deferral period.

Federal regulations provide for the classification of loans and other assets such as debt and equity securities considered by the Bank's primary regulator, the OCC, to be of lesser quality as "substandard," "doubtful" or "loss." The loan classification and risk rating definitions are as follows:

Pass - A pass asset is of sufficient quality in terms of repayment, collateral and management to preclude a special mention or an adverse rating.

Watch - A watch asset is generally a credit performing well under current terms and conditions but with identifiable weakness meriting additional scrutiny and corrective measures. Watch is not a regulatory classification but can be used to designate assets that are exhibiting one or more weaknesses that deserve management's attention. These assets are of better quality than special mention assets.

Special Mention - A special mention asset is a credit with potential weaknesses deserving management's close attention and, if left uncorrected, may result in deterioration of the repayment prospects for the asset. Special mention assets are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification. Special mention is a temporary status with aggressive credit management required to garner adequate progress and move to watch or higher.

The adverse classifications are as follows:

Substandard - A substandard asset is inadequately protected by the net worth and/or repayment ability or by a weak collateral position. Assets so classified will have well-defined weaknesses creating a distinct possibility the Bank will sustain some loss if the weaknesses are not corrected. Loss potential does not have to exist for an asset to be classified as substandard.

Doubtful - A doubtful asset has weaknesses similar to those classified substandard, with the degree of weakness causing the likely loss of some principal in any reasonable collection effort. Due to pending factors, the asset's classification as loss is not yet appropriate.

Loss - A loss asset is considered uncollectible and of such little value that the asset's continuance on the Bank's balance sheet is no longer warranted. This classification does not necessarily mean an asset has no recovery or salvage value leaving room for future collection efforts.

Meta has revised its credit administration policies and reviewed its loan portfolio to better align with OCC guidance for national banks, a process that began during the quarter ending June 30, 2021 and was completed as of September 30, 2021. These credit policy revisions had an impact on our loan and lease risk ratings, resulting in downgrades of certain credits in several categories.

Loans and leases, or portions thereof, are charged off when collection of principal becomes doubtful. Generally, this is associated with a delay or shortfall in payments of 210 days or more for commercial insurance premium finance, 180 days or more for the purchased student loan portfolios, 120 days or more for consumer credit products and leases, and 90 days or more for community banking loans and commercial finance loans. Action is taken to charge off ERO loans if such loans have not been collected by the end of June and taxpayer advance loans if such loans have not been collected by the end of the calendar year. Non-accrual loans and troubled debt restructurings are generally individually evaluated for expected credit losses.

The Company recognizes that concentrations of credit may naturally occur and may take the form of a large volume of related loans and leases to an individual, a specific industry, or a geographic location. Credit concentration is a direct, indirect, or contingent obligation that has a common bond where the aggregate exposure equals or exceeds a certain percentage of the Company's Tier 1 Capital plus the allowable Allowance for Credit Losses.

The Company has various portfolios of consumer finance and tax services loans that present unique risks that are statistically managed. Due to the unique risks associated with these portfolios, the Company monitors other credit quality indicators in their evaluation of the appropriateness of the allowance for credit losses on these portfolios, and as such, these loans are not included in the asset classification table below, beginning in the fiscal 2020 first quarter. The outstanding balances of consumer finance loans and tax services loans were \$252.9 million and \$10.4 million at September 30, 2021, respectively, and \$224.2 million and \$3.1 million at September 30, 2020, respectively. The amortized cost basis of loans and leases by asset classification and year of origination as of September 30, 2021 was as follows:

	Amortized Cost Basis							
	Term Loans and Leases by Origination Year						Revolving Loans and Leases	Total
(Dollars in Thousands)	2021	2020	2019	2018	2017	Prior		
Term lending								
Pass	\$ 362,443	\$ 192,305	\$ 63,708	\$ 34,381	\$ 3,195	\$ 1,236	\$ —	\$ 657,268
Watch	63,046	71,701	32,941	21,419	76	3,628	—	192,811
Special Mention	6,422	26,673	4,821	932	70	633	—	39,551
Substandard	18,569	16,810	26,920	3,529	928	641	—	67,397
Doubtful	252	1,673	1,756	311	—	—	—	3,992
Total	450,732	309,162	130,146	60,572	4,269	6,138	—	961,019
Asset based lending								
Pass	—	—	—	—	—	—	185,432	185,432
Watch	—	—	—	—	—	—	52,072	52,072
Special Mention	—	—	—	—	—	—	43,135	43,135
Substandard	—	—	—	—	—	—	19,586	19,586
Doubtful	—	—	—	—	—	—	—	—
Total	—	—	—	—	—	—	300,225	300,225
Factoring								
Pass	—	—	—	—	—	—	294,124	294,124
Watch	—	—	—	—	—	—	17,984	17,984
Special Mention	—	—	—	—	—	—	33,035	33,035
Substandard	—	—	—	—	—	—	18,527	18,527
Total	—	—	—	—	—	—	363,670	363,670
Lease financing								
Pass	54,434	73,629	17,153	7,511	1,857	203	—	154,787
Watch	22,061	20,455	9,274	2,739	1,454	—	—	55,983
Special Mention	15,402	20,595	4,148	1,546	61	—	—	41,752
Substandard	479	4,765	4,981	831	25	—	—	11,081
Doubtful	—	6	2,402	38	—	—	—	2,447
Total	92,376	119,450	37,958	12,665	3,398	203	—	266,050
Insurance premium finance								
Pass	428,131	144	9	—	—	—	—	428,284
Watch	262	5	—	—	—	—	—	267
Special Mention	58	5	—	—	—	—	—	63
Substandard	68	107	—	—	—	—	—	175
Doubtful	58	20	—	—	—	—	—	78
Total	428,577	281	9	—	—	—	—	428,867
SBA/USDA								
Pass	110,122	37,006	14,461	12,760	6,525	3,779	—	184,653
Watch	—	20,431	1,996	1,670	1,394	298	—	25,789
Special Mention	—	8,333	214	3,348	177	919	—	12,991
Substandard	—	3,812	9,550	8,079	2,169	713	—	24,323
Total	110,122	69,582	26,221	25,857	10,265	5,709	—	247,756

<b>Other commercial finance</b>								
Pass	56,957	642	5,786	6,075	3,345	60,965	—	133,770
Watch	—	17,404	3,409	451	—	—	—	21,264
Substandard	466	—	—	273	837	1,299	—	2,875
Total	57,423	18,046	9,195	6,799	4,182	62,264	—	157,909
<b>Warehouse finance</b>								
Pass	—	—	—	—	—	—	419,926	419,926
Total	—	—	—	—	—	—	419,926	419,926
<b>Community banking</b>								
Pass	—	—	4,159	—	5,683	472	—	10,314
Watch	—	10,134	—	10,854	6,133	—	—	27,121
Special Mention	—	—	35,916	—	—	—	—	35,916
Substandard	—	119	49,449	50,626	13,933	6,110	—	120,237
Doubtful	—	122	—	5,422	—	—	—	5,544
Total	—	10,375	89,524	66,902	25,749	6,582	—	199,132
<b>Total Loans and Leases</b>								
Pass	1,012,088	303,727	105,274	60,727	20,605	66,655	899,481	2,468,557
Watch	85,369	140,131	47,620	37,132	9,057	3,926	70,056	393,291
Special Mention	21,882	55,606	45,099	5,826	307	1,552	76,171	206,443
Substandard	19,584	25,613	90,900	63,338	17,891	8,762	38,113	264,201
Doubtful	310	1,822	4,158	5,770	1	—	—	12,061
Total	\$ 1,139,233	\$ 526,899	\$ 293,051	\$ 172,793	\$ 47,861	\$ 80,895	\$ 1,083,821	\$ 3,344,553

The recorded investment of loans and leases by asset classification was as follows:

(Dollars in Thousands)

Asset Classification	At September 30, 2020						Total
	Pass	Watch	Special Mention	Substandard	Doubtful		
Term lending	\$ 725,101	\$ 29,637	\$ 24,501	\$ 21,249	\$ 4,835		\$ 805,323
Asset based lending	102,013	62,512	12,577	5,317	—		182,419
Factoring	217,245	45,200	13,657	5,071	—		281,173
Lease financing	264,700	8,879	2,808	4,148	549		281,084
Insurance premium finance	336,364	284	222	701	369		337,940
SBA/USDA	308,549	8,328	74	1,436	—		318,387
Other commercial finance	100,727	931	—	—	—		101,658
Commercial finance	2,054,699	155,771	53,839	37,922	5,753		2,307,984
Warehouse finance	293,375	—	—	—	—		293,375
Community banking	353,410	98,336	9,588	23,650	580		485,564
Total loans and leases	\$ 2,701,484	\$ 254,107	\$ 63,427	\$ 61,572	\$ 6,333		\$ 3,086,923

Past due loans and leases were as follows:

At September 30, 2021									
(Dollars in Thousands)	Accruing and Nonaccruing Loans and Leases						Nonperforming Loans and Leases		
	30-59 Days Past Due	60-89 Days Past Due	> 89 Days Past Due	Total Past Due	Current	Total Loans and Leases Receivable	> 89 Days Past Due and Accruing	Nonaccrual Balance	Total
Loans held for sale	\$ —	\$ —	\$ —	\$ —	\$ 56,194	\$ 56,194	\$ —	\$ —	\$ —
Term lending	11,879	2,703	5,452	20,034	940,985	961,019	2,558	14,904	17,462
Asset based lending	—	—	—	—	300,225	300,225	—	—	—
Factoring	—	—	—	—	363,670	363,670	—	1,268	1,268
Lease financing	4,909	3,336	8,401	16,646	249,404	266,050	8,345	3,158	11,503
Insurance premium finance	1,415	375	599	2,389	426,478	428,867	599	—	599
SBA/USDA	66	974	987	2,027	245,729	247,756	987	—	987
Other commercial finance	—	—	—	—	157,908	157,908	—	—	—
Commercial finance	18,269	7,388	15,439	41,096	2,684,399	2,725,495	12,489	19,330	31,819
Consumer credit products	713	527	511	1,751	127,500	129,251	511	—	511
Other consumer finance	963	285	725	1,973	121,633	123,606	725	—	725
Consumer finance	1,676	812	1,236	3,724	249,133	252,857	1,236	—	1,236
Tax services	—	—	7,962	7,962	2,443	10,405	7,962	—	7,962
Warehouse finance	—	—	—	—	419,926	419,926	—	—	—
Community banking	—	—	—	—	199,132	199,132	—	14,915	14,915
Total loans and leases held for investment	19,945	8,200	24,637	52,782	3,555,033	3,607,815	21,687	34,245	55,932
Total loans and leases	\$ 19,945	\$ 8,200	\$ 24,637	\$ 52,782	\$ 3,611,227	\$ 3,664,009	\$ 21,687	\$ 34,245	\$ 55,932

At September 30, 2020									
(Dollars in Thousands)	Accruing and Nonaccruing Loans and Leases						Nonperforming Loans and Leases		
	30-59 Days Past Due	60-89 Days Past Due	> 89 Days Past Due	Total Past Due	Current	Total Loans and Leases Receivable	> 89 Days Past Due and Accruing	Nonaccrual Balance	Total
Loans held for sale	\$ —	\$ —	\$ —	\$ —	\$ 183,577	\$ 183,577	\$ —	\$ —	\$ —
Term lending	11,900	3,851	6,390	22,141	783,182	805,323	266	16,274	16,540
Asset based lending	17	—	—	17	182,402	182,419	—	—	—
Factoring	—	—	—	—	281,173	281,173	—	1,096	1,096
Lease financing	194	9,746	6,882	16,822	264,262	281,084	4,344	3,583	7,927
Insurance premium finance	1,227	748	2,364	4,339	333,601	337,940	2,364	—	2,364
SBA/USDA	—	—	1,027	1,027	317,360	318,387	427	600	1,027
Other commercial finance	—	—	—	—	101,658	101,658	—	—	—
Commercial finance	13,338	14,345	16,663	44,346	2,263,638	2,307,984	7,401	21,553	28,954
Consumer credit products	377	358	499	1,233	88,576	89,809	499	—	499
Other consumer finance	600	536	373	1,509	132,833	134,342	373	—	373
Consumer finance	977	894	872	2,743	221,408	224,151	872	—	872
Tax services	—	—	1,743	1,743	1,323	3,066	1,743	—	1,743
Warehouse finance	—	—	—	—	293,375	293,375	—	—	—
Community banking	905	114	2,449	3,468	482,096	485,564	50	2,399	2,449
Total loans and leases held for investment	15,220	15,353	21,727	52,300	3,261,840	3,314,140	10,066	23,952	34,018
Total loans and leases	\$ 15,220	\$ 15,353	\$ 21,727	\$ 52,300	\$ 3,445,417	\$ 3,497,717	\$ 10,066	\$ 23,952	\$ 34,018

Nonaccrual loans and leases by year of origination at September 30, 2021 were as follows:

(Dollars in Thousands)	Amortized Cost Basis									
	Term Loans and Leases by Origination Year						Revolving Loans and Leases	Total	Nonaccrual with No ACL	
	2021	2020	2019	2018	2017	Prior				
Term lending	\$ 131	\$ 3,812	\$ 10,072	\$ 756	\$ 133	\$ —	\$ —	\$ 14,904	\$ 12,103	
Factoring	—	—	—	—	—	—	1,268	1,268	1,268	
Lease financing	—	30	2,471	632	25	—	—	3,158	541	
Commercial finance	131	3,842	12,543	1,388	158	—	1,268	19,330	13,912	
Community Banking	—	242	—	14,673	—	—	—	14,915	—	
Total nonaccrual loans and leases	\$ 131	\$ 4,084	\$ 12,543	\$ 16,061	\$ 158	\$ —	\$ 1,268	\$ 34,245	\$ 13,912	

Loans and leases that are 90 days or more delinquent and accruing by year of origination at September 30, 2021 were as follows:

(Dollars in Thousands)	Amortized Cost Basis									
	Term Loans and Leases by Origination Year						Revolving Loans and Leases	Total		
	2021	2020	2019	2018	2017	Prior				
Term lending	\$ 2,546	\$ —	\$ 12	\$ —	\$ —	\$ —	\$ —	\$ 2,558		
Lease financing	429	7,558	224	99	31	4	—	8,345		
Insurance premium finance	468	131	—	—	—	—	—	599		
SBA/USDA	—	987	—	—	—	—	—	987		
Commercial finance	3,443	8,676	236	99	31	4	—	12,489		
Consumer credit products	206	77	224	3	—	—	—	510		
Other consumer finance	—	—	—	—	—	725	—	725		
Consumer finance	206	77	224	3	—	725	—	1,235		
Tax services	7,962	—	—	—	—	—	—	7,962		
Total 90 days or more delinquent and accruing	\$ 11,611	\$ 8,753	\$ 460	\$ 102	\$ 31	\$ 729	\$ —	\$ 21,686		

Certain loans and leases 90 days or more past due as to interest or principal continue to accrue because they are (1) well-secured and in the process of collection or (2) consumer loans exempt under regulatory rules from being classified as non-accrual until later delinquency, usually 120 days past due.

When analysis of borrower or lessee operating results and financial condition indicates that underlying cash flows of the borrower's business are not adequate to meet its debt service requirements, the loan is evaluated for impairment. Often, this is associated with a delay or shortfall in scheduled payments, as described above.

Information on impaired loans and leases, all of which are deemed to be collateral dependent and are evaluated individually for the ACL was as follows:

	Fiscal Year Ended September 30, 2021
(Dollars in Thousands)	
Term lending	\$ 20,965
Factoring	1,268
Lease financing	3,882
Commercial finance	26,115
Other consumer finance	2,294
Consumer finance	2,294
Community banking	14,915
Total loans and leases	\$ 43,324

The recognized interest income on the Company's nonaccrual loans and leases for the fiscal year ended September 30, 2021 was not significant.

The following table provides the average recorded investment in impaired loans and leases:

	Fiscal Year Ended September 30, 2020	
	Average Recorded Investment	Recognized Interest Income
(Dollars in Thousands)		
Term lending	\$ 26,126	\$ 386
Asset based lending	1,339	—
Factoring	4,075	13
Lease financing	3,370	16
SBA/USDA	3,164	—
Commercial finance	38,074	415
Other consumer finance	1,860	143
Consumer finance	1,860	143
Community banking	3,529	(37)
Total loans and leases	\$ 43,463	\$ 521

The Company's troubled debt restructurings ("TDRs") typically involve forgiving a portion of interest or principal on existing loans, making loans at a rate materially less than current market rates, or extending the term of the loan. There were \$5.9 million of commercial finance loans, and \$0.3 million of consumer finance loans that were modified in a TDR during the fiscal year ended September 30, 2021, all of which were modified to extend the term of the loan, and no community banking loans. There were \$8.7 million of commercial finance loans, and \$0.8 million of consumer finance loans that were modified in a TDR during the fiscal year ended September 30, 2020 and \$5.2 million community banking loans.

During the fiscal year ended September 30, 2021, the Company had \$3.4 million of commercial finance loans, \$0.3 million of consumer finance loans, and no community banking loans that were modified in a TDR within the previous 12 months and for which there was a payment default. During the fiscal year ended September 30, 2020, the Company had \$3.3 million of commercial finance loans, \$0.6 million of consumer finance loans, and \$3.3 million of community banking loans that were modified in a TDR within the previous 12 months and for which there was a payment default. TDR net charge-offs and the impact of TDRs on the Company's allowance for credit losses were insignificant during the fiscal years ended September 30, 2021 and September 30, 2020.

## NOTE 6. EARNINGS PER COMMON SHARE

The Company has granted restricted share awards with dividend rights that are considered to be participating securities. Accordingly, a portion of the Company's earnings is allocated to those participating securities in the earnings per share calculation under the two-class method. Basic earnings per common share is computed using the two-class method by dividing income available to common stockholders after the allocation of dividends and undistributed earnings to the participating securities by the weighted average number of common shares outstanding for the period. Diluted earnings per common share is calculated using the more dilutive of the treasury stock method or the two-class method. Diluted earnings per common share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised, and is computed after giving consideration to the weighted average dilutive effect of the Company's stock options, performance share units, and nonvested restricted stock, where applicable. Diluted EPS under the two-class method also considers the allocation of earnings to the participating securities. Antidilutive securities are disregarded in earnings per share calculations. Diluted EPS shown below reflects the two-class method, as diluted EPS under the two-class method was more dilutive than under the treasury stock method.

A reconciliation of net income and common stock share amounts used in the computation of basic and diluted earnings per share is presented below.

(Dollars in Thousands, Except Per Share Data)	Fiscal Year Ended September 30,		
	2021	2020	2019
<b>Basic income per common share:</b>			
Net income attributable to Meta Financial Group, Inc.	\$ 141,708	\$ 104,720	\$ 97,004
Dividends and undistributed earnings allocated to participating securities	(2,698)	(2,414)	(2,378)
Basic net earnings available to common stockholders	139,010	102,306	94,626
Undistributed earnings allocated to nonvested restricted stockholders	2,575	2,249	2,187
Reallocation of undistributed earnings to nonvested restricted stockholders	(2,573)	(2,249)	(2,185)
Diluted net earnings available to common stockholders	\$ 139,012	\$ 102,306	\$ 94,628
Total weighted-average basic common shares outstanding	31,729,596	34,829,971	37,927,734
<b>Effect of dilutive securities<sup>(1)</sup></b>			
Stock options	—	—	40,718
Performance share units	21,926	—	—
Total effect of dilutive securities	21,926	—	40,718
Total weighted-average diluted common shares outstanding	31,751,522	34,829,971	37,968,452
<b>Net earnings per common share:</b>			
Basic earnings per common share	\$ 4.38	\$ 2.94	\$ 2.49
Diluted earnings per common share <sup>(2)</sup>	\$ 4.38	\$ 2.94	\$ 2.49

<sup>(1)</sup> Represents the effect of the assumed exercise of stock options and vesting of performance share units and restricted stock, as applicable, utilizing the treasury stock method.

<sup>(2)</sup> Excluded from the computation of diluted earnings per share for the fiscal years ended September 30, 2021, 2020, and 2019, respectively, were 615,811, 821,738, and 953,185 weighted average shares of nonvested restricted stock because their inclusion would be anti-dilutive.



**NOTE 7. PREMISES, FURNITURE, AND EQUIPMENT, NET**

Premises, furniture, and equipment consists of the following:

(Dollars in Thousands)	At September 30,	
	2021	2020
Land	\$ 1,354	\$ 1,354
Buildings	21,196	20,170
Furniture, fixtures, and equipment	76,662	67,302
	99,212	88,826
Less: accumulated depreciation and amortization	(54,324)	(47,218)
Net book value	\$ 44,888	\$ 41,608

Depreciation expense of premises, furniture and equipment included in occupancy and equipment expense was approximately \$9.6 million, \$9.2 million and \$8.6 million for the fiscal years ended September 30, 2021, 2020 and 2019, respectively.

**NOTE 8. RENTAL EQUIPMENT, NET**

Rental equipment consists of the following:

(Dollars in Thousands)	At September 30,	
	2021	2020
Computers and IT networking equipment	\$ 17,683	\$ 15,926
Motor vehicles and other	87,396	52,913
Office furniture and equipment	48,828	74,197
Solar panels and equipment	125,457	118,808
Total	279,364	261,844
Accumulated depreciation	(67,825)	(57,601)
Unamortized initial direct costs	1,577	1,721
Net book value	\$ 213,116	\$ 205,964

Undiscounted future minimum lease payments expected to be received for operating leases at September 30, 2021 were as follows:

(Dollars in Thousands)	
2022	\$ 34,532
2023	29,709
2024	21,762
2025	15,602
2026	9,069
Thereafter	12,603
Total undiscounted future minimum lease payments receivable for operating leases	\$ 123,277

## NOTE 9. FORECLOSED REAL ESTATE AND REPOSSESSED ASSETS

The following table provides an analysis of changes in foreclosed real estate and repossessed assets:

(Dollars in Thousands)	Fiscal Year Ended September 30,	
	2021	2020
Balance, beginning of period	\$ 9,957	\$ 29,494
Additions	1,659	9,983
Reductions:		
Write-downs	591	568
Sales	8,952	23,992
(Gain) loss on sale	(4)	4,960
Total reductions	9,539	29,520
Balance, ending of period	\$ 2,077	\$ 9,957

At September 30, 2021 and 2020, the Company had established a valuation allowance of \$1.1 million and \$0.5 million for repossessed assets, respectively. As of September 30, 2021 and 2020, the Company had no loans or leases in the process of foreclosure.

During the fiscal year ended September 30, 2020, the Company sold \$28.1 million of other real estate owned ("OREO"), which consisted of assets related to a Community Bank agriculture real estate customer. The sale consisted of 30-plus parcels of land and the Company recognized a \$5.0 million loss that was included in the "Gain (loss) on sale of other" line on the Consolidated Statements of Operations. The Company also recognized \$1.1 million in deferred rental income and \$0.2 million in OREO expenses related to these foreclosed properties.

## NOTE 10. GOODWILL AND INTANGIBLE ASSETS

The Company held a total of \$309.5 million of goodwill at September 30, 2021. The recorded goodwill is a result of multiple business combinations that have been consummated since fiscal year 2015, with the most recent pursuant to the Crestmark Acquisition that closed on August 1, 2018. Goodwill is assessed for impairment at least annually or more often if conditions indicate a possible impairment. The assessment is done at a reporting unit level, which is one level below the operating segments. See Note 21. Segment Reporting for additional information on the Company's segment reporting. There have been no changes to the carrying amount of goodwill during the fiscal years ended September 30, 2021 and 2020.

The Company completed a qualitative goodwill impairment assessment as of September 30, 2021. Based on the results, it was identified that it was more likely than not the fair value of goodwill recorded exceeded the current carrying value and concluded no impairment existed as of September 30, 2021.

The changes in the carrying amount of the Company's intangible assets were as follows:

(Dollars in Thousands)	Trademark <sup>(1)</sup>	Non-Compete <sup>(2)</sup>	Customer Relationships <sup>(3)</sup>	All Others <sup>(4)</sup>	Total
<b>Intangible Assets</b>					
At September 30, 2020	\$ 10,901	\$ 422	\$ 24,333	\$ 6,036	\$ 41,692
Acquisitions during the period	—	—	—	24	24
Amortization during the period	(1,078)	(382)	(6,465)	(620)	(8,545)
Write-offs during the period	—	—	—	(23)	(23)
At September 30, 2021	\$ 9,823	\$ 40	\$ 17,868	\$ 5,417	\$ 33,148
Gross carrying amount	\$ 14,624	\$ 2,481	\$ 82,088	\$ 10,142	\$ 109,335
Accumulated amortization	(4,801)	(2,441)	(53,972)	(4,507)	(65,721)
Accumulated impairment	—	—	(10,248)	(218)	(10,466)
At September 30, 2021	\$ 9,823	\$ 40	\$ 17,868	\$ 5,417	\$ 33,148
At September 30, 2019	\$ 11,959	\$ 827	\$ 33,207	\$ 6,817	\$ 52,810
Acquisitions during the period	—	—	—	35	35
Amortization during the period	(1,058)	(405)	(8,874)	(660)	(10,997)
Write-offs during the period	—	—	—	(156)	(156)
At September 30, 2020	\$ 10,901	\$ 422	\$ 24,333	\$ 6,036	\$ 41,692
Gross carrying amount	\$ 14,624	\$ 2,480	\$ 82,088	\$ 10,113	\$ 109,305
Accumulated amortization	(3,723)	(2,058)	(47,507)	(3,887)	(57,175)
Accumulated impairment	—	—	(10,248)	(190)	(10,438)
At September 30, 2020	\$ 10,901	\$ 422	\$ 24,333	\$ 6,036	\$ 41,692

<sup>(1)</sup> Book amortization period of 5-15 years. Amortized using the straight line and accelerated methods.

<sup>(2)</sup> Book amortization period of 3-5 years. Amortized using the straight line method.

<sup>(3)</sup> Book amortization period of 10-30 years. Amortized using the accelerated method.

<sup>(4)</sup> Book amortization period of 3-20 years. Amortized using the straight line method.

The estimated amortization expense of intangible assets assumes no activities, such as acquisitions, which would result in additional amortizable intangible assets. Estimated amortization expense of intangible assets in the subsequent fiscal years at September 30, 2021 was as follows:

(Dollars in Thousands)	
2022	\$ 6,420
2023	5,102
2024	4,384
2025	3,826
2026	3,252
Thereafter	10,164
Total anticipated intangible amortization	\$ 33,148

The Company tests intangible assets for impairment at least annually or more often if conditions indicate a possible impairment. There were no impairments to intangible assets for the fiscal years ended September 30, 2021 and 2020. Intangible impairment expense is recorded within the impairment expense line of the Consolidated Statements of Operations.

**NOTE 11. OPERATING LEASE RIGHT-OF-USE ASSETS AND LIABILITIES**

Operating lease ROU assets, included in other assets, were \$34.4 million and \$25.8 million at September 30, 2021 and 2020, respectively.

Operating lease liabilities, included in accrued expenses and other liabilities, were \$36.5 million and \$27.1 million at September 30, 2021 and 2020, respectively.

Undiscounted future minimum operating lease payments and a reconciliation to the amount recorded as operating lease liabilities at September 30, 2021 were as follows:

(Dollars in Thousands)

2022	\$	4,687
2023		4,180
2024		4,152
2025		4,027
2026		3,195
Thereafter		21,732
Total undiscounted future minimum lease payments		41,973
Discount		(5,423)
Total operating lease liabilities	\$	36,550

The weighted-average discount rate and remaining lease term for operating leases at September 30, 2021 were as follows:

Weighted-average discount rate	2.32 %
Weighted-average remaining lease term (years)	10.85

The components of total lease costs for operating leases were as follows:

	Fiscal Year Ended September 30,	
	2021	2020
(Dollars in Thousands)		
Lease expense	\$ 4,310	\$ 3,454
Short-term and variable lease cost	193	496
ROU asset impairment	224	—
Sublease income	(591)	(733)
Total lease cost for operating leases	\$ 4,136	\$ 3,217

## NOTE 12. TIME CERTIFICATES OF DEPOSIT

Time certificates of deposit in denominations of \$250,000 or more were approximately \$24.9 million and \$231.0 million at September 30, 2021, and 2020, respectively.

Scheduled maturities of time certificates of deposit at September 30, 2021 were as follows for the fiscal years ending:

(Dollars in Thousands)

2022	\$	31,148
2023		907
2024		445
2025		—
2026		—
Thereafter		—
Total <sup>(1)</sup>	\$	32,500

<sup>(1)</sup> As of September 30, 2021, the Company had \$23.4 million of certificates of deposit which were recorded in wholesale deposits on the Consolidated Statements of Financial Condition.

Under the Dodd-Frank Act, IRA and non-IRA deposit accounts are insured up to \$250,000 by the DIF under management of the FDIC.

## NOTE 13. SHORT-TERM AND LONG-TERM BORROWINGS

### Short-Term Borrowings

The Company had no short-term borrowing at September 30, 2021 and 2020.

The Bank has executed blanket pledge agreements whereby the Bank assigns, transfers, and pledges to the FHLB and grants to the FHLB a security interest in real estate and securities collateral. The Bank has the right to use, commingle, and dispose of the collateral it has assigned to the FHLB. Under the agreement, the Bank must maintain “eligible collateral” that has a “lending value” at least equal to the “required collateral amount,” all as defined by the agreement.

At September 30, 2021 and 2020, the Bank pledged securities with fair values of approximately \$644.7 million and \$673.8 million, respectively, to be used against FHLB advances as needed. In addition, no qualifying real estate loans were pledged as collateral at September 30, 2021 compared to approximately \$333.8 million at September 30, 2020.

The Company had no securities sold under agreements to repurchase at September 30, 2021 and 2020.

An analysis of securities sold under agreements to repurchase follows:

(Dollars in Thousands)

	At September 30,	
	2021	2020
Highest month-end balance	\$ —	\$ 2,550
Average balance	—	328
Weighted average interest rate for the fiscal year	— %	2.00 %
Weighted average interest rate at fiscal year end	— %	— %

At September 30, 2021 and 2020, the Company did not have any securities pledged as collateral for securities sold under agreements to repurchase.

## Long-Term Borrowings

(Dollars in Thousands)	At September 30,	
	2021	2020
Trust preferred securities	13,661	13,661
Subordinated debentures, net of issuance costs	73,980	73,807
Other long-term borrowings <sup>(1)</sup>	5,193	10,756
Total	\$ 92,834	\$ 98,224

<sup>(1)</sup> Includes \$5.1 million and \$10.6 million of discounted leases and \$0.1 million and \$0.1 million of finance lease obligations at September 30, 2021 and 2020, respectively.

Management extinguished its remaining long-term FHLB advances in the fiscal 2020 fourth quarter. Prior to doing so, the advances had an outstanding balance of \$110.0 million at a weighted average cost of 2.41%. The early extinguishment resulted in a pre-tax charge of \$1.7 million to other expense in the fiscal 2020 fourth quarter.

Scheduled maturities of the Company's long-term borrowings at September 30, 2021 were as follows for the fiscal years ending:

(Dollars in Thousands)	Trust preferred securities	Subordinated debentures	Other long-term borrowings	Total
2022	\$ —	\$ —	\$ 398	\$ 398
2023	—	—	1,924	1,924
2024	—	—	2,871	2,871
2025	—	—	—	—
2026	—	73,980	—	73,980
Thereafter	13,661	—	—	13,661
Total long-term borrowings	\$ 13,661	\$ 73,980	\$ 5,193	\$ 92,834

Certain trust preferred securities are due to First Midwest Financial Capital Trust I, a 100%-owned nonconsolidated subsidiary of the Company. The securities were issued in 2001 in conjunction with the Trust's issuance of 10,000 shares of Trust Preferred Securities. The securities bear the same interest rate and terms as the trust preferred securities. The securities are included on the Consolidated Statements of Financial Condition as liabilities.

The Company issued all of the 10,310 authorized shares of trust preferred securities of First Midwest Financial Capital Trust I holding solely securities. Distributions are paid semi-annually. Cumulative cash distributions are calculated at a variable rate of LIBOR plus 3.75% (3.93% at September 30, 2021, and 4.01% at September 30, 2020), not to exceed 12.5%. The Company may, at one or more times, defer interest payments on the capital securities for up to 10 consecutive semi-annual periods, but not beyond July 25, 2031. At the end of any deferral period, all accumulated and unpaid distributions are required to be paid. The capital securities are required to be redeemed on July 25, 2031; however, the Company has a semi-annual option to shorten the maturity date. The redemption price is \$1,000 per capital security plus any accrued and unpaid distributions to the date of redemption.

Holders of the capital securities have no voting rights, are unsecured and rank junior in priority of payment to all of the Company's indebtedness and senior to the Company's common stock.

Although the securities issued by the Trust are not included as a component of stockholders' equity, the securities are treated as capital for regulatory purposes, subject to certain limitations.

Through the Crestmark Acquisition, the Company acquired \$3.4 million in floating rate capital securities due to Crestmark Capital Trust I, a 100%-owned nonconsolidated subsidiary of the Company. The subordinated debentures bear interest at LIBOR plus 3.00%, have a stated maturity of 30 years and are redeemable by the Company at par, with regulatory approval. The interest rate is reset quarterly at distribution dates in February, May, August, and November. The interest rate as of September 30, 2021 was 3.13%. The Company has the option to defer interest payments on the subordinated debentures from time to time for a period not to exceed five consecutive years.

The Company completed the public offering of \$75.0 million of 5.75% fixed-to-floating rate subordinated debentures during fiscal year 2016. These notes are due August 15, 2026. The subordinated debentures were sold at par, resulting in net proceeds of approximately \$73.9 million. At September 30, 2021, the Company had \$74.0 million in aggregate principal amount in subordinated debentures, net of issuance costs of \$1.0 million.

#### **NOTE 14. STOCKHOLDERS' EQUITY**

##### *Repurchase of Common Stock*

The Company's Board of Directors authorized the November 20, 2019 share repurchase program to repurchase up to an additional 7,500,000 shares of the Company's outstanding common stock. This authorization is effective from November 21, 2019 through December 31, 2022. On September 7, 2021, the Company's Board of Directors announced a new share repurchase program to repurchase up to an additional 6,000,000 shares of the Company's outstanding common stock. This authorization is effective from September 3, 2021 through September 30, 2024. During the fiscal years ended September 30, 2021 and 2020, the Company repurchased 2,833,755 and 3,669,597 shares, respectively, as part of the share repurchase programs.

Under the repurchase programs, repurchased shares were retired and designated as authorized but unissued shares. The Company accounts for repurchased shares using the par value method under which the repurchase price is charged to paid-in capital up to the amount of the original proceeds of those shares. When the repurchase price is greater than the original issue proceeds, the excess is charged to retained earnings. As of September 30, 2021, the remaining number of shares available for repurchase under the programs were 7,315,876 shares of common stock.

For the fiscal years ended September 30, 2021, and 2020, the Company also repurchased 101,481 and 103,830 shares, or \$2.9 million and \$3.2 million, of common stock, respectively, in settlement of employee tax withholding obligations due upon the vesting of restricted stock.

##### *Repurchase of Treasury Stock*

The Company accounts for the retirement of repurchased shares, including treasury stock, using the par value method under which the repurchase price is charged to paid-in capital up to the amount of the original proceeds of those shares. When the repurchase price is greater than the original issue proceeds, the excess is charged to retained earnings. The Company retired 203,224 and zero shares of common stock held in treasury during the fiscal years ended September 30, 2021 and 2020, respectively.

#### **NOTE 15. EMPLOYEE STOCK OWNERSHIP AND PROFIT SHARING PLANS**

Until September 30, 2021, the Company maintained an Employee Stock Ownership Plan ("ESOP") for eligible employees who have 1,000 hours of employment with the Bank, have worked at least one year at the Bank and who have attained age 21. ESOP expense of \$3.1 million, \$3.0 million and \$2.9 million was recorded for the fiscal years ended September 30, 2021, 2020 and 2019, respectively.

Contributions to the ESOP and shares released from suspense are allocated among ESOP participants on the basis of compensation in the year of allocation. Benefits generally become 100% vested after seven years of credited service. Prior to the completion of seven years of credited service, a participant who terminates employment for reasons other than death or disability receives a reduced benefit based on the ESOP's vesting schedule. Forfeitures are reallocated among remaining participating employees in the same proportion as contributions. Benefits are payable in the form of stock upon termination of employment. The Company's contributions to the ESOP are not fixed, so benefits payable under the ESOP cannot be estimated.

For the fiscal years ended September 30, 2021, 2020 and 2019, 54,985 shares, 157,909 shares and 98,753 shares, from the suspense account, with a fair value of \$52.48, \$19.22 and \$32.61 per share, respectively, were released. For the fiscal years ended September 30, 2021, 2020 and 2019, allocated shares and total ESOP shares reflect 22,960 shares, 59,865 shares and 79,926 shares, respectively, withdrawn from the ESOP by participants who were no longer with the Company or by participants diversifying their holdings. At September 30, 2021, 2020 and 2019, there were 4,192, 5,662 and 5,336 shares purchased, respectively, for dividend reinvestment.

ESOP shares were as follows:

(Dollars in Thousands)	At September 30,		
	2021	2020	2019
Allocated shares	787,299	809,116	778,088
Unearned shares	—	—	—
Total ESOP shares	787,299	809,116	778,088
Fair value of unearned shares	\$ —	\$ —	\$ —

The Company also has a profit sharing plan covering substantially all full-time employees. Profit sharing expense included in compensation and benefits, for the fiscal years ended September 30, 2021, 2020 and 2019 was \$3.1 million, \$3.1 million and \$3.0 million, respectively. As of October 1, 2021, the Company modified its profit sharing plan to incorporate a Qualified Automatic Contribution Arrangement safe harbor provision, whereby employee contributions are matched at 100% of the first 6% of eligible compensation contributed.

#### NOTE 16. STOCK COMPENSATION

The Company maintains the Meta Financial Group, Inc. 2002 Omnibus Incentive Plan, as amended and restated (the "2002 Omnibus Incentive Plan"), which, among other things, provides for the awarding of stock options, nonvested (restricted) shares, and performance share units ("PSUs") to certain officers and directors of the Company. Awards are granted by the Compensation Committee of the Board of Directors based on the performance of the award recipients or other relevant factors.

At grant date, the fair value of options awarded to recipients is estimated using a Black-Scholes valuation model. The exercise price of stock options equals the fair market value of the underlying stock at the date of grant. Options are issued for a period of 10 years with 100% vesting generally occurring either at grant date or over a period of four years. There were no options granted during the fiscal years ended September 30, 2021, 2020 or 2019. The intrinsic value of options exercised during the fiscal years ended September 30, 2021, 2020 and 2019 were zero, \$1.0 million and \$1.8 million, respectively.

Shares have previously been granted each year to executives and senior leadership members under the applicable Company incentive plan. These shares vest at various times ranging from immediately to four years based on circumstances at time of grant. The fair value is determined based on the fair market value of the Company's stock on the grant date. Director shares are issued to the Company's directors, and these shares vest immediately. The total fair value of director's shares granted during the fiscal years ended September 30, 2021, 2020 and 2019 was \$1.0 million, \$0.8 million and \$1.0 million, respectively.

Under its 2002 Omnibus Incentive Plan, the Company also grants selected executives and other key employees PSU awards. The vesting of these awards is contingent on meeting company-wide performance goals, including but not limited to return on equity, earnings per share, and total shareholder return. PSUs are generally granted at the market value of the underlying share on the date of grant, adjusted for dividends, as performance share units do not participate in dividends while unearned. The awards contingently vest over a period of three years and have payout levels ranging from a threshold of 50% to a maximum of 200%. Upon vesting, each performance share unit is converted into one share of common stock.

The fair value of the PSUs is determined by the dividend-adjusted fair value on the grant date for those awards subject to a performance condition. For those PSUs subject to a market condition, a simulation valuation is performed.

In addition to the Company's 2002 Omnibus Incentive Plan, the Company also maintains the 1995 Stock Option and Incentive Plan. No new options were, or could have been, awarded under the 1995 plan during the fiscal years ended September 30, 2021, 2020 or 2019. Furthermore, no options were outstanding during the year.

In addition, during the first and second quarters of fiscal 2017, shares were granted to certain executive officers of the Company in connection with their signing of employment agreements with the Company. These stock awards vest in equal installments over eight years.



The following tables show the activity of options and share awards (including shares of restricted stock subject to vesting, fully-vested restricted stock, and PSUs) granted, exercised or forfeited under all of the Company's option and incentive plans during the fiscal year ended September 30, 2021 and 2020.

There was no activity of options during the fiscal year ended September 30, 2021 and zero were outstanding or exercisable at September 30, 2021.

(Dollars in Thousands, Except Per Share Data)	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Yrs)	Aggregate Intrinsic Value
Options outstanding, September 30, 2019	59,835	\$ 8.06	1.54	\$ 1,469
Granted	—	—	—	—
Exercised	(59,835)	8.06	1.00	1,011
Forfeited or expired	—	—	—	—
Options outstanding, September 30, 2020	—	\$ —	—	\$ —
Options exercisable, September 30, 2020	—	\$ —	—	\$ —

(Dollars in Thousands, Except Per Share Data)	Number of Shares	Weighted Average Fair Value at Grant
Nonvested shares outstanding, September 30, 2020	790,083	\$ 30.03
Granted	190,187	30.88
Vested	(329,409)	30.32
Forfeited or expired	(103,798)	29.66
Nonvested shares outstanding, September 30, 2021	547,063	\$ 30.22
Nonvested shares outstanding, September 30, 2019	926,122	\$ 29.54
Granted	191,372	32.32
Vested	(316,283)	29.92
Forfeited or expired	(11,128)	31.35
Nonvested shares outstanding, September 30, 2020	790,083	\$ 30.03

(Dollars in Thousands, Except Per Share Data)	Number of Units	Weighted Average Fair Value at Grant
Performance share units outstanding, September 30, 2020	—	\$ —
Granted <sup>(1)</sup>	60,984	34.03
Vested	—	—
Forfeited or expired	—	—
Performance share units outstanding, September 30, 2021	60,984	\$ 34.03

<sup>(1)</sup> The number of performance share units (PSUs) granted reflects the target number of PSUs able to be earned under a given award.

Compensation expense for share-based awards is recorded over the vesting period at the fair value of the award at the time of the grant. The exercise price of options or fair value of nonvested (restricted) shares and PSUs granted under the Company's 2002 Omnibus Incentive Plan is equal to the fair market value of the underlying stock at the grant date, adjusted for dividends where applicable. The Company has elected, with the adoption of ASU 2016-09, to record forfeitures as they occur.

The following table shows the effect to income, net of tax benefits, of share-based compensation expense recorded:

(Dollars in Thousands)	Fiscal Year Ended September 30,		
	2021	2020	2019
Total employee stock-based compensation expense recognized in income, net of tax effects of \$1,562, \$2,567, and \$3,230, respectively	\$ 5,290	\$ 7,656	\$ 9,716

As of September 30, 2021, stock-based compensation expense not yet recognized in income totaled \$5.5 million, which is expected to be recognized over a weighted-average remaining period of 2.02 years.

#### NOTE 17. INCOME TAXES

The Company and its subsidiaries file a consolidated federal income tax return on a fiscal year basis. The provision for income taxes were as follows:

(Dollars in Thousands)	Fiscal Year Ended September 30,		
	2021	2020	2019
<b>Federal:</b>			
Current	\$ 6,402	\$ 3,148	\$ 5,278
Deferred	(3,909)	(4,505)	(14,831)
	2,493	(1,357)	(9,553)
<b>State:</b>			
Current	5,938	4,860	5,649
Deferred	2,270	2,158	530
	8,208	7,018	6,179
Income tax expense (benefit)	\$ 10,701	\$ 5,661	\$ (3,374)

The tax effects of the Company's temporary differences that give rise to significant portions of its deferred tax assets and liabilities were:

(Dollars in Thousands)	At September 30,	
	2021	2020
<b>Deferred tax assets:</b>		
Bad debts	\$ 15,946	\$ 13,968
Deferred compensation	3,733	1,288
Stock based compensation	3,314	4,073
Valuation adjustments	4,111	5,343
General business credits <sup>(1)</sup>	49,196	37,888
Accrued expenses	2,780	2,155
Lease liability	9,206	6,798
Other assets	4,253	3,215
	<u>92,539</u>	<u>74,728</u>
<b>Deferred tax liabilities:</b>		
Premises and equipment	(3,328)	(2,852)
Intangibles	(3,032)	(2,114)
Net unrealized gains on securities available for sale	(2,471)	(5,964)
Leased assets	(46,355)	(35,279)
Right-of-use assets	(8,877)	(6,550)
Other liabilities	(3,303)	(4,246)
	<u>(67,366)</u>	<u>(57,005)</u>
<b>Net deferred tax assets</b>	<u>\$ 25,173</u>	<u>\$ 17,723</u>

<sup>(1)</sup> The general business credits are investment tax credits generated from qualified solar energy property placed in service during the fiscal years ended September 30, 2021 and 2020. These credits expire on September 30, 2041 and 2040, respectively.

As of September 30, 2021, the Company had a gross deferred tax asset of \$2.7 million for separate company state cumulative net operating loss carryforwards, for which \$2.7 million was reserved. At September 30, 2020, the Company had a gross deferred tax asset of \$2.4 million for separate company state cumulative net operating loss carryforwards, for which \$2.4 million was reserved. These state operating loss carryforwards will expire in various subsequent periods.

In general, management believes that the realization of its deferred tax assets is more likely than not based on the expectations as to future taxable income; therefore, there was no deferred tax valuation allowance at September 30, 2021, or 2020 with the exception of the state cumulative net operating loss carryforwards discussed above.

The table below reconciles the statutory federal income tax expense and rate to the effective income tax expense and rate for the fiscal years presented. The Company's effective tax rate is calculated by dividing income tax expense by income before income tax expense.

	Fiscal Year Ended September 30,					
	2021		2020		2019	
	Amount	Rate	Amount	Rate	Amount	Rate
(Dollars in Thousands)						
Statutory federal income tax expense and rate	\$ 32,854	21.0 %	\$ 24,151	21.0 %	\$ 20,568	21.0 %
Change in tax rate resulting from:						
State income taxes net of federal benefits	6,452	4.1 %	5,444	4.7 %	5,000	5.1 %
162(m) disallowance	686	0.4 %	1,129	1.0 %	2,777	2.8 %
Tax exempt income	(835)	(0.5)%	(1,212)	(1.0)%	(2,714)	(2.8)%
General business credits	(26,945)	(17.2)%	(22,284)	(19.4)%	(27,126)	(27.7)%
Other, net	(1,511)	(1.0)%	(1,567)	(1.4)%	(1,879)	(1.8)%
Income tax expense (benefit)	\$ 10,701	6.8 %	\$ 5,661	4.9 %	\$ (3,374)	(3.4)%

The provisions of ASC 740, *Income Taxes*, address the determination of how tax benefits claimed or expected to be claimed on a tax return should be recorded in the Consolidated Financial Statements. Under ASC 740, the Company recognizes the tax benefits from an uncertain tax position only if it is more likely than not that the tax position will be sustained upon examination, with a tax examination being presumed to occur, including the resolution of any related appeals or litigation. The tax benefits recognized in the Consolidated Financial Statements from such a position are measured as the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution.

The Company uses the flow through method of accounting for investment tax credits under which the credits are recognized as a reduction to income tax expense in the period in which the credit arises. During the fiscal years ended September 30, 2021, 2020, and 2019, \$26.5 million, \$20.5 million, and \$27.1 million in investment tax credits were recognized as a reduction to income tax expense, respectively.

The Company's tax reserves reflect management's judgment as to the resolution of the issues involved if subject to judicial review. While the Company believes that its reserves are adequate to cover reasonably expected tax risks, there can be no assurance that, in all instances, an issue raised by a tax authority will be resolved at a financial cost that does not exceed its related reserve. With respect to these reserves, the Company's income tax expense would include (i) any changes in tax reserves arising from material changes during the period in the facts and circumstances surrounding a tax issue, and (ii) any difference from the Company's tax position as recorded in the Consolidated Financial Statements and the final resolution of a tax issue during the period.

The tax years ended September 30, 2018 and later remain subject to examination by the Internal Revenue Service. For state purposes, the tax years ended September 30, 2018 and later remain open for examination, with few exceptions.

A reconciliation of the beginning and ending balances for liabilities associated with unrecognized tax benefits follows:

	At September 30,	
	2021	2020
(Dollars in Thousands)		
Balance at beginning of fiscal year	\$ 1,091	\$ 368
Additions (reductions) for tax positions related to prior years	(314)	723
Balance at end of fiscal year	\$ 777	\$ 1,091

The total amount of unrecognized tax benefits that, if recognized, would impact the effective rate was \$667,000 as of September 30, 2021. The Company recognizes interest related to unrecognized tax benefits as a component of income tax expense. The amount of accrued interest related to unrecognized tax benefits was \$112,000 as of September 30, 2021. The Company does not anticipate any significant change in the total amount of unrecognized tax benefits within the next 12 months.

# NOTE 18. CAPITAL REQUIREMENTS AND RESTRICTIONS ON RETAINED EARNINGS

As U.S. banking organizations, the Company and the Bank are required to comply with the regulatory capital rules adopted by the Federal Reserve and the OCC (the "Capital Rules") that became effective on January 1, 2015, subject to phase-in periods for certain requirements and other provisions of the Capital Rules. Under the Capital Rules and the regulatory framework for prompt corrective action, the Company and Bank must meet specific capital guidelines that involve quantitative measures of the Company's and Bank's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's and Bank's capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weightings and other factors.

The Capital Rules require the Company and the Bank to maintain minimum ratios (set forth in the table below) of total risk-based capital and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined), and a leverage ratio consisting of Tier 1 capital (as defined) to average assets (as defined). At September 30, 2021, both the Bank and the Company exceeded federal regulatory minimum capital requirements to be classified as well-capitalized under the prompt corrective action requirements. The Company and the Bank took the accumulated other comprehensive income ("AOCI") opt-out election; under the rule, non-advanced approach banking organizations were given a one-time option to exclude certain AOCI components.

The tables below include certain non-GAAP financial measures that are used by investors, analysts and bank regulatory agencies to assess the capital position of financial services companies. Management reviews these measures along with other measures of capital as part of its financial analyses and has included this non-GAAP financial information, and the corresponding reconciliation to total equity.

	Company	Bank	Minimum to be Adequately Capitalized Under Prompt Corrective Action Provisions	Minimum to be Well Capitalized Under Prompt Corrective Action Provisions
<b>At September 30, 2021</b>				
Tier 1 leverage capital ratio	7.67 %	8.69 %	4.00 %	5.00 %
Common equity Tier 1 capital ratio	12.12	14.11	4.50	6.50
Tier 1 capital ratio	12.46	14.13	6.00	8.00
Total capital ratio	15.45	15.38	8.00	10.00
<b>At September 30, 2020</b>				
Tier 1 leverage capital ratio	6.58 %	7.56 %	4.00 %	5.00 %
Common equity Tier 1 capital ratio	11.78	13.96	4.50	6.50
Tier 1 capital ratio	12.18	14.00	6.00	8.00
Total capital ratio	15.30	15.26	8.00	10.00

The following table provides a reconciliation of the amounts included in the table above for the Company.

	Standardized Approach <sup>(1)</sup> September 30, 2021
(Dollars in Thousands)	
Total stockholders' equity	\$ 871,884
Adjustments:	
LESS: Goodwill, net of associated deferred tax liabilities	300,780
LESS: Certain other intangible assets	33,572
LESS: Net deferred tax assets from operating loss and tax credit carry-forwards	22,801
LESS: Net unrealized gains (losses) on available for sale securities	7,344
LESS: Noncontrolling interest	1,155
ADD: Adoption of Accounting Standards Update 2016-13	8,202
Common Equity Tier 1 <sup>(1)</sup>	514,434
Long-term borrowings and other instruments qualifying as Tier 1	13,661
Tier 1 minority interest not included in common equity Tier 1 capital	747
Total Tier 1 capital	528,842
Allowance for credit losses	53,159
Subordinated debentures (net of issuance costs)	73,980
Total capital	\$ 655,981

<sup>(1)</sup> Capital ratios were determined using the Basel III capital rules that became effective on January 1, 2015. Basel III revised the definition of capital, increased minimum capital ratios, and introduced a minimum common equity tier 1 capital ratio; those changes are being fully phased in through the end of 2021.

The following table provides a reconciliation of tangible common equity and tangible common equity excluding AOCI, each of which is used in calculating tangible book value data, to total stockholders equity. Each of tangible common equity and tangible common equity excluding AOCI is a non-GAAP financial measure that is commonly used within the banking industry.

	At September 30, 2021
(Dollars in Thousands)	
Total stockholders' equity	\$ 871,884
LESS: Goodwill	309,505
LESS: Intangible assets	33,148
Tangible common equity	529,231
LESS: AOCI	7,599
Tangible common equity excluding AOCI	\$ 521,632

Since January 1, 2016, the Company and the Bank have been required to maintain a capital conservation buffer above the minimum risk-based capital requirements in order to avoid certain limitations on capital distributions, stock repurchases and discretionary bonus payments to executive officers. The capital conservation buffer is exclusively composed of Common Equity Tier 1 capital, and it applies to each of the three risk-based capital ratios but not the leverage ratio. The required Common Equity Tier 1 risk-based, Tier 1 risk-based and total risk-based capital ratios with the buffer are currently 7.0%, 8.5% and 10.5%, respectively.

Based on current and expected continued profitability and subject to continued access to capital markets, we believe that the Company and the Bank will continue to meet the capital conservation buffer of 2.5% in addition to required minimum capital ratios.

#### NOTE 19. COMMITMENTS AND CONTINGENCIES

In the normal course of business, the Bank makes various commitments to extend credit which are not reflected in the accompanying Consolidated Financial Statements as described below.

At September 30, 2021 and 2020, unfunded loan and lease commitments approximated \$1.22 billion and \$1.22 billion, respectively, excluding undisbursed portions of loans in process. Commitments, which are disbursed subject

to certain limitations, extend over various periods of time. Generally, unused commitments are canceled upon expiration of the commitment term as outlined in each individual contract.

The Company had no commitments to purchase securities at September 30, 2021 or 2020. The Company had no commitments to sell securities at September 30, 2021 or 2020.

The exposure to credit loss in the event of non-performance by other parties to financial instruments for commitments to extend credit is represented by the contractual amount of those instruments. The same credit policies and collateral requirements are used in making commitments and conditional obligations as are used for on-balance-sheet instruments.

Since certain commitments to make loans and to fund lines of credit expire without being used, the amount does not necessarily represent future cash commitments. In addition, commitments used to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract.

## LEGAL PROCEEDINGS

From time to time, the Company or its subsidiaries are subject to certain legal proceedings and claims in the ordinary course of business. Accruals have been recorded when the outcome is probable and can be reasonably estimated. While management currently believes that the ultimate outcome of these proceedings will not have a material adverse effect on the Company's financial position or its results of operations, legal proceedings are inherently uncertain and unfavorable resolution of some or all of these matters could, individually or in the aggregate, have a material adverse effect on the Company's and its subsidiaries' respective businesses, financial condition or results of operations.

## NOTE 20. REVENUE FROM CONTRACTS WITH CUSTOMERS

Topic 606 applies to all contracts with customers unless such revenue is specifically addressed under existing guidance. The table below presents the Company's revenue by operating segment. For additional descriptions of the Company's operating segments, including additional financial information and the underlying management accounting process, see Note 21. Segment Reporting to the Consolidated Financial Statements.

(Dollars in Thousands) Fiscal Year Ended September 30,	Consumer		Commercial		Corporate Services/Other		Consolidated Company	
	2021	2020	2021	2020	2021	2020	2021	2020
Net interest income <sup>(1)</sup>	\$ 92,133	\$ 93,245	\$ 173,325	\$ 150,766	\$ 13,533	\$ 15,027	\$ 278,991	\$ 259,038
<b>Noninterest income:</b>								
Refund transfer product fees	37,967	36,061	—	—	—	—	37,967	36,061
Tax advance product fees <sup>(1)</sup>	47,639	31,826	—	—	—	—	47,639	31,826
Payment card and deposit fees	107,182	87,379	—	—	—	—	107,182	87,379
Other bank and deposit fees	—	—	917	984	22	326	939	1,310
Rental income <sup>(1)</sup>	18	19	39,398	43,493	—	1,314	39,416	44,826
Net gain realized on investment securities <sup>(1)</sup>	—	—	—	—	6	51	6	51
Gain on divestitures <sup>(1)</sup>	—	—	—	—	—	19,275	—	19,275
Gain (loss) on sale of other <sup>(1)</sup>	—	(19)	12,622	9,587	(1,107)	(5,143)	11,515	4,425
Other income <sup>(1)</sup>	2,902	3,018	8,876	6,087	14,462	5,536	26,240	14,641
Total noninterest income	195,708	158,284	61,813	60,151	13,383	21,359	270,904	239,794
Revenue	\$ 287,841	\$ 251,529	\$ 235,138	\$ 210,917	\$ 26,916	\$ 36,386	\$ 549,895	\$ 498,832

<sup>(1)</sup> These revenues are not within the scope of Topic 606. Additional details are included in other footnotes to the accompanying financial statements. The scope of Topic 606 explicitly excludes net interest income as well as many other revenues for financial assets and liabilities, including loans, leases, and securities.

Following is a discussion of key revenues within the scope of Topic 606. The Company provides services to customers that have related performance obligations that must be completed to recognize revenue. Revenues are generally recognized immediately upon the completion of the service or over time as services are performed. Any services performed over time generally require that the Company renders services each period; therefore, the Company measures progress in completing these services based upon the passage of time. Revenue from contracts with customers did not generate significant contract assets and liabilities.

**Refund Transfer Product Fees.** Refund transfer fees are specific to the tax products offered by Refund Advantage and EPS. These fees are for products, services such as payment processing, and product referral commissions. Software partner fees paid and/or incurred are recorded on a net basis. The Company's obligation for product fees and commissions is satisfied at the time of the product delivery and obligation for payment processing is satisfied at the time of processing. The transaction price for such activity is based upon stand-alone fees within the terms and conditions. At September 30, 2021 and 2020, there were no receivables related to refund transfer fees, which reflect earned revenue with unconditional rights to payment for product fee income. All refund transfer fees are recorded within the Consumer reporting segment.

**Card Fees.** Card fees relate to Meta Payments, Community Bank, Refund Advantage and EPS products. These fees are for products and services such as card activation, product support, processing, and servicing. The Company earns these fees based upon the underlying terms and conditions with each cardholder over the contract term. Agreements with the Company's cardholders are considered daily service contracts as they are not fixed in duration. The Company's obligation for card activation and product support fees is satisfied at the time of product delivery, while the obligation for processing and servicing is satisfied over the course of each month. The transaction price for such activity is based upon the stand-alone fees within the terms and conditions of the cardholder agreements. Card fee revenue also includes income from sponsorships, associations and networks, and interchange income. Sponsorship income relates to fees charged to the Company's ATM sponsorship partners, where the obligation is satisfied over the course of each month. Association and network income reflect incentives, performance bonuses and rebates with MasterCard and Visa. The obligation for such income is satisfied at the time when certain thresholds of transaction volume have been met. Interchange income is generated by cardholder activity, and therefore the Company's obligations are satisfied as activity occurs. The transaction price for such activity is based on underlying rates and activity thresholds within the terms and conditions of the applicable agreements. Card fee revenue also includes breakage revenue. Breakage represents the estimated amount that will not be redeemed by the holder of unregistered, unused prepaid cards for goods or services. Breakage revenue is recognized ratably over the expected customer usage period and is an estimate based on cardholder behavior and breakage rates. Breakage is also impacted by escheatment laws. Card fees are recorded within both the Consumer and Commercial reporting segments, the substantial majority of which is derived from the Company's payments division and reported in payments card and deposit fees. Card fees related to the Community Bank are reported within other bank and deposit fees.

**Bank and Deposit Fees.** Fees are earned on depository accounts for consumer and commercial customers and include fees for account services, overdraft services, safety deposit box rentals, and event-driven services (i.e. returned checks, ATM surcharge, card replacement, wire transfers, and stop pays). The Company's obligation for event-driven services is satisfied at the time of the event when the service is delivered, while its obligation for account services is satisfied over the course of each month. The Company's obligation for overdraft services is satisfied at the time of overdraft. The transaction price for such activity is based upon stand-alone fees within the terms and conditions of the deposit agreements. Bank and deposit fees are recorded within both the Consumer and Commercial reporting segments, the majority of which are derived from the Company's payments division. Bank and deposit fees related to the Community Bank are reported within other bank and deposit fees.

**Principal vs Agent.** The Consumer reporting segment includes principal/agent relationships. Within this segment, the Meta Payments division relationships are recorded on a gross basis within the Consolidated Statements of Operations, as Meta is the principal in the contract, with the exception of association/network contracts and partner/processor contracts for prepaid cards, which are recorded on a net basis within the Consolidated Statements of Operations as Meta is the agent in these contracts. Also within this segment, Tax Service relationships are recorded on a gross basis within the Consolidated Statements of Operations, as Meta is the principal in the contract, with the exception of contracts with software providers and merchants, which are recorded on a net basis within the Consolidated Statements of Operations as Meta is the agent in these contracts.

#### **NOTE 21. SEGMENT REPORTING**

An operating segment is generally defined as a component of a business for which discrete financial information is available and whose results are reviewed by the chief operating decision-maker. Operating segments are aggregated into reportable segments if certain criteria are met.

In the Annual Report on Form 10-K for the fiscal year ended September 30, 2019, the Company reported its results of operations through three business segments: Payments, Banking, and Corporate Services/Other. Beginning October 1, 2019, segments are now aligned with the new management operating structure implemented by the



Company for fiscal year 2020. The Company accordingly has changed its basis of presentation for segments, and following such change, reports its results of operations through the following three business segments: Consumer, Commercial, and Corporate Services/Other. The Meta Payments and Tax Services divisions, formerly reported in the Payments segment, are now included in the Consumer segment. The Consumer Credit Products and ClearBalance business lines, previously reported in the Banking segment, are now included in the Consumer segment. The Crestmark and AFS divisions, formerly reported in the Banking segment, are now included in the Commercial segment. The Community Bank division and Student Loan lending portfolio, previously reported in the Banking segment, are now included in the Corporate Services/Other segment. The Corporate Services/Other segment also includes certain shared services as well as treasury related functions such as the investment portfolio, warehouse finance, wholesale deposits and borrowings. Prior periods have been reclassified to conform to the current period presentation. The Company does not report indirect general and administrative expenses in the Consumer and Commercial segments.

The following tables present segment data for the Company:

Fiscal Year Ended September 30, 2021				
(Dollars in Thousands)	Consumer	Commercial	Corporate Services/Other	Total
Net interest income	\$ 92,133	\$ 173,325	\$ 13,533	\$ 278,991
Provision (recovery) for credit losses	35,765	19,791	(5,790)	49,766
Noninterest income	195,708	61,813	13,383	270,904
Noninterest expense	90,800	114,917	137,966	343,683
Income (loss) before income tax expense	161,276	100,430	(105,260)	156,446
Total assets	372,115	3,191,215	3,127,320	6,690,650
Total goodwill	87,145	222,360	—	309,505
Total deposits	5,342,192	6,625	166,154	5,514,971

Fiscal Year Ended September 30, 2020				
(Dollars in Thousands)	Consumer	Commercial	Corporate Services/Other	Total
Net interest income	\$ 93,245	\$ 150,766	\$ 15,027	\$ 259,038
Provision for loan and lease losses	21,807	29,296	13,673	64,776
Noninterest income	158,284	60,151	21,359	239,794
Noninterest expense	76,521	107,802	134,728	319,051
Income (loss) before income tax expense	153,201	73,819	(112,015)	115,005
Total assets	294,937	2,836,149	2,960,988	6,092,074
Total goodwill	87,145	222,360	—	309,505
Total deposits	4,555,999	6,226	416,975	4,979,200

	Fiscal Year Ended September 30, 2019			
(Dollars in Thousands)	Consumer	Commercial	Corporate Services/Other	Total
Net interest income	\$ 69,131	\$ 152,565	\$ 42,511	\$ 264,207
Provision for loan and lease losses	25,138	21,901	8,611	55,650
Noninterest income	162,212	54,224	6,109	222,545
Noninterest expense	76,931	127,033	129,196	333,160
Income (loss) before income tax expense (benefit)	129,274	57,855	(89,187)	97,942
Total assets	436,985	2,432,381	3,313,524	6,182,890
Total goodwill	87,145	222,360	—	309,505
Total deposits	2,444,452	5,588	1,886,965	4,337,005

## NOTE 22. PARENT COMPANY FINANCIAL STATEMENTS

Presented below are the condensed financial statements for the parent company, Meta.

### Condensed Statements of Financial Condition

(Dollars in Thousands)	September 30, 2021	September 30, 2020
<b>ASSETS</b>		
Cash and cash equivalents	\$ 3,296	\$ 4,783
Investment securities held to maturity, at cost	4,623	1,208
Investment in subsidiaries	956,584	933,431
Other assets	278	3,308
<b>Total assets</b>	<b>\$ 964,781</b>	<b>\$ 942,730</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>LIABILITIES</b>		
Subordinated debentures	\$ 87,641	\$ 87,468
Other liabilities	5,256	7,954
<b>Total liabilities</b>	<b>92,897</b>	<b>95,422</b>
<b>STOCKHOLDERS' EQUITY</b>		
Common stock	317	344
Additional paid-in capital	604,484	594,569
Retained earnings	259,189	234,927
Accumulated other comprehensive income (loss)	7,599	17,542
Treasury stock, at cost	(860)	(3,677)
<b>Total equity attributable to parent</b>	<b>870,729</b>	<b>843,705</b>
Non-controlling interest	1,155	3,603
<b>Total stockholders' equity</b>	<b>871,884</b>	<b>847,308</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 964,781</b>	<b>\$ 942,730</b>

# Condensed Statements of Operations

(Dollars in Thousands)	Fiscal Years Ended September 30,		
	2021	2020	2019
Interest expense	\$ 4,915	\$ 5,168	\$ 5,296
Other expense	1,287	1,256	1,044
<b>Total expense</b>	<b>6,202</b>	<b>6,424</b>	<b>6,340</b>
<b>Loss before income taxes and equity in undistributed net income of subsidiaries</b>	<b>(6,202)</b>	<b>(6,424)</b>	<b>(6,340)</b>
Income tax benefit	395	(3,638)	(1,374)
<b>Loss before equity in undistributed net income of subsidiaries</b>	<b>(6,597)</b>	<b>(2,786)</b>	<b>(4,966)</b>
Equity in undistributed net income of subsidiaries	147,895	107,476	101,970
Other Income	410	30	—
<b>Total Income</b>	<b>148,305</b>	<b>107,506</b>	<b>101,970</b>
<b>Net income attributable to parent</b>	<b>\$ 141,708</b>	<b>\$ 104,720</b>	<b>\$ 97,004</b>

## Condensed Statements of Cash Flows

(Dollars in Thousands)	Fiscal Year Ended September 30,		
	2021	2020	2019
<b>Cash flows from operating activities:</b>			
Net income attributable to parent	\$ 141,708	\$ 104,720	\$ 97,004
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation, amortization and accretion, net	173	163	153
Equity in undistributed net income of subsidiaries	(147,895)	(107,476)	(101,970)
Stock compensation	6,852	10,221	12,942
Net change:			
Other assets	3,030	(3,149)	(35)
Accrued expenses and other liabilities	(2,698)	(2,660)	(6,468)
Cash dividend received	104,000	118,000	33,980
<b>Net cash provided by operating activities</b>	<b>105,170</b>	<b>119,819</b>	<b>35,606</b>
<b>Cash flows from investing activities:</b>			
Alternative investments	(3,415)	(797)	—
<b>Net cash (used in) investing activities</b>	<b>(3,415)</b>	<b>(797)</b>	<b>—</b>
<b>Cash flows from financing activities:</b>			
Cash dividends paid	(6,400)	(7,100)	(7,760)
Payments:			
Purchase of shares by ESOP	3,036	3,220	2,011
Proceeds from:			
Exercise of stock options and issuance of common stock	—	266	44
Issuance of restricted stock	—	2	3
Net increase in investment in subsidiaries	—	—	(90)
Shares repurchased for tax withholding on stock compensation	(99,878)	(118,738)	(49,912)
<b>Net cash (used in) financing activities</b>	<b>(103,242)</b>	<b>(122,350)</b>	<b>(55,704)</b>
<b>Net change in cash and cash equivalents</b>	<b>(1,487)</b>	<b>(3,328)</b>	<b>(20,098)</b>
Cash and cash equivalents at beginning of fiscal year	4,783	8,111	28,209
Cash and cash equivalents at end of fiscal year	\$ 3,296	\$ 4,783	\$ 8,111

The extent to which the Company may pay cash dividends to stockholders will depend on the cash currently available at the Company, as well as the ability of the Bank to pay dividends to the Company. For further discussion, see Note 18 herein.

**NOTE 23. SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)**

	Quarter Ended			
	December 31	March 31	June 30	September 30
(Dollars in Thousands, Except Per Share Data)				
<b>Fiscal Year 2021</b>				
Interest and dividend income	\$ 68,146	\$ 75,669	\$ 69,983	\$ 72,056
Interest expense	2,147	1,819	1,508	1,389
Net interest income	65,999	73,850	68,475	70,667
Provision for credit losses	6,089	30,290	4,612	8,775
Noninterest income	45,455	113,453	62,453	49,542
Net income attributable to parent	28,037	59,066	38,701	15,903
Earnings per common share				
Basic	\$ 0.84	\$ 1.84	\$ 1.21	\$ 0.50
Diluted	0.84	1.84	1.21	0.50
Dividend declared per share	0.05	0.05	0.05	0.05
<b>Fiscal Year 2020</b>				
Interest and dividend income	\$ 77,625	\$ 79,403	\$ 67,406	\$ 68,407
Interest expense	12,974	11,666	5,269	3,894
Net interest income	64,651	67,737	62,137	64,513
Provision for loan and lease losses	3,407	37,296	15,093	8,980
Noninterest income	37,483	120,513	41,048	40,750
Net income attributable to parent	21,068	52,304	18,190	13,158
Earnings per common share				
Basic	\$ 0.56	\$ 1.45	\$ 0.53	\$ 0.38
Diluted	0.56	1.45	0.53	0.38
Dividend declared per share	0.05	0.05	0.05	0.05
<b>Fiscal Year 2019</b>				
Interest and dividend income	\$ 74,976	\$ 88,294	\$ 81,632	\$ 80,828
Interest expense	14,704	16,944	14,664	15,211
Net interest income	60,272	71,350	66,968	65,617
Provision for loan and lease losses	9,099	33,318	9,112	4,121
Noninterest income	37,751	105,025	43,790	35,980
Net income attributable to parent	15,398	32,120	29,291	20,195
Earnings per common share				
Basic	\$ 0.39	\$ 0.81	\$ 0.75	\$ 0.53
Diluted	0.39	0.81	0.75	0.53
Dividend declared per share	0.05	0.05	0.05	0.05

#### NOTE 24. FAIR VALUES OF FINANCIAL INSTRUMENTS

ASC 820, *Fair Value Measurements* defines fair value, establishes a framework for measuring the fair value of assets and liabilities using a hierarchy system and requires disclosures about fair value measurement. It clarifies that fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the market in which the reporting entity transacts.

The fair value hierarchy is as follows:

Level 1 Inputs - Valuation is based upon quoted prices for identical instruments traded in active markets that the Company has the ability to access at measurement date.

Level 2 Inputs - Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which significant assumptions are observable in the market.

Level 3 Inputs - Valuation is generated from model-based techniques that use significant assumptions not observable in the market and are used only to the extent that observable inputs are not available. These unobservable assumptions reflect the Company's own estimates of assumptions that market participants would use in pricing the asset or liability.

There were no transfers between levels of the fair value hierarchy for the fiscal years ended September 30, 2021 or 2020.

*Debt Securities Available for Sale and Held to Maturity.* Debt securities available for sale are recorded at fair value on a recurring basis and debt securities held to maturity are carried at amortized cost.

The fair values of debt securities available for sale, categorized primarily as Level 2, is recorded using prices obtained from independent asset pricing services that are based on observable transactions, but not quoted markets. Management reviews the prices obtained from independent asset pricing services for unusual fluctuations and compares to current market trading activity.

*Equity Securities.* Marketable equity securities and certain non-marketable equity securities are recorded at fair value on a recurring basis. The fair values of marketable equity securities are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

The following table summarizes the fair values of debt securities available for sale and equity securities as they are measured at fair value on a recurring basis.

(Dollars in Thousands)	Fair Value At September 30, 2021			
	Total	Level 1	Level 2	Level 3
Debt securities AFS				
Corporate securities	\$ 25,000	\$ —	\$ 25,000	—
SBA securities	157,209	—	157,209	—
Obligations of states and political subdivisions	2,507	—	2,507	—
Non-bank qualified obligations of states and political subdivisions	268,295	—	268,295	—
Asset-backed securities	394,859	—	394,859	—
Mortgage-backed securities	1,017,029	—	1,017,029	—
Total debt securities AFS	\$ 1,864,899	\$ —	\$ 1,864,899	\$ —
Common equities and mutual funds <sup>(1)</sup>	\$ 12,668	\$ 12,668	\$ —	\$ —
Non-marketable equity securities <sup>(2)</sup>	\$ 4,560	\$ —	\$ —	\$ —

<sup>(1)</sup> Equity securities at fair value are included within other assets on the consolidated statement of financial condition at September 30, 2021.

<sup>(2)</sup> Consists of certain non-marketable equity securities that are measured at fair value using net asset value ("NAV") per share (or its equivalent) as a practical expedient and are excluded from the fair value hierarchy.

(Dollars in Thousands)	Fair Value At September 30, 2020			
	Total	Level 1	Level 2	Level 3
Debt securities AFS				
SBA securities	\$ 164,955	\$ —	\$ 164,955	\$ —
Obligations of states and political subdivisions	841	—	841	—
Non-bank qualified obligations of states and political subdivisions	323,774	—	323,774	—
Asset-backed securities	324,925	—	324,925	—
Mortgage-backed securities	453,607	—	453,607	—
Total debt securities AFS	\$ 1,268,102	\$ —	\$ 1,268,102	\$ —
Common equities and mutual funds <sup>(1)</sup>	\$ 2,969	\$ 2,969	\$ —	\$ —
Non-marketable equity securities <sup>(2)</sup>	\$ 2,784	\$ —	\$ —	\$ —

<sup>(1)</sup> Equity securities at fair value are included within other assets on the consolidated statement of financial condition at September 30, 2020.

<sup>(2)</sup> Consists of certain non-marketable equity securities that are measured at fair value using net asset value ("NAV") per share (or its equivalent) as a practical expedient and are excluded from the fair value hierarchy.

**Foreclosed Real Estate and Repossessed Assets.** Real estate properties and repossessed assets are initially recorded at the fair value less selling costs at the date of foreclosure, establishing a new cost basis. The carrying amount represents the lower of the new cost basis or the fair value less selling costs of foreclosed assets that were measured at fair value subsequent to their initial classification as foreclosed assets.

**Loans and Leases.** The Company does not record loans and leases at fair value on a recurring basis. However, if a loan or lease is individually evaluated for risk of credit loss and repayment is expected to be solely provided by the values underlying collateral, the Company measures fair value on a nonrecurring bases. Fair value is determined by the fair value of the underlying collateral less estimated costs to sell. The fair value of the collateral is determined based on the internal estimates and/or assessment provided by third-party appraisers and the valuation relies on discount rates ranging from 4% to 90%.

The following table summarizes the assets of the Company that are measured at fair value in the Consolidated Statements of Financial Condition on a non-recurring basis:

(Dollars in Thousands)	Fair Value At September 30, 2021			
	Total	Level 1	Level 2	Level 3
Loans and leases, net individually evaluated for credit loss				
Commercial finance	\$ 3,404	\$ —	\$ —	\$ 3,404
Community Banking	9,371	—	—	9,371
Total loans and leases, net individually evaluated for credit loss	12,775	—	—	12,775
Foreclosed assets, net	2,077	—	—	2,077
Total	<u>\$ 14,852</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 14,852</u>

(Dollars in Thousands)	Fair Value At September 30, 2020			
	Total	Level 1	Level 2	Level 3
Impaired loans and leases, net				
Commercial finance	\$ 9,240	\$ —	\$ —	\$ 9,240
Community Banking	20	—	—	20
Total impaired loans and leases, net	9,260	—	—	9,260
Foreclosed assets, net	9,957	—	—	9,957
Total	<u>\$ 19,217</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 19,217</u>

Quantitative Information About Level 3 Fair Value Measurements					
(Dollars in Thousands)	Fair Value at September 30, 2021	Fair Value at September 30, 2020	Valuation Technique	Unobservable Input	Range of Inputs
Loans and leases, net individually evaluated for credit loss	\$ 12,775	9,260	Market approach	Appraised values <sup>(1)</sup>	4% - 90%
Foreclosed assets, net	\$ 2,077	9,957	Market approach	Appraised values <sup>(1)</sup>	4% - 30%

<sup>(1)</sup> The Company generally relies on external appraisers to develop this information. Management reduced the appraised value by estimated selling costs and other inputs in a range of 4% to 90%.

Management discloses the estimated fair value amounts of its financial instruments, including assets and liabilities on and off the Consolidated Statements of Financial Condition, for which it is practicable to estimate fair value. These fair values estimates were made at September 30, 2021 and 2020 based on relevant market information and information about financial instruments. Fair value estimates are intended to represent the price at which an asset could be sold or a liability could be settled. However, since there is no active market for certain financial instruments of the Company, the estimates of fair value are subjective in nature, involve uncertainties, and include matters of significant judgment. Changes in assumptions as well as tax considerations could significantly affect the estimated values. Accordingly, the aggregate fair value estimates are not intended to represent the underlying value of the Company, on either a going concern or a liquidation basis.



The following tables present the carrying amount and estimated fair value of the financial instruments held by the Company:

(Dollars in Thousands)	At September 30, 2021				
	Carrying Amount	Estimated Fair Value	Level 1	Level 2	Level 3
<b>Financial assets</b>					
Cash and cash equivalents	\$ 314,019	\$ 314,019	\$ 314,019	\$ —	\$ —
Debt securities available for sale	1,864,899	1,864,899	—	1,864,899	—
Debt securities held to maturity	56,669	56,391	—	56,391	—
Common equities and mutual funds <sup>(1)</sup>	12,668	12,668	12,668	—	—
Non-marketable equity securities <sup>(1)(2)</sup>	17,509	17,509	—	12,949	—
Loans held for sale	56,194	56,194	—	56,194	—
Loans and leases	3,607,815	3,616,646	—	—	3,616,646
Federal Reserve Bank and Federal Home Loan Bank stocks	28,400	28,400	—	28,400	—
Accrued interest receivable	16,254	16,254	16,254	—	—
<b>Financial liabilities</b>					
Deposits	5,514,971	5,515,035	5,482,471	32,564	—
Other short- and long-term borrowings	92,834	93,938	—	93,938	—
Accrued interest payable	579	579	579	—	—

<sup>(1)</sup> Equity securities at fair value are included within other assets on the consolidated statement of financial condition at September 30, 2021.

<sup>(2)</sup> Includes certain non-marketable equity securities that are measured at fair value using NAV per share (or its equivalent) as a practical expedient and are excluded from the fair value hierarchy.

(Dollars in Thousands)	At September 30, 2020				
	Carrying Amount	Estimated Fair Value	Level 1	Level 2	Level 3
<b>Financial assets</b>					
Cash and cash equivalents	\$ 427,367	\$ 427,367	\$ 427,367	\$ —	\$ —
Debt securities available for sale	1,268,102	1,268,102	—	1,268,102	—
Debt securities held to maturity	92,610	93,745	—	93,745	—
Common equities and mutual funds <sup>(1)</sup>	2,969	2,969	2,969	—	—
Non-marketable equity securities <sup>(1)(2)</sup>	14,784	14,784	—	12,000	—
Loans held for sale	183,577	183,577	—	183,577	—
Loans and leases	3,314,140	3,307,037	—	—	3,307,037
Federal Reserve Bank and Federal Home Loan Bank stocks	27,138	27,138	—	27,138	—
Accrued interest receivable	16,628	16,628	16,628	—	—
<b>Financial liabilities</b>					
Deposits	4,979,200	4,980,073	4,705,028	275,045	—
Other short- and long-term borrowings	98,224	100,185	—	100,185	—
Accrued interest payable	1,923	1,923	1,923	—	—

<sup>(1)</sup> Equity securities at fair value are included within other assets on the consolidated statement of financial condition at September 30, 2020.

<sup>(2)</sup> Includes certain non-marketable equity securities that are measured at fair value using NAV per share (or its equivalent) as a practical expedient and are excluded from the fair value hierarchy.

The following sets forth the methods and assumptions used in determining the fair value estimates for the Company's financial instruments at September 30, 2021 and 2020.

#### **CASH AND CASH EQUIVALENTS**

The carrying amount of cash and short-term investments is assumed to approximate the fair value.

#### **DEBT SECURITIES AVAILABLE FOR SALE AND EQUITY SECURITIES**

Debt securities available for sale and equity securities are recorded at fair value on a recurring basis. Fair values for these investment securities are based on obtaining quoted prices on nationally recognized securities exchanges, or matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities. Non-marketable equity securities are measured at fair value using NAV per share (or its equivalent) as a practical expedient.

#### **LOANS HELD FOR SALE**

The carrying amount of loans held for sale is assumed to approximate the fair value.

#### **LOANS AND LEASES, NET**

The fair values of loans and leases were estimated using an exit price methodology. The exit price estimation of fair value is based on the present value of expected cash flows, which are based on the contractual terms of the loans, adjusted for prepayments and a discount rate based on the relative risk of the cash flows. Other considerations include the loan type, remaining life of the loan and credit risk.

#### **FEDERAL RESERVE BANK AND FEDERAL HOME LOAN BANK STOCKS**

The fair value of FRB and FHLB stock is assumed to approximate book value since the Company is only able to redeem this stock at par value.

#### **ACCRUED INTEREST RECEIVABLE**

The carrying amount of accrued interest receivable is assumed to approximate the fair value.

#### **DEPOSITS**

The carrying values of noninterest-bearing checking deposits, interest-bearing checking deposits, savings, money markets, and wholesale non-maturing deposits are assumed to approximate fair value since deposits are immediately withdrawable without penalty. The fair value of time certificate deposits and wholesale certificate of deposits are estimated using a discounted cash flows calculation that applies the FHLB Des Moines curve to aggregated expected maturities of time deposits. In accordance with Subtopic 825-10, *Financial Instruments*, no value has been assigned to the Company's long-term relationships with its deposit customers (core value of deposits intangible) as such intangibles are not financial instruments as defined under Subtopic 825-10.

#### **OVERNIGHT FEDERAL FUNDS PURCHASED**

The carrying amount of federal funds purchased is assumed to approximate the fair value.

#### **FEDERAL HOME LOAN BANK ADVANCES**

The fair value of such advances was estimated by discounting the expected future cash flows using current interest rates for advances with similar terms and remaining maturities.

#### **SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE, SUBORDINATED DEBENTURES AND OTHER BORROWINGS**

The fair value of these instruments was estimated by discounting the expected future cash flows using derived interest rates approximating market over the contractual maturity of such borrowings.

#### **ACCRUED INTEREST PAYABLE**

The carrying amount of accrued interest payable is assumed to approximate the fair value.

#### **LIMITATIONS**

Fair value estimates are made at a specific point in time and are based on relevant market information about the financial instrument. Additionally, fair value estimates are based on existing on- and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business, customer relationships and the value of assets and liabilities that are not considered financial instruments. These estimates do not reflect any premium or discount that could result from offering the Company's entire holdings of a particular financial instrument for sale at one time. Furthermore, since no market exists for certain of the Company's financial instruments, fair value estimates may be based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with a high level of precision. Changes in assumptions as well as tax considerations could significantly affect the estimates. Accordingly, based on the limitations described above, the aggregate fair value estimates are not intended to represent the underlying value of the Company, on either a going concern or a liquidation basis.

#### **NOTE 25. SUBSEQUENT EVENTS**

Management has evaluated subsequent events that occurred after September 30, 2021. During this period, up to the filing date of this Annual Report on Form 10-K, management identified the following subsequent events:

- Beginning in November 2021, all participants with shares held in the ESOP can elect their preferred distribution method due to the ESOP terminating effective September 30, 2021. Concurrent with the termination of the ESOP, the Company also increased its employee contribution match from 4% to 6% in the profit sharing plan.
- Subsequent to September 30, 2021, an additional 1,252,145 shares were repurchased by the Company through November 18, 2021.
- On October 19, 2021, the Company executed a loan sale agreement for approximately \$170.0 million of the retained Community Bank loan portfolio with a third party. The sale is expected to close before December 31, 2021. The overall net impact of the transaction on the Company's Consolidated Statements of Operations is not known at this time.
- On October 13, 2021, the Company sold an additional \$30.2 million of the retained Community Bank loan portfolio to Central Bank. The sale did not result in any material gain to the Company. The loans included in the sale were not classified as held for sale at September 30, 2021. Management estimates \$1.0 million in allowance for credit losses at September 30, 2021 relates to this loan sale.

**Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

**EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

Management, under the direction of its Chief Executive Officer and Chief Financial Officer, is responsible for maintaining disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “1934 Act”)) that are designed to ensure that information required to be disclosed in reports filed or submitted under the 1934 Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to management, including the Company’s Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

In connection with the preparation of this Annual Report on Form 10-K, management evaluated the Company’s disclosure controls and procedures. The evaluation was performed under the direction of the Company’s Chief Executive Officer and Chief Financial Officer to determine the effectiveness, as of September 30, 2021, of the design and operation of the Company’s disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, at September 30, 2021, the Company’s disclosure controls and procedures were not effective in timely alerting them to material information relating to the Company required to be included in the Company’s periodic SEC filings.

In the fiscal fourth quarter of 2021, the Company identified a material weakness in the control environment of the Crestmark Leasing division related to segregation of duties over lease disbursements. More specifically, users were identified who had the ability to both initiate and approve lease disbursements subsequent to the implementation of a new leasing system in May 2021 and there was not a monitoring control in place to ensure segregation of those duties. Additionally, the user entitlement review control, specific to this application, was determined to be not effective as it did not identify this segregation of duties issue. Management determined the deficiencies represent a material weakness in internal controls over financial reporting on the basis that the deficiencies could result in a misstatement potentially impacting the Company’s financial statement accounts and disclosures that would not be prevented or detected on a timely basis.

**(b) Remediation Plan for Reported Material Weakness**

Management performed testing of leasing related disbursements during the impacted period and did not identify any instances where the segregation of the disbursement initiation and approval duties was not maintained. The Company has implemented a remediation plan to address the material weakness described above with respect to the internal control environment of the Crestmark Leasing division and is committed to maintaining a strong internal controls environment. To address the material weakness, the Company implemented automated controls to ensure segregation of duties is maintained for disbursements performed within the leasing system and reperformed inspection of access rights within the Leasing Division system. These immediate remediation steps were completed by October 15, 2021, and management is evaluating implementation of additional enhancements to the Leasing division system control environment.

**INHERENT LIMITATIONS ON THE EFFECTIVENESS OF CONTROLS**

Any control system, no matter how well designed and operated, can provide only reasonable (not absolute) assurance that its objectives will be met. Furthermore, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in a cost-effective control system, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected.

## **CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management conducted an evaluation of the Company's internal control over financial reporting to determine whether any changes occurred during the three months ended September 30, 2021 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting. Based on this evaluation, management concluded that, other than the aforementioned material weakness, as of the end of the period covered by this report, there were no changes in the Company's internal controls over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the 1934 Act) during the fiscal fourth quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

## **MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The Company's management is responsible for establishing and maintaining effective internal control over financial reporting. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. The Company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Company's management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company assets that could have a material effect on the financial statements.

Management assessed the effectiveness of the Company's internal control over financial reporting as of September 30, 2021, based on the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in "Internal Control Integrated Framework (2013)." Based on this assessment, our management concluded that our internal control over financial reporting was not effective as of September 30, 2021.

The effectiveness of the Company's internal control over financial reporting as of September 30, 2021, has been audited by Crowe LLP, the independent registered public accounting firm that also has audited the Company's Consolidated Financial Statements included in this Annual Report on Form 10-K. Crowe LLP's attestation report on the Company's internal controls over financial reporting appears below.

### **Item 9B. Other Information**

None.

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

Not applicable.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Stockholders and the Board of Directors of Meta Financial Group, Inc.  
Sioux Falls, South Dakota

### Opinion on Internal Control over Financial Reporting

We have audited Meta Financial Group, Inc. and Subsidiaries' (the "Company") internal control over financial reporting as of September 30, 2021, based on criteria established in Internal Control – Integrated Framework: (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, because of the effects of the material weakness discussed in the following paragraph, the Company has not maintained, in all material respects, effective internal control over financial reporting as of September 30, 2021, based on criteria established in Internal Control – Integrated Framework: (2013) issued by COSO.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weakness has been identified and included in management's report:

*A material weakness in the control environment of the Crestmark Leasing division resulting from the identification of users who had the ability to both initiate and approve lease disbursements, subsequent to the implementation of a new leasing system in May 2021. Additionally, the user entitlement review completed did not identify this segregation of duties issue.*

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated statements of financial condition of the Company as of September 30, 2021 and 2020, the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three year period ended September 30, 2021, and the related notes (collectively referred to as the "financial statements") and our report dated November 23, 2021 expressed an unqualified opinion. We considered the material weakness identified above in determining the nature, timing, and extent of audit procedures applied in our audit of the 2021 financial statements, and this report on Internal Control over Financial Reporting does not affect such report on the financial statements.

### Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying 2021 Management's Assessment of Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

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

### Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail,

accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

/s/ Crowe LLP

Grand Rapids, Michigan  
November 23, 2021

## PART III

### Item 10. Directors, Executive Officers and Corporate Governance

#### Directors

Information concerning directors of the Company required by this item will be included under the captions "Election of Directors," "Communicating with Our Directors," "Meetings and Committees" and "Stockholder Proposals For The Fiscal Year 2022 Annual Meeting" in the Company's definitive Proxy Statement for the Annual Meeting of Stockholders to be held on February 22, 2022, a copy of which will be filed no later than 120 days after September 30, 2021 (the "2022 Proxy Statement"), and is incorporated herein by reference.

#### Executive Officers

Information concerning the executive officers of the Company required by this item will be included under the captions "Executive Officers" and "Election of Directors" in the 2022 Proxy Statement and is incorporated herein by reference.

#### Compliance with Section 16(a)

Information, if applicable, required by this item regarding compliance with Section 16(a) of the Exchange Act will be included under the caption "Delinquent Section 16(a) Reports" in the Company's 2022 Proxy Statement and is incorporated herein by reference.

#### Audit Committee and Audit Committee Financial Expert

Information regarding the audit committee of the Company's Board of Directors will be included under the captions "Meetings and Committees" and "Election of Directors" in the Company's 2022 Proxy Statement and is incorporated herein by reference.

#### Code of Business Conduct

Information regarding the Company's Code of Business Conduct will be included under the caption "Corporate Governance" in the Company's 2022 Proxy Statement and is incorporated herein by reference.

### Item 11. Executive Compensation

Information concerning executive and director compensation will be included under the captions "Compensation of Directors" and "Executive Compensation" in the Company's 2022 Proxy Statement and is incorporated herein by reference.



**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**
**(a) Security Ownership of Certain Beneficial Owners and Management**

The information required by this item will be included under the caption “Stock Ownership” in the Company’s 2022 Proxy Statement and is incorporated herein by reference.

**(b) Changes in Control**

Management of the Company knows of no arrangements, including any pledge by any persons of securities of the Company, the operation of which may, at a subsequent date, result in a change in control of the Registrant.

**(c) Equity Compensation Plan Information**

The Company maintains the 2002 Omnibus Incentive Plan for purposes of issuing stock-based compensation to employees and directors. The plan was amended and restated effective November 24, 2014 and currently authorizes 4,800,000 shares to be issued under the plan. The Company no longer has unexercised options, warrants or rights outstanding under any stock option or other incentive plan. The following table provides information about the Company’s common stock that may be issued under the Company’s omnibus incentive plans as of September 30, 2021.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plan excluding securities reflected in (a)
Equity compensation plans approved by stockholders	—	\$ —	1,413,343
Equity compensation plans not approved by stockholders	—	—	—

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by this item will be included under the captions “Election of Directors,” “Meetings and Committees” and “Related Person Transactions” in the Company’s 2022 Proxy Statement and is incorporated herein by reference.

**Item 14. Principal Accountant Fees and Services**

The information required by this item will be included under the caption “Ratification of Appointment of Independent Registered Public Accounting Firm” in the Company’s 2022 Proxy Statement and is incorporated herein by reference.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

The following is a list of documents filed as Part of this report:

(a) **Financial Statements:**

The following financial statements are included under Part II, Item 8 of this Annual Report on Form 10-K:

1. Report of Independent Registered Public Accounting Firm.
2. Consolidated Statements of Financial Condition as of September 30, 2021 and 2020.
3. Consolidated Statements of Operations for the Fiscal Years Ended September 30, 2021, 2020 and 2019.
4. Consolidated Statements of Comprehensive Income for the Fiscal Years ended September 30, 2021, 2020, and 2019.
5. Consolidated Statements of Changes in Stockholders' Equity for the Fiscal Years Ended September 30, 2021, 2020, and 2019.
6. Consolidated Statements of Cash Flows for the Fiscal Years Ended September 30, 2021, 2020, and 2019.
7. Notes to Consolidated Financial Statements.

(b) **Exhibits:**

Exhibit Number	Description
<a href="#">3.1</a>	Registrant's Restated Certificate of Incorporation.
<a href="#">3.2</a>	Registrant's Second Amended and Restated By-laws, filed on June 24, 2020 as an exhibit to the Registrant's Current Report on Form 8-K, is incorporated herein by reference.
<a href="#">4.1</a>	Description of the Securities of the Registrant filed on November 30, 2020 as an exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2020, is incorporated herein by reference.
<a href="#">4.2</a>	Registrant's Specimen Stock Certificate, filed on June 27, 2016 as an exhibit to the Registrant's registration statement on Form S-3 (Commission File No. 333-212269), is incorporated herein by reference.
<a href="#">4.3</a>	Indenture, dated as of August 15, 2016, by and between the Registrant and U.S. Bank National Association, as trustee, filed on August 15, 2016 as an exhibit to the Registrant's Current Report on Form 8-K, is incorporated herein by reference.
<a href="#">4.4</a>	First Supplemental Indenture, dated as of August 15, 2016, by and between the Registrant and U.S. Bank National Association, as trustee, filed on August 15, 2016 as an exhibit to the Registrant's Current Report on Form 8-K, is incorporated herein by reference.
<a href="#">4.5</a>	Form of Global Note of the Registrant representing the 5.75% Fixed-to-Floating Rate Subordinated Notes due August 15, 2026, filed on August 15, 2016 as an exhibit to the Registrant's Current Report on Form 8-K, is incorporated herein by reference.
<a href="#">*10.1</a>	Registrant's 1995 Stock Option and Incentive Plan, filed as an exhibit to the Registrant's Annual Report on Form 10-KSB for the fiscal year ended September 30, 1996, is incorporated herein by reference.
<a href="#">*10.2</a>	Performance-Based Restricted Stock Agreement between Meta and Bradley C. Hanson, dated as of November 16, 2016, filed on November 18, 2016 as an exhibit to the Registrant's Current Report on Form 8-K, is incorporated herein by reference.

<a href="#">*10.3</a>	Performance-Based Restricted Stock Agreement between Meta and Glen W. Herrick, dated as of December 2, 2016, December 6, 2016 as an exhibit to the Registrant's Current Report on Form 8-K, is incorporated herein by reference.
<a href="#">*10.4</a>	Registrant's Supplemental Employees' Investment Plan, originally filed as an exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 1994. First amendment to such agreement, filed as an exhibit to the Registrant's Annual Report on Form 10-K for the fiscal year ended September 30, 2008, is incorporated herein by reference.
<a href="#">*10.5</a>	Registrant's Amended and Restated 2002 Omnibus Incentive Plan, as amended, filed on January 24, 2018 as an exhibit to the Registrant's Current Report on Form 8-K, is incorporated herein by reference.
<a href="#">10.6</a>	Investor Rights Agreement by and among Meta Financial Group, Inc., BEP IV LLC and BEP Investors, LLC, dated as of December 17, 2015, filed on December 17, 2015 as an exhibit to the Registrant's Current Report on Form 8-K, is incorporated herein by reference.
<a href="#">*10.7</a>	Form of Meta Financial Group, Inc. 2002 Omnibus Incentive Plan Restricted Stock Agreement, filed on August 2, 2016 as an exhibit to the Registrant's Quarterly Report on Form 10-Q, is incorporated herein by reference.
<a href="#">*10.8</a>	Employment Agreement among MetaBank, Meta Financial Group, Inc. and Bradley C. Hanson, effective as of October 1, 2020 November 30, 2020 as an exhibit to the Registrant's Annual Report on Form 10-K, is incorporated herein by reference.
<a href="#">*10.9</a>	Employment Agreement among MetaBank, Meta Financial Group, Inc. and Glen W. Herrick, effective as of October 1, 2020 November 30, 2020 as an exhibit to the Registrant's Annual Report on Form 10-K, is incorporated herein by reference.
<a href="#">*10.10</a>	Form of Performance Share Unit Award Agreement, filed on November 23, 2021 as an exhibit to the Registrant's Annual Report on Form 10-K, is incorporated herein by reference.
<a href="#">*10.11</a>	Form of Performance-Based Restricted Stock Award Agreement, filed on November 23, 2021 as an exhibit to the Registrant's Annual Report on Form 10-K, is incorporated herein by reference.
<a href="#">*10.12</a>	Severance and General Release Agreement by and between MetaBank, N.A. and Sheree S. Thornsberry, effective as of November 1, 2021, filed on May 3, 2021 as an exhibit to the Registrant's Current Report on Form 8-K, is incorporated herein by reference.
<a href="#">*10.13</a>	Executive Nonqualified Deferred Compensation Plan Adoption Agreement by MetaBank, National Association, effective as of November 1, 2021, filed on May 20, 2021 as an exhibit to the Registrant's Current Report on Form 8-K, is incorporated herein by reference.
<a href="#">*10.14</a>	Executive Nonqualified Deferred Compensation Plan, effective as of July 1, 2021, filed on May 20, 2021 as an exhibit to the Registrant's Current Report on Form 8-K, is incorporated herein by reference.
<a href="#">*10.15</a>	First Amendment to the MetaBank, National Association Amended and Restated Supplemental Employees' Investment Plan for Salaried Employees, effective as of June 30, 2021, filed on May 20, 2021 as an exhibit to the Registrant's Current Report on Form 8-K, is incorporated herein by reference.
<a href="#">*10.16</a>	Transition and General Release Agreement by and among Meta Financial Group, Inc., MetaBank, National Association and Bradley C. Hanson, dated as of September 1, 2021, filed on September 7, 2021 as an exhibit to the Registrant's Current Report on Form 8-K, is incorporated herein by reference.
<a href="#">*10.17</a>	Executive Severance Pay Policy, effective as of November 1, 2021, filed on November 2, 2021 as an exhibit to the Registrant's Current Report on Form 8-K, is incorporated herein by reference.
<a href="#">*10.18</a>	Termination Agreement by and among Meta Financial Group, Inc., MetaBank, National Association and Glen W. Herrick, effective as of November 1, 2021, filed on November 2, 2021 as an exhibit to the Registrant's Current Report on Form 8-K, is incorporated herein by reference.
<a href="#">21</a>	Subsidiaries of the Registrant is filed herewith.
<a href="#">23.1</a>	Consent of Independent Registered Public Accounting Firm of Crowe LLP is filed herewith.
<a href="#">31.1</a>	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 is filed herewith.
<a href="#">31.2</a>	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 is filed herewith.
<a href="#">32.1</a>	Certification of the CEO pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 is filed herewith.
<a href="#">32.2</a>	Certification of the CFO pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 is filed herewith.

101	Interactive data files formatted in Inline eXtensible Business Reporting Language - pursuant to Rule 405 of Regulation Consolidated Statements of Financial Condition as of September 30, 2021 and September 30, 2020, (ii) the Consolidated Statement of Operations for the fiscal years ended September 30, 2021, 2020, and 2019, (iii) the Consolidated Statements of Comprehensive Income for the fiscal years ended September 30, 2021, 2020, and 2019, (iv) the Consolidated Statements of Changes in Stockholders' Equity for the fiscal years ended September 30, 2021, 2020, and 2019, (v) the Consolidated Statements of Cash Flows for the fiscal years ended September 30, 2021, 2020, and 2019 and (vi) the Notes to the Consolidated Financial Statements for the fiscal years ended September 30, 2021, 2020, and 2019
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

\* Management Contract or Compensatory Plan or Agreement

(c) **Financial Statement Schedules:**

All financial statement schedules have been omitted as the information is not required under the related instructions or is inapplicable.

**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 Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

META FINANCIAL GROUP, INC.

Date: November 23, 2021

By: /s/ Brett L. Pharr  
Brett L. Pharr,  
Chief Executive Officer and Director

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

By: _____ /s/ Brett L. Pharr Brett L. Pharr, Chief Executive Officer and Director (Principal Executive Officer)	Date: November 23, 2021
By: _____ /s/ Douglas J. Hajek Douglas J. Hajek, Director	Date: November 23, 2021
By: _____ /s/ Bradley C. Hanson Bradley C. Hanson, Director	Date: November 23, 2021
By: _____ /s/ Elizabeth G. Hoople Elizabeth G. Hoople, Director	Date: November 23, 2021
By: _____ /s/ Michael R. Kramer Michael R. Kramer, Director	Date: November 23, 2021
By: _____ /s/ Ronald D. McCray Ronald D. McCray, Director	Date: November 23, 2021
By: _____ /s/ Frederick V. Moore Frederick V. Moore, Director	Date: November 23, 2021
By: _____ /s/ Becky S. Shulman Becky S. Shulman, Director	Date: November 23, 2021
By: _____ /s/ Kendall E. Stork Kendall E. Stork, Director	Date: November 23, 2021
By: _____ /s/ Lizabeth H. Zlatkus Lizabeth H. Zlatkus, Director	Date: November 23, 2021
By: _____ /s/ Glen W. Herrick Glen W. Herrick, Executive Vice President and Chief Financial Officer (Principal Financial Officer)	Date: November 23, 2021
By: _____ /s/ Jennifer W. Warren Jennifer W. Warren, Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	Date: November 23, 2021

**RESTATED CERTIFICATE OF INCORPORATION  
OF**

**META FINANCIAL GROUP, INC.**

Meta Financial Group, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, as amended (the "Corporation"), does hereby certify that:

1. The name of the Corporation is Meta Financial Group, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 14, 1993 under the name First Midwest Financial, Inc.
2. The provisions of the Certificate of Incorporation of the Corporation, as previously amended, are hereby restated and integrated into the single instrument which is hereinafter set forth, and which is entitled Restated Certificate of Incorporation of Meta Financial Group, Inc.
3. This Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware, as amended, by the Board of Directors of the Corporation, without a vote of the stockholders of the Corporation. This Restated Certificate of Incorporation restates and integrates, and omits the provision which named the incorporator of the Corporation, but does not further amend the Certificate of Incorporation of the Corporation, as heretofore amended or supplemented, and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.
4. This Restated Certificate of Incorporation shall be effective upon filing.
5. The certificate of incorporation of the Corporation, as integrated and restated herein, shall at the effective time of this Restated Certificate of Incorporation read in its entirety as follows:

**FIRST:** The name of the Corporation is Meta Financial Group, Inc. (hereinafter sometimes referred to as the "Corporation").

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent at that address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

**FOURTH:**

A. The total number of shares of all classes of stock which the Corporation shall have the authority to issue is ninety-six million (96,000,000) shares, consisting of:

1. three million (3,000,000) shares of preferred stock, par value one cent (\$.01) per share (the “Preferred Stock”):
2. ninety million (90,000,000) shares of common stock, par value one cent (\$.01) per share (the “Common Stock”); and
3. three million (3,000,000) shares of nonvoting common stock, par value one cent (\$.01) per share (the “Nonvoting Common Stock”).

Subject to the provisions set forth in this Certificate of Incorporation, in accordance with the provisions of Section 242(b)(2) of the Act, the number of authorized shares of any class of stock of the Corporation may be increased or decreased (but not below the number of shares of such class then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote irrespective of the class vote requirements set forth in Section 242(b)(2) of the Act.

B. The Board of Directors is hereby expressly authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware (such certificate being hereinafter referred to as a “Preferred Stock Designation”), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of the Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the Common Stock,



without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

C. 1. Notwithstanding any other provision of this Certificate of Incorporation, in no event shall any record owner of any outstanding Common Stock which is beneficially owned, directly or indirectly, by a person who, as of any record date for the determination of stockholders entitled to vote on any matter, beneficially owns in excess of 10% of the then-outstanding shares of Common Stock (the "Limit"), be entitled, or permitted to any vote in respect of the shares held in excess of the Limit. The number of votes which may be cast by any record owner by virtue of the provisions hereof in respect of Common Stock beneficially owned by such person owning shares in excess of the Limit shall be a number equal to the total number of votes which a single record owner of all Common Stock owned by such person would be entitled to cast, multiplied by a fraction, the numerator of which is the number of shares of such class or series beneficially owned by such person and owned of record by such record owner and the denominator of which is the total number of shares of Common Stock beneficially owned by such person owning shares in excess of the Limit.

2. The following definitions shall apply to this Section C of this Article FOURTH:

(a) An "affiliate" of a specified person shall mean a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the person specified.

(b) "Beneficial ownership" shall be determined pursuant to Rule 13d-3 of the General Rules and Regulations under the Securities Exchange Act of 1934 (or any successor rule or statutory provision), or, if said Rule 13d-3 shall be rescinded and there shall be no successor rule or statutory

provision thereto, pursuant to said Rule 13d-3 as in effect on the date of incorporation of the Corporation; provided, however, that a person shall, in any event, also be deemed the “beneficial owner” of any Common Stock:

1. which such person or any of its affiliates beneficially owns, directly or indirectly; or
2. which such person or any of its affiliates has (i) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding (but shall not be deemed to be the beneficial owner of any voting shares solely by reason of an agreement, contract, or other arrangement with this Corporation to effect any transaction which is described in any one or more of the clauses of Section A of Article EIGHTH) or upon the exercise of conversion rights, exchange rights, warrants, or options or otherwise, or (ii) sole or shared voting or investment power with respect thereto pursuant to any agreement, arrangement, understanding, relationship or otherwise (but shall not be deemed to be the beneficial owner of any voting shares solely by reason of a revocable proxy granted for a particular meeting of stockholders, pursuant to a public solicitation of proxies for such meeting, with respect to shares of which neither such person nor any such affiliate is otherwise deemed the beneficial owner); or
3. which is beneficially owned, directly or indirectly, by any other person with which such first mentioned person or any of its affiliates acts as a partnership, limited partnership, syndicate or other group pursuant to any agreement, arrangement or

understanding for the purpose of acquiring, holding, voting or disposing of any shares of capital stock of this Corporation;

and provided further, however, that (1) no director or officer of this Corporation (or any affiliate of any such director or officer) shall, solely by reason of any or all of such directors or officers acting in their capacities as such, be deemed, for any purposes hereof, to beneficially own any Common Stock beneficially owned by any other such director or officer (or any affiliate thereof), and (2) neither any employee stock ownership or similar plan of this Corporation or any subsidiary of this Corporation nor any trustee with respect thereto (or any affiliate of such trustee) shall, solely by reason of such capacity of such trustee, be deemed, for any purposes hereof, to beneficially own any Common Stock held under any such plan. For purposes of computing the percentage beneficial ownership of Common Stock of a person, the outstanding Common stock shall include shares deemed owned by such person through application of this subsection but shall not include any other Common Stock which may be issuable by this Corporation pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise. For all other purposes, the outstanding Common Stock shall include only Common Stock then outstanding and shall not include any Common Stock which may be issuable by this Corporation pursuant to any agreement, or upon the exercise of conversion rights, warrants or options, or otherwise.

(c) A “person” shall mean any individual, firm, corporation, or other entity.

(d) The Board of Directors shall have the power to construe and apply the provisions of this section and to make all determinations

necessary or desirable to implement such provisions, including but not limited to matters with respect to (1) the number of shares of Common Stock beneficially owned by any person, (2) whether a person is an affiliate of another, (3) whether a person has an agreement, arrangement, or understanding with another as to the matters referred to in the definition of beneficial ownership, (4) the application of any other definition or operative provision of this Section to the given facts, or (5) any other matter relating to the applicability or effect of this Section.

3. The Board of Directors shall have the right to demand that any person who is reasonably believed to beneficially own Common Stock in excess of the Limit (or holds of record Common Stock beneficially owned by any person in excess of the Limit) (a “Holder in Excess”) supply the Corporation with complete information as to (1) the record owner(s) of all shares beneficially owned by such Holder in Excess, and (2) any other factual matter relating to the applicability or effect of this section as may reasonably be requested of such Holder in Excess. The Board of Directors shall further have the right to receive from any Holder in Excess reimbursement for all expenses incurred by the Board in connection with its investigation of any matters relating to the applicability or effect of this section on such Holder in Excess, to the extent such investigation is deemed appropriate by the Board of Directors as a result of the Holder in Excess refusing to supply the Corporation with the information described in the previous sentence.

4. Except as otherwise provided by law or expressly provided in this Section C, the presence, in person or by proxy, of the holders of record of shares of capital stock of the Corporation entitling the holders thereof to cast one-third of the votes (after giving effect, if required, to the provisions of this Section) entitled to be

cast by the holders of shares of capital stock of the Corporation entitled to vote shall constitute a quorum at all meetings of the stockholders, and every reference in this Certificate of Incorporation to a majority or other proportion of capital stock (or the holders thereof) for purposes of determining any quorum requirement or any requirement for stockholder consent or approval shall be deemed to refer to such majority or other proportion of the votes (or the holders thereof) then entitled to be cast in respect of such capital stock.

5. Any constructions, applications, or determinations made by the Board of Directors, pursuant to this Section in good faith and on the basis of such information and assistance as was then reasonably available for such purpose, shall be conclusive and binding upon the Corporation and its stockholders.

6. In the event any provision (or portion thereof) of this Section C shall be found to be invalid, prohibited or unenforceable for any reason, the remaining provisions (or portions thereof) of this Section shall remain in full force and effect, and shall be construed as if such invalid, prohibited or unenforceable provision had been stricken herefrom or otherwise rendered inapplicable, it being the intent of this Corporation and its stockholders that each such remaining provision (or portion thereof) of this Section C remain, to the fullest extent permitted by law, applicable and enforceable as to all stockholders, including stockholders owning an amount of stock over the Limit, notwithstanding any such finding.

D. Except as set forth in this Section D, the Common Stock and the Nonvoting Common Stock shall have the same rights and privileges, share ratably in all assets of the Corporation upon its liquidation, dissolution or winding-up, shall be entitled to receive dividends in the same amount per share and at the same time when, as and if declared by the

Corporation's Board of Directors, and be identical in all other respects as to all other matters, except voting.

1. Except as may be otherwise required by law or this Certificate of Incorporation, each holder of Common Stock shall have one vote in respect of each share of Common Stock held of record on all matters voted upon by the stockholders. The holders of Nonvoting Common Stock shall have no voting rights except as required by the Act. Where shares of Nonvoting Common Stock are entitled to vote, each holder of Nonvoting Common Stock shall have one vote in respect of each share of Nonvoting Common Stock held of record solely on the matters as to which such shares are entitled to vote and subject to the rights and limitations specified by the Act.

2. In the event of any stock split, combination or other reclassification of shares of either the Common Stock or the Nonvoting Common Stock, the outstanding shares of the other class shall be proportionately split, combined or reclassified in a similar manner; provided, however, that in any such transaction, holders of Common Stock shall receive only shares of Common Stock in respect of their shares of Common Stock and Holders of Nonvoting Common Stock shall receive only shares of Nonvoting Common Stock in respect of their shares of Nonvoting Common Stock.

3. Each share of Nonvoting Common Stock will automatically convert into one share of Common Stock only in the event of a "permitted transfer" to a transferee. A "Permitted Transfer" means a transfer by a holder of Nonvoting Common Stock (i) to the Corporation; (ii) in a widespread public distribution; (iii) in a transfer in which no transferee (or group of associated transferees) would receive 2% or more of any class of voting securities of the Corporation; or (iv) to a transferee that would control more than 50% of the voting securities of the Corporation without any

transfer from such holder of Nonvoting Common Stock. Any transfer in violation of the foregoing sentence shall be null and void and the Corporation shall not have any obligation to recognize such transfer. The issuance of certificates, if any, for shares of Common Stock upon conversion of Nonvoting Common Stock shall be made without charge to the holders of such shares of any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance. The Corporation shall cooperate with the timely conversion of Nonvoting Common Stock subject to compliance with applicable law and regulations.

4. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Nonvoting Common Stock. The Corporation shall take all action necessary so that all shares of Common Stock issuable upon conversion of Nonvoting Common Stock will upon issue; be duly and validly issued, fully paid and non-assessable.

5. In the event of any merger, consolidation, reclassification or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property, each share of Nonvoting Common Stock will at the same time be similarly exchanged or changed in an amount per whole share equal to the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, that each share of Common Stock would be entitled to receive as a result of such transaction, provided that at the election of the holder of shares of Nonvoting Common Stock, any securities issued with respect to the Nonvoting Common Stock shall be nonvoting under the resulting institution's organizational documents to the same extent as the Nonvoting Common

Stock is nonvoting and the Corporation shall make appropriate provisions (in form and substance reasonably satisfactory to the holders of a majority of the Nonvoting Common Stock then outstanding) and take such other actions necessary to ensure that the holders of the Nonvoting Common Stock shall retain securities with substantially the same rights and benefits, including the right to convert nonvoting common stock into common stock, as the Nonvoting Common Stock. Subject to the immediately preceding sentence, in the event the holders of Common Stock are provided the right to convert or exchange Common Stock for stock or securities, cash and/or any other property, then the holders of the Nonvoting Common Stock shall be provided the same right based upon the number of shares of Common Stock such holders would be entitled to receive if such shares of Nonvoting Common Stock were converted into shares of Common Stock immediately prior to such offering. In the event that the Corporation offers to repurchase shares of Common Stock from its stockholders generally, the Corporation shall offer to repurchase Nonvoting Common Stock pro rata based upon the number of shares of Common Stock such holders would be entitled to receive if such shares were converted into shares of Common Stock immediately prior to such repurchase. In the event of any pro rata subscription offer, rights offer or similar offer to holders of Common Stock, the Corporation shall provide the holders of the Nonvoting Common Stock the right to participate based upon the number of shares of Common Stock such holders would be entitled to receive if such shares were converted into shares of Common Stock immediately prior to such offering; provided that at the election of such holder, any shares issues with respect to the Nonvoting Common Stock shall be issued in the form of Nonvoting Common Stock rather than Common Stock.



**FIFTH:** The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(a) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by Statute or by this Certificate of Incorporation or the By-laws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

(b) The directors of the Corporation need not be elected by written ballot unless the By-laws so provide.

(c) Subject to the rights of holders of any class or series of Preferred Stock, any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders.

(d) Subject to the rights of holders of any class or series of Preferred Stock, special meetings of stockholders of the Corporation may be called only by the Board of Directors pursuant to a resolution adopted by a majority of the total number of directors which the Corporation would have if there were no vacancies on the Board of Directors (the "Whole Board").

(e) Stockholders shall not be permitted to cumulate their votes for the election of directors.

**SIXTH:**

A. The number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Whole Board. The directors, other than those who may be elected by the holders of any class or series of

Preferred Stock, shall be divided into three classes, as nearly equal in number as reasonably possible, with the term of office of the first class to expire at the conclusion of the first annual meeting of stockholders, the term of office of the second class to expire at the conclusion of the annual meeting of stockholders one year thereafter and the term of office of the third class to expire at the conclusion of the annual meeting of stockholders two years thereafter, with each director to hold office until his or her successor shall have been duly elected and qualified. At each annual meeting of stockholders following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election, with each director to hold office until his or her successor shall have been duly elected and qualified.

B. Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum, and directors so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of office of the class to which they have been elected expires, and until such director's successor shall have been duly elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

C. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the By-laws of the Corporation.

D. Subject to the rights of the holders of any series of Preferred Stock then outstanding, any directors, or the entire Board of Directors, may be removed from office at

any time, but only for cause and only by the affirmative vote of the holders of at least 75% of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (after giving effect to the provisions of Article FOURTH of this Certificate of Incorporation), voting together as a single class.

**SEVENTH:** The Board of Directors is expressly empowered to adopt, amend or repeal the By-laws of the Corporation. Any adoption, amendment or repeal of the By-laws of the Corporation by the Board of Directors shall require the approval of a majority of the Whole Board. The stockholders shall also have power to adopt, amend or repeal the By-laws of the Corporation. In addition to any vote of the holders of any class or series of stock of this Corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least 75% of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors (after giving effect to the provisions of Article FOURTH hereof), voting together as a single class, shall be required to adopt, amend or repeal any provisions of the By-laws of the Corporation.

**EIGHTH:**

A. In addition to any affirmative vote required by law or this Certificate of Incorporation, and except as otherwise expressly provided in this Section:

1. any merger or consolidation of the Corporation or any Subsidiary (as hereinafter defined) with (i) any Interested Stockholder (as hereinafter defined) or (ii) any other corporation (whether or not itself an Interested Stockholder) which is, or after such merger or consolidation would be, an Affiliate (as hereinafter defined) of an Interested Stockholder; or
2. any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Interested Stockholder, or any Affiliate of any Interested Stockholder, of any assets of the

Corporation or any Subsidiary having an aggregate Fair Market Value (as hereafter defined) equaling or exceeding 25% or more of the combined assets of the Corporation and its Subsidiaries; or

3. the issuance or transfer by the Corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any Subsidiary to any Interested Stockholder or any Affiliate of any Interested Stockholder in exchange for cash, securities or other property (or a combination thereof) having an aggregate Fair Market Value equaling or exceeding 25% of the combined assets of the Corporation and its Subsidiaries except pursuant to an employee benefit plan of the Corporation or any Subsidiary thereof; or

4. the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of any Interested Stockholder or any Affiliate of any Interested Stockholder; or

5. any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving an Interested Stockholder) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly owned by any Interested Stockholder or any Affiliate of any Interested Stockholder (a “Disproportionate Transaction”) ; provided, however, that no such transaction shall be deemed a Disproportionate Transaction if the increase in the proportionate ownership of the Interested Stockholder or Affiliate as a result of such transaction is no greater than the increase experienced by the other stockholders generally; shall require the affirmative vote of the holders of at least 75% of the voting

power of the then-outstanding shares of stock of the Corporation entitled to vote in the election of directors (the “Voting Stock”), voting together as a single class. Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law or by any other provisions of this Certificate of Incorporation or any Preferred Stock Designation or in any agreement with any national securities exchange or quotation system or otherwise.

The term “Business Combination” as used in this Article EIGHTH shall mean any transaction which is referred to in any one or more of paragraphs 1 through 5 of Section A of this Article EIGHTH.

B. The provisions of Section A of this Article EIGHTH shall not be applicable to any particular Business Combination, and such Business Combination shall require only the affirmative vote of the majority of the outstanding shares of capital stock entitled to vote, or such vote as is required by law or by this Certificate of Incorporation, if, in the case of any Business Combination that does not involve any cash or other consideration being received by the stockholders of the Corporation solely in their capacity as stockholders of the Corporation, the condition specified in the following paragraph 1 is met or, in the case of any other Business Combination, all of the conditions specified in either of the following paragraphs 1 and 2 are met:

1. The Business Combination shall have been approved by a majority of the Disinterested Directors (as hereinafter defined).

2. All of the following conditions shall have been met:

- (a) The aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by the holders of

Common Stock in such Business Combination shall at least be equal to the higher of the following:

I. (if applicable) the Highest Per Share Price, including any brokerage commissions, transfer taxes and soliciting dealers' fees, paid by the Interested Stockholder or any of its Affiliates for any shares of Common Stock acquired by it (X) within the two-year period immediately prior to the first public announcement of the proposal of the Business Combination (the "Announcement Date"), or (Y) in the transaction in which it became an Interested Stockholder, whichever is higher.

II. the Fair Market Value per share of Common Stock on the Announcement Date or on the date on which the Interested Stockholder became an Interested Stockholder (such latter date is referred to in this Article EIGHTH as the "Determination Date"), whichever is higher.

(b) The aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of shares of any class of outstanding Voting Stock other than Common Stock shall be at least equal to the highest of the following (it being intended that the requirements of this subparagraph (b) shall be required to be met with respect to every such class of outstanding Voting Stock, whether or not the Interested Stockholder has previously acquired any shares of a particular class of Voting Stock):

I. (if applicable) the Highest Per Share Price (as hereinafter defined), including any brokerage commissions, transfer taxes and soliciting dealers' fees, paid by the Interested Stockholder for any shares of such class of Voting Stock acquired by it (X) within the two-year period immediately prior to the Announcement Date, or (Y) in the transaction in which it became an Interested Stockholder, whichever is higher;

II. (if applicable) the highest preferential amount per share to which the holders of shares of such class of Voting Stock are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation; and

III. the Fair Market Value per share of such class of Voting Stock on the Announcement Date or on the Determination Date, whichever is higher.

(c) The consideration to be received by holders of a particular class of outstanding Voting Stock (including Common Stock) shall be in cash or in the same form as the Interested Stockholder has previously paid for shares of such class of Voting Stock. If the Interested Stockholder has paid for shares of any class of Voting Stock with varying forms of consideration, the form of consideration to be received per share by holders of shares of such class of Voting Stock shall be either cash or the form used to acquire the largest number of shares of such class of Voting Stock previously acquired by the Interested Stockholder. The price determined in accordance with subparagraph B.2 of this Article EIGHTH shall be subject to appropriate

adjustment in the event of any stock dividend, stock split, combination of shares or similar event.

(d) After such Interested Stockholder has become an Interested Stockholder and prior to the consummation of such Business Combination; (i) except as approved by a majority of the Disinterested Directors, there shall have been no failure to declare and pay at the regular date therefor any full quarterly dividends (whether or not cumulative) on any outstanding stock having preference over the Common Stock as to dividends or liquidation; (ii) there shall have been (X) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock), except as approved by a majority of the Disinterested Directors, and (Y) an increase in such annual rate of dividends as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of Common Stock, unless the failure to so increase such annual rate is approved by a majority of the Disinterested Directors; and (iii) neither such Interested Stockholder nor any of its Affiliates shall have become the beneficial owner of any additional shares of Voting Stock except as part of the transaction which results in such Interested Stockholder becoming an Interested Stockholder.

(e) After such Interested Stockholder has become an Interested Stockholder, such Interested Stockholder shall not have received the benefit, directly or indirectly (except proportionately as a stockholder), of any loans, advances, guarantees, pledges or other financial assistance or any tax



credits or other tax advantages provided by the Corporation, whether in anticipation of or in connection with such Business Combination or otherwise.

(f) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations) shall be mailed to stockholders of the Corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions).

C. For the purposes of this Article EIGHTH:

1. A “Person” shall include an individual, a group acting in concert, a corporation, a partnership, an association, a joint venture, a pool, a joint stock company, a trust, an unincorporated organization or similar company, a syndicate or any other group formed for the purpose of acquiring, holding or disposing of securities.

2. “Interested Stockholder” shall mean any Person (other than the Corporation or any holding company or Subsidiary thereof) who or which:

(a) is the beneficial owner, directly or indirectly, of more than 10% of the voting power of the outstanding Voting Stock; or

(b) is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of 10% or more of the voting power of the then-outstanding Voting Stock; or

(c) is an assignee of or has otherwise succeeded to any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by any Interested Stockholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

3. A Person shall be a “beneficial owner” of any Voting Stock:

(a) which such Person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934, as in effect on the date of incorporation of the Corporation; or

(b) which such Person or any of its Affiliates or Associates has (i) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (ii) the right to vote pursuant to any agreement, arrangement or understanding (but neither such Person nor any such Affiliate or Associate shall be deemed to be the beneficial owner of any shares of Voting stock solely by reason of a revocable proxy granted for a particular meeting of stockholders, pursuant to a public solicitation of proxies for such meeting, and with respect to which shares neither such Person nor any such Affiliate or Associate is otherwise deemed the beneficial owner); or

(c) which are beneficially owned, directly or indirectly within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934, as in effect on the date of incorporation of the Corporation, by any other

Person with which such Person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purposes of acquiring, holding, voting (other than solely by reason of a revocable proxy as described in Subparagraph (b) of this Paragraph 3) or in disposing of any shares of Voting Stock;

provided, however, that, in the case of any employee stock ownership or similar plan of the Corporation or of any Subsidiary in which the beneficiaries thereof possess the right to vote any shares of Voting Stock held by such plan, no such plan nor any trustee with respect thereto (nor any Affiliate of such trustee), solely by reason of such capacity of such trustee, shall be deemed, for any purposes hereof, to beneficially own any shares of Voting Stock held under any such plan.

4. For the purpose of determining whether a Person is an Interested Stockholder pursuant to Paragraph 2 of this Section C, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of Paragraph 3 of this Section C but shall not include any other shares of Voting Stock which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.

5. “Affiliate” and “Associate” shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on the date of incorporation of the Corporation.

6. “Subsidiary” means any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation; provided, however, that for the purposes of the definition of Interested Stockholder set forth in

Paragraph 2 of this Section C, the term “Subsidiary” shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.

7. “Disinterested Director” means any member of the Board of Directors who is unaffiliated with the Interested Stockholder and was a member of the Board of Directors prior to the time that the Interested Stockholder became an Interested Stockholder, and any director who is thereafter chosen to fill any vacancy on the Board of Directors or who is elected and who, in either event, is unaffiliated with the Interested Stockholder, and in connection with his or her initial assumption of office is recommended for appointment or election by a majority of Disinterested Directors then on the Board of Directors.

8. “Fair Market Value” means: (a) in the case of stock, the highest closing sales price of the stock during the 30-day period immediately preceding the date in question of a share of such stock of the National Association of Securities Dealers Automated Quotations (“NASDAQ”) system or any system then in use, or, if such stock is admitted to trading on a principal United States securities exchange registered under the Securities Exchange Act of 1934, Fair Market Value shall be the highest sale price reported during the 30-day period preceding the date in question, or, if no such quotations are available, the Fair Market Value on the date in question of a share of such stock as determined by the Board of Directors in good faith, in each case with respect to any class of stock, appropriately adjusted for any dividend or distribution in shares of such stock or in combination or reclassification of outstanding shares of such stock into a smaller number of shares of such stock, and (b) in the case of property other than cash or stock, the Fair Market Value of such property on the date in question as determined by the Board of Directors in good faith.

9. Reference to “Highest Per Share Price” shall in each case with respect to any class of stock reflect an appropriate adjustment for any dividend or distribution in shares of such stock or any stock split or reclassification of outstanding shares of such stock into a greater number of shares of such stock or any combination or reclassification of outstanding shares of such stock into a smaller number of shares of such stock.

10. In the event of any Business Combination in which the Corporation survives, the phrase “consideration other than cash to be received” as used in Subparagraphs (a) and (b) of Paragraph 2 of Section B of this Article EIGHTH shall include the shares of Common Stock and/or the shares of any other class of outstanding Voting Stock retained by the holders of such shares.

D. A majority of the Disinterested Directors of the Corporation shall have the power and duty to determine for the purposes of this Article EIGHTH, on the basis of information known to them after reasonable inquiry, (a) whether a person is an Interested Stockholder; (b) the number of shares of Voting Stock beneficially owned by any person; (c) whether a person is an Affiliate or Associate of another; and (d) whether the assets which are the subject of any Business Combination have, or the consideration to be received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination has an aggregate Fair Market Value equaling or exceeding 25% of the combined assets of the Corporation and its Subsidiaries. A majority of the Disinterested Directors shall have the further power to interpret all of the terms and provisions of this Article EIGHTH.

E. Nothing contained in this Article EIGHTH shall be construed to relieve any Interested Stockholder from any fiduciary obligation imposed by law.

F. Notwithstanding any other provisions of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote,

but in addition to any affirmative vote of the holders of any particular class or series of the Voting Stock required by law, this Certificate of Incorporation or any Preferred Stock Designation, the affirmative vote of the holders of at least 75% of the voting power of all of the then-outstanding shares of the Voting Stock, voting together as a single class, shall be required to alter, amend or repeal this Article EIGHTH.

**NINTH:** The Board of Directors of the Corporation, when evaluating any offer of another Person (as defined in Article EIGHTH hereof) to (A) make a tender or exchange offer for any equity security of the Corporation, (B) merge or consolidate the Corporation with another corporation or entity or (C) purchase or otherwise acquire all or substantially all of the properties and assets of the Corporation, may, in connection with the exercise of its judgment in determining what is in the best interest of the Corporation and its stockholders, give due consideration to all relevant factors, including, without limitation, the social and economic effect of acceptance of such offer on the Corporation's present and future customers and employees and those of its Subsidiaries (as defined in Article EIGHTH hereof); on the communities in which the Corporation and its Subsidiaries operate or are located; on the ability of the Corporation to fulfill its corporate objectives as a financial institution holding company and on the ability of its subsidiary financial institution to fulfill the objectives of a federally insured financial institution under applicable statutes and regulations.

**TENTH:**

A. Except as set forth in Section B of this Article TENTH, in addition to any affirmative vote of stockholders required by law or this Certificate of Incorporation, any direct or indirect purchase or other acquisition by the Corporation of any Equity Security (as hereinafter defined) of any class from any Interested Person (as hereinafter defined) shall require the affirmative vote of the holders of at least 75% of the Voting Stock of the

Corporation that is not beneficially owned (for purposes of this Article TENTH beneficial ownership shall be determined in accordance with Section C.2(b) of Article FOURTH hereof) by such Interested Person, voting together as a single class. Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law or by any other provisions of this Certificate of Incorporation or any Preferred Stock Designation or in any agreement with any national securities exchange or quotation system, or otherwise. Certain defined terms used in this Article TENTH are as set forth in Section C below.

B. The provisions of Section A of this Article TENTH shall not be applicable with respect to:

1. any purchase or other acquisition of securities made as part of a tender or exchange offer by the Corporation or a Subsidiary (which term, as used in this Article TENTH, is as defined in the first clause of Section C.6 of Article EIGHTH hereof) of the Corporation to purchase securities of the same class made on the same terms to all holders of such securities and complying with the applicable requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder (or any subsequent provision replacing such Act, rules or regulations);
2. any purchase or acquisition made pursuant to an open market purchase program approved by a majority of the Board of Directors, including a majority of the Disinterested Directors (which term, as used in this Article TENTH is as defined in Article EIGHTH hereof); or
3. any purchase or acquisition which is approved by a majority of the Board of Directors, including a majority of the Disinterested Directors, and which is made at no more than the Market Price (as hereinafter defined), on the date that the understanding between the Corporation and the Interested Person is reached with

respect to such purchase (whether or not such purchase is made or a written agreement relating to such purchase is executed on such date), of shares of the class of Equity Security to be purchased.

C. For the purposes of this Article TENTH:

(i) The term Interested Person shall mean any Person (other than the Corporation, Subsidiaries of the Corporation, pension, profit sharing, employee stock ownership or other employee benefit plans of the Corporation and its Subsidiaries, entities organized or established by the Corporation or any of its Subsidiaries pursuant to the terms of such plans and trustees and fiduciaries with respect to any such plan acting in such capacity) that is the direct or indirect beneficial owner of 5% or more of the Voting Stock of the Corporation, and any Affiliate or Associate of any such person.

(ii) The Market Price of shares of a class of Equity Security on any day shall mean the highest sale price of shares of such class of Equity Security on such day, or, if that day is not a trading day, on the trading day immediately preceding such day, on the national securities exchange or the NASDAQ System or any other system then in use on which such class of Equity Security is traded.

(iii) The term Equity Security shall mean any security described in section 3(a)(11) of the Securities Exchange Act of 1934, as in effect on February 28, 1993, which is traded on a national securities exchange or the NASDAQ System or any other system then in use.

(iv) For purposes of this Article TENTH, all references to the term Interested Stockholder in the definition of Disinterested Director shall be deemed to refer to the term Interested Person.



**ELEVENTH:**

A. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, including, without limitation, any Subsidiary (as defined in Article EIGHTH herein), partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an “indemnatee”), whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnatee in connection therewith; provided, however, that, except as provided in Section C hereof with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnatee in connection with a proceeding (or part thereof) initiated by such indemnatee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

B. The right to indemnification conferred in Section A of this Article shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an “advancement of expenses”);

provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an “undertaking”), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a “final adjudication”), that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise. The rights to indemnification and to the advancement of expenses conferred in Sections A and B of this Article shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director or officer and shall inure to the benefit of the indemnitee’s heirs, executors and administrators.

C. If a claim under Section A or B of this Article is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall also be entitled to be paid the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification set

forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article or otherwise shall be on the Corporation.

D. The rights to indemnification and to the advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Corporation's Certificate of Incorporation, By-laws, agreement, vote of stockholders or Disinterested Directors or otherwise.

E. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

F. The Corporation may, to the extent authorized from time to time by a majority vote of the disinterested directors, grant rights to indemnification and to the

advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

**TWELFTH:** A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is hereafter amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**THIRTEENTH:** The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware and all rights conferred upon stockholders are granted subject to this reservation; provided, however, that, notwithstanding any other provision of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the stock of this Corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least 75% of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors (after giving effect to the

provisions of Article FOURTH), voting together as a single class, shall be required to amend or repeal this Article THIRTEENTH, Section C. of Article FOURTH, clauses (c) or (d) of Article FIFTH, Article SIXTH, Article SEVENTH, Article EIGHTH, Article TENTH or Article ELEVENTH.

**IN WITNESS WHEREOF**, this Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 17th day of November, 2021.

By: /s/ Brett L. Pharr  
Name: Brett L. Pharr  
Title: Chief Executive Officer

Meta Financial Group, Inc.  
Participant:

Global ID:

Award Type: Award of Performance-Based Restricted Stock

Plan Name: Meta Financial Group, Inc. 2002 Omnibus Incentive Plan (as amended)

Award Date:

Restricted Period:

Performance Goal: For the four quarters ending June 30 immediately preceding each September 30, 20\_\_, September 30, 20\_\_ and September 30, 20\_\_ Vesting Date (the “**Measurement Period**”), the Committee shall determine whether MetaBank, N.A. a federally chartered savings bank (the “**Bank**”) (together with its Affiliates, as applicable), has satisfied capital requirements under the Basel III Capital Rules or such other capital requirements as may be promulgated by the Federal Reserve and the Office of the Comptroller of the Currency (or their successors having jurisdiction over such matters) and applicable to the Bank (the “**Capital Requirements**”). If the Committee determines that the Bank (and applicable Affiliates) has not satisfied the Capital Requirements for the Measurement Period preceding the applicable Vesting Date, the number of Shares of Restricted Stock that would otherwise vest on the applicable Vesting Date following the Measurement Period shall be forfeited without consideration therefor. The Committee shall look at the Capital Requirements for each Measurement Period immediately preceding each Vesting Date. and make a good faith determination as to whether the Capital Requirements have been satisfied with respect to the Measurement Period preceding the applicable Vesting Date and such decision shall not affect any portion of the Restricted Shares that are scheduled to vest in subsequent years.

Shares of Restricted Stock Granted:

Award Date Price: USD \$

Vesting Schedule:

Number of Shares of Restricted Stock	Vesting Date If Performance Goal Met
	September 30, 20__
	September 30, 20__
	September 30, 20__

**META FINANCIAL GROUP, INC.  
2002 OMNIBUS INCENTIVE PLAN**

**PERFORMANCE-BASED RESTRICTED STOCK AWARD AGREEMENT**

You have been granted an Award of Restricted Stock by Meta Financial Group, Inc. (the “**Corporation**”) subject to your acceptance of the terms herein. This Award of Restricted Stock is granted by the Corporation in accordance with the Meta Financial Group, Inc. 2002 Omnibus Incentive Plan, as it may be amended from time to time (the “**Plan**”), and the following terms and conditions. Any capitalized term used but not defined in this Award Agreement shall have the meaning set forth in the Plan. By your electronic signature consenting to the Award of Restricted Stock, you also agree that you have read and agree to be bound by the terms of this Award Agreement and the Plan.

1. Restricted Stock. The Award of Restricted Stock is for \_\_\_\_\_ Shares of the common stock of the Corporation, par value \$.01 per share (“**Common Stock**”), pursuant to the Plan and subject to the restrictions and other terms and conditions set forth in this Award Agreement and in other communications and documents approved by the Corporation. A copy of the Plan, as currently in effect, is incorporated by reference and is available as a separate document in the participant portal. The number of Shares of Restricted Stock is as set forth on the Computershare (or successor) system in respect of your Award.

2. Transfer Restrictions. Any unvested Shares of Restricted Stock may not be sold, assigned, transferred, pledged or otherwise encumbered by you, except by will or the laws of descent and distribution in the event of the your death, pursuant to a “qualified domestic relations order” as defined in the Code or the rules thereunder, or as provided in this Agreement.

Except as otherwise provided in the Plan or this Award Agreement or as determined by the Committee in its discretion in accordance with Section 6(b) of the Plan, and provided that you maintain Continuous Service and the Performance Goal is achieved during the Restricted Period, the Shares of Restricted Stock shall vest and become transferable in accordance with the vesting schedule as provided for in this Award Agreement as set forth on the Computershare (or successor) system.

3. Documentation of Shares of Restricted Stock. As of the Grant Date, the Corporation shall issue Common Stock either in certificate form or book-entry form in your name with respect to the Shares of Restricted Stock and such Shares shall be held on your behalf until such Shares of Restricted Stock become vested. Such certificates shall bear the following (or a similar) legend or, if issued in book-entry, include a similar notation:

“The transferability of this certificate and the shares of stock represented hereby are subject to the terms and conditions (including forfeiture) contained in the Corporation’s 2002 Omnibus Incentive Plan, as amended, and an agreement entered into between the registered owner and the Corporation. Copies of such Plan and the agreement are on file in the offices of the Secretary of the Corporation, 5501 South Broadband Lane, Sioux Falls, South Dakota 57108.”

The Corporation may require you to execute and deliver stock powers in favor of the Corporation with respect to the certificates representing the Shares of Restricted Stock.

4. Delivery of Shares of Common Stock. Upon the vesting of the Shares of Restricted Stock, the Corporation shall, as applicable, either remove the restrictive notations on any such Shares of Restricted Stock issued in book-entry form or deliver to you (or, if you have died, your legal representative) a certificate representing such Common Stock. Such Common

Stock shall be free of the restrictions described in Section 2 and shall exclude the restrictive legend described in Section 3.

The Corporation's obligation to deliver shares of Common Stock pursuant to your Award, if the Committee so requires, is conditioned upon the receipt of a representation as to your investment intention or any other person to whom such Shares are to be delivered, in such form as the Committee shall determine to be necessary or advisable to comply with the Securities Act of 1933, as amended, or any other federal, state or local securities law or regulation. In requesting any such representation, the Committee may provide that such representation requirement shall become inoperative upon a registration of such Shares or other action eliminating the necessity of such representation under the Securities Act of 1933 or other securities law or regulation. The Corporation shall not be required to deliver any Common Stock upon the vesting of the Shares of Restricted Stock prior to (i) the admission of such Shares to listing on any stock exchange or system on which the shares of Common Stock may then be listed, and (ii) the completion of such registration or other qualification of such Shares under any state or federal law, rule or regulation as the Committee shall determine to be necessary or advisable.

5. Termination of Continuous Service or Death. Unless otherwise provided in this Award Agreement or in separate writing or employment agreement between you and the Company, if you cease Continuous Service for any reason (other than death, Disability, or Retirement), all Shares of Restricted Stock that are unvested at the time of such termination of Continuous Service automatically shall be forfeited to the Corporation. If you are Retirement eligible, you shall remain eligible to vest in the Shares if you have provided at least 6 months of Continuous Service during the Restricted Period as long as the applicable Performance Goals applicable to any unvested Shares are achieved. "**Retirement**" means voluntary termination of employment with the Company as an employee, director, director emeritus or advisory director thereof, where either: (i) the Grantee has reached the age of 65; or (ii) the sum of the Grantee's age and length of service (as an employee, director, director emeritus or advisory director) is greater than or equal to 70. If you die or become Disabled, you shall remain eligible to vest in the Shares if you have provided at least 6 months of Continuous Service during the Restricted Period as long as the applicable Performance Goals applicable to any unvested Shares are achieved. If your Continuous Service is terminated for Cause, all rights under this Award Agreement shall expire immediately upon the Corporation's notification to you of such termination. For purposes of this Award Agreement, "**Disabled**" means you are unable to perform your duties, with or without reasonable accommodation, due to illness, accident or physical or mental incapacity or disability for a consecutive period of 180 days or for an aggregate of 270 days in any 365 day period.

6. Adjustments for Changes in Capitalization of the Corporation. In the event of any change in the outstanding shares of Common Stock by reason of any reorganization, recapitalization, stock split, stock dividend, combination or exchange of shares, merger, consolidation, or any change in the corporate structure of the Corporation or in the shares of Common Stock, the number and class of shares covered by your Award of Restricted Stock shall be appropriately adjusted by the Committee, whose determination shall be conclusive.

7. Effect of Change of Control. The treatment of unvested Shares of Restricted Stock in connection with a change of control (as defined in the Plan) shall be determined under the Plan.

8. Stockholder Rights with respect to Restricted Stock. Subject to the restrictions and limitations set forth in the Plan and this Award Agreement, you shall have all of the rights of a stockholder of the Corporation with respect to the Shares of Restricted Stock, including, but not



limited to, the right to receive all dividends paid on the Restricted Stock and the right to vote the Restricted Stock.

**9. Binding Effect of Award Agreement.** The provisions of this Award Agreement and your Award of Restricted Stock shall be binding upon, inure to the benefit of and be enforceable by the parties hereto and the successors and assigns of the Corporation and any person to whom the Shares of Restricted Stock are transferred by will or by the laws of descent and distribution.

**10. Withholding Tax.** Upon the vesting of the Shares of Restricted Stock (or at such earlier time, if any, that you elect under Code Section 83(b) to include the value of the Restricted Stock in taxable income), the Corporation shall have the right to: (i) require you or such other person to pay to the Corporation the amount of any taxes which the Corporation or any of its Affiliates is required to withhold with respect to such Shares of Restricted Stock; (ii) to retain, or sell without notice, a sufficient number of such Shares to cover the amount required to be withheld or in lieu of any of the foregoing; or (iii) to withhold a sufficient sum from your compensation payable by the Corporation to satisfy the Corporation's tax withholding requirements. The Corporation shall have the right to deduct from any dividends paid with respect to the Shares of Restricted Stock the amount of any taxes the Corporation is required to withhold with respect to such dividend payments. The Corporation's method of satisfying its withholding obligations shall be solely in the discretion of the Corporation, subject to applicable federal, state and local law.

**11. Notices.** All notices hereunder to the Corporation shall be delivered or mailed to it addressed to the Secretary of Meta Financial Group, Inc., 5501 South Broadband Lane, Sioux Falls, South Dakota 57108. Any notices hereunder to you shall be delivered personally or mailed to your address in the Corporation's records. Such addresses for the service of notices may be changed at any time provided written notice of the change is furnished in advance to the Corporation or to you, as the case may be.

**12. Plan and Plan Interpretations as Controlling.** This Award Agreement, the Award of Restricted Stock information available on Computershare (or its successor), and the terms and conditions set forth herein are subject in all respects to the terms and conditions of the Plan, which are controlling. All determinations and interpretations of the Committee shall be binding and conclusive upon you or your legal representatives with regard to any question arising under this Award Agreement or under the Plan.

**13. Grantee Service.** Nothing in this Award Agreement shall limit the right of the Corporation or any of its Affiliates to terminate your service as a director, officer or employee, or otherwise impose upon the Corporation or any of its Affiliates any obligation to employ or accept your services.

**14. Electronic Signature.** By selecting "I Accept" button, you are signing this Award Agreement electronically. You agree that your electronic signature is the legal equivalent of your manual signature on this Award Agreement.

**META FINANCIAL GROUP, INC.**  
**2002 Omnibus Incentive Plan**  
**(As Amended and Restated As Of November 24, 2014)**

**PERFORMANCE SHARE UNIT AWARD AGREEMENT**

Pursuant to this Performance Share Unit Award Agreement (this “**Award Agreement**”), and subject to the terms and conditions herein and in the Meta Financial Group, Inc. Omnibus Incentive Plan (As Amended and Restated as of November 24, 2014) (the “**Plan**”), Meta Financial Group, Inc. (the “**Company**,” as defined in the Plan) grants an Award of performance share units (“**PSUs**”) under Section 5(d) of the Plan to the following identified Grantee with the following specified terms:

**Summary of Award Terms:**

**Name of Grantee:** [REDACTED] (the “**Grantee**”)

**Date of Grant:** [REDACTED], 20\_\_ (the “**Grant Date**”)

**Target Number of Performance Share Units:** [REDACTED] (the “**Target PSUs**”)

**Performance Period:** October 1, 20\_\_ – September 30, 20\_\_ (“**Performance Period**”)

**Vesting:** The PSUs shall vest only upon the achievement of the applicable Performance Goals for the October 1, 20\_\_ - September 30, 20\_\_ Performance Period. Depending on the Grantee’s actual achievements, the Grantee may earn between 0% and \_\_\_\_% of the Target PSUs.

**Performance Goals:** The number of PSUs earned by the Grantee at the end of the Performance Period, if any, will be determined by the Committee, in its sole but reasonable discretion, based on the satisfaction of Performance Goals identified in **Exhibit A** to this Award Agreement and in a manner consistent with Section 3(c) below.

Unless otherwise provided in this Award Agreement or in separate writing or employment agreement between you and the Company, Grantee must have Continuous Service throughout the Performance Period to remain eligible for any rights or interests with respect to this Award.

**Settlement Date:** As soon as practicable following the end of the Performance Period, but no later than March 15th following the last day of the Performance Period (the “**Settlement Date**”).

Capitalized terms used in this Award Agreement, unless otherwise defined, shall have the meanings set forth in the Plan.

**1. Grant of Performance Share Units.** The Company hereby grants this Award of PSUs, pursuant to which, subject to the terms and conditions of this Award Agreement and the Plan, the Company will pay to the Grantee on the Settlement Date one (1) Share as of the Settlement Date multiplied by the number of vested PSUs earned hereby, subject to applicable withholding for taxes.

2. **Vesting.** The Award is subject to the vesting terms set forth in the Summary of Award Terms above, except as may otherwise be provided in this Award Agreement or in the Plan. Any portion of the Award that does not vest for any reason shall automatically be cancelled and terminated and be of no further force and effect.

3. **Forfeiture.** Except as set forth in separate writing or employment agreement between you and the Company, all unearned and unvested PSUs shall automatically be cancelled and terminated upon the Grantee's cessation of Continuous Service prior to the Settlement Date, provided, that:

(a) If the Grantee is Retirement eligible, the Grantee shall remain eligible to vest in this PSU if the Grantee has provided at least 6 months of Continuous Service during the Performance Period. "**Retirement**" means voluntary termination of employment with the Company as an employee, director, director emeritus or advisory director thereof, where either: (i) the Grantee has reached the age of 65; or (ii) the sum of the Grantee's age and length of service (as an employee, director, director emeritus or advisory director) is greater than or equal to 70

(b) If the Grantee dies or becomes Disabled, the Grantee shall remain eligible to vest in this PSU if the Grantee has provided at least 6 months of Continuous Service during the Performance Period. For this purpose, "**Disability**" means the Grantee is unable to perform his or her duties, with or without reasonable accommodation, due to illness, accident or physical or mental incapacity or disability for a consecutive period of 180 days or for an aggregate of 270 days in any 365 day period.

(c) The Award, and the Committee's determination of the satisfaction of Performances Goals and the number of PSUs earned by the Grantee at the end of the Performance Period, shall be subject to adjustment by the Committee (i) as provided in the Plan, and (ii) in recognition of unusual or nonrecurring events affecting the Company or any Affiliate, or the financial statements of the Company or any Affiliate, or of changes in applicable laws, regulations or accounting principles, (iii) contributions/costs/gains/losses/third-party legal, audit, consulting or banking fees associated with the acquisition, disposition, or divestiture of a business or similar merger, acquisition, divestiture or disposition activity, and (iv) restructuring costs or other unusual gains/losses/expenses that are disclosed as special, "one-time" or unusually in nature or infrequently occurring events. In each case the adjustments made in this Section 3(c) shall be made if the Committee determines that such adjustments are appropriate in order to prevent dilution or enlargement of the Award or are necessary to comply with applicable laws, rules or regulations.

4. **Change of Control.** In the event of a Change of Control, the Award shall be subject to the provisions of Section 9 of the Plan.

5. **Settlement of Award.** On or as soon as practicable after the Settlement Date, the Company will, in full satisfaction of the PSUs granted hereby, pay to the Grantee the amount owed, as determined by the Committee, in whole Shares, rounded down to the nearest whole Share.

(a) Notwithstanding anything herein to the contrary, no transfer of Shares shall become effective until the Company determines that such transfer, issuance, and delivery is in compliance with all applicable, laws, regulations of governmental authority, and the requirements of any securities exchange on which Shares may be traded.

(b) The Committee may, as a condition to the issuance of Shares, require the Grantee to make covenants and representations and/or enter into agreements with the Company

to reflect the Grantee's rights and obligations as a stockholder of the Company and any limitations and restrictions on such Shares.

(c) The transfer of Shares pursuant to this Award Agreement shall be effectuated by an appropriate entry on the books of the Company, the issuance of certificates representing such shares (bearing such legends as the Committee deems necessary or desirable), the transfer of shares to a brokerage account in the name of the Grantee, and/or other appropriate means as determined by the Committee.

(d) Unless and until any Shares are issued in settlement of the Award on the Settlement Date, the Award shall not confer to the Grantee any rights or status as a stockholder of the Company.

6. **Withholding**. The Grantee shall surrender to the Company, for no consideration, the portion of any Shares that become vested under this Award whose aggregate Market Value is sufficient to satisfy federal, state, and local withholding tax requirements.

7. **No Assignment or Transfer**. The Award granted hereunder may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by will or by the laws of descent or distribution. No transfer by will or the laws of descent and distribution shall be effective to bind the Company unless the Committee shall have been furnished with (i) written notice thereof along with such evidence as the Committee may deem necessary to establish the validity of the transfer and (ii) an agreement by the transferee to comply with all the terms and conditions of the Award that are or would have been applicable to the Grantee and to be bound by the acknowledgements made by the Grantee in connection with the grant.

8. **Grantee Representations**. By accepting the Award, the Grantee represents and acknowledges the following:

(a) The Grantee has received a copy of the Plan, has reviewed the Plan and this Award Agreement in their entirety, and has had an opportunity to obtain the advice of independent legal counsel prior to accepting the Award.

(b) The Grantee has had the opportunity to consult with a tax advisor concerning the tax consequences of accepting the Award, and understands that the Company makes no representation regarding the tax treatment as to any aspect of the Award, including the grant, vesting, settlement, or conversion of the Award.

(c) The Grantee understands that neither the grant of this Award nor the Grantee's participation in the Plan confers any right to continue in the service of the Company or to receive any other award or amount of compensation, whether under the Plan or otherwise, and no payment of any award under the Plan will be taken into account in determining any benefits under any pension, retirement, profit sharing, group insurance, or other benefit plan of the Company or any Affiliate except as otherwise specifically provided in such other plan.

(d) The Grantee consents to the collection, use, and transfer, in electronic or other form, of the Grantee's personal data by the Company, any Affiliate, the Committee, and any third party retained to administer the Plan for the exclusive purpose of administering the Award and Grantee's participation in the Plan. The Grantee agrees to promptly notify the Committee of any changes in the Grantee's name, address, or contact information during the entire period of Plan participation.

9. **Adjustments**. If there is a change in the outstanding Shares due to a stock dividend, split, or consolidation, or a recapitalization, corporate change, corporate transaction, or

other similar event relating to the Company, the Committee may adjust the number of Target PSUs subject to the Award in accordance with Section 7 of the Plan.

**10. Administration; Interpretation.** In accordance with the Plan and this Award Agreement, the Committee shall have full discretionary authority to administer the Award, including discretionary authority to interpret and construe any and all provisions relating to the Award. Decisions of the Committee shall be final, binding, and conclusive on all parties.

**11. Section 409A.** It is intended that this Award Agreement is exempt from Internal Revenue Code Section 409A and the interpretive guidance thereunder ("**Section 409A**"), and this Award Agreement shall be administered accordingly, and interpreted and construed on a basis consistent with such intent. To the extent that any provision of this Award Agreement would fail to comply with applicable requirements of Section 409A, the Company may, in its sole and absolute discretion and without requiring the Grantee's consent, make such modifications to this Award Agreement and/or payments to be made thereunder to the extent it determines necessary or advisable to comply with the requirements of Section 409A. Nothing in this Agreement shall be construed as a guarantee of any particular tax effect for the Award, and the Company does not guarantee that any compensation or benefits provided under this Award Agreement will satisfy the provisions of Section 409A. If (i) the Grantee's right to payment is subject to Section 409A, and (ii) the Grantee is a specified employee (within the meaning of Section 409A) as of the Termination Date, then, to the extent necessary to comply with Treasury Regulation section 1.409A-3(i)(2), settlement of the Award shall be delayed until the earlier of (A) the date which is six months after the Grantee's separation from service, or (B) the date of the Grantee's death.

**12. Successors.** The terms of this Award Agreement shall be binding upon and inure to the benefit of the heirs of the Grantee or distributees of the Grantee's estate and any successor to the Company.

**13. Governing Law; Severability.**

**(a) Governing Law.** This Award Agreement shall be construed and administered in accordance with the laws of South Dakota without regard to its conflict of law principles.

**(b) Severability.** Any determination by a court of competent jurisdiction or relevant governmental authority that any provision or part of a provision in this Award Agreement is unlawful or invalid shall not serve to invalidate any portion of this Award Agreement not found to be unlawful or invalid, and any provision or part of a provision found to be unlawful or invalid shall be construed in a manner that will give effect to the terms of such provision or part of a provision to the fullest extent possible while remaining lawful and valid.

**14. Acknowledgment of Receipt and Acceptance.** By signing below (or execution by other means approved by the Committee, including by electronic signature), the undersigned acknowledges receipt and acceptance of the Award, agrees to the representations made in the Award, and indicates the undersigned's intention to be bound by this Award Agreement and the terms of the Plan.

**META FINANCIAL GROUP, INC.**

By: \_\_


Name: \_\_

Title: \_\_

Date: \_\_

**GRANTEE**

By: \_\_

Grantee's Name: 

Date: \_\_

**EXHIBIT A**  
**TO**  
**PERFORMANCE SHARE UNIT AWARD AGREEMENT**

**Company's Earnings Per Share Performance Goals**

<b>Performance Level<sup>1</sup></b>	<b>EPS for October 1, 20__ – September 30, 20__<sup>2</sup></b>	<b>EPS for October 1, 20__ – September 30, 20__</b>	<b>EPS for October 1, 20__ – September 30, 20__</b>	<b>Percentage of Units Earned</b>
Maximum	\$	-	-	____%
Target	\$	-	-	____%
Threshold	\$	-	-	____%
Below Threshold	Less than \$	-	-	____%

For each 12 month period during the Performance Period (each such 12 month period, a “**Measurement Period**”), the Committee shall determine in its sole but reasonable discretion, whether the Company (together with its Affiliates, as applicable) has satisfied the earnings per share goal (the “**EPS Goal**”) set forth above. The Committee shall make its determination for each Measurement Period at the end of the Performance Period and at that time shall certify for each Measurement Period whether the applicable EPS Goals have been satisfied and such decision for one Measurement Period shall not affect any portion of the PSUs that are eligible to be earned for any other Measurement Period. If the Committee determines that the Company (and applicable Affiliates) has not satisfied the EPS Goal for any Measurement Period, the number of PSUs that would otherwise be earned and settled on the Settlement Date shall be immediately forfeited without consideration.

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<sup>1</sup> Straight line interpolation will be applied by the Committee to determine the number of PSUs that are earned and will vest between the Threshold, Target, and Maximum performance levels.

<sup>2</sup> “EPS” shall be defined as the Company’s earnings per share as reported by the Company in its financial statements on its Form 10-K for the fiscal years ending September 30, 20\_\_, September 30, 20\_\_, and September 30, 20\_\_.

## SUBSIDIARIES OF THE REGISTRANT

Parent	Subsidiary	Percentage of Ownership	State of Incorporation or Organization
Meta Financial Group, Inc.	MetaBank	100%	Federal

The financial statements of Meta Financial Group, Inc. are consolidated with those of MetaBank.



**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in Registration Statements on Forms S-8 (Nos. 333-22523, 333-110200, 333-141407, 333-151604, and 333-222674) and Form S-3 No. 333-259855 of Meta Financial Group, Inc. of our report dated November 23, 2021 relating to the financial statements of Meta Financial Group, Inc. and Subsidiaries, and our report dated the same date relative to the effectiveness of internal control over financial reporting, appearing in this Annual Report on Form 10-K.

/s/ Crowe LLP

Grand Rapids, Michigan  
November 23, 2021

CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Brett L. Pharr, certify that:

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

Date: November 23, 2021

/s/ Brett L. Pharr

Chief Executive Officer and Director

CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Glen W. Herrick, certify that:

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

Date: November 23, 2021

/s/ Glen W. Herrick

Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Meta Financial Group, Inc. (the "Company") for the year ended September 30, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brett L. Pharr, the Chief Executive Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

By: /s/ Brett L. Pharr  
Name: Brett L. Pharr  
Chief Executive Officer and Director  
November 23, 2021

**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Meta Financial Group, Inc. (the "Company") for the year ended September 30, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Glen W. Herrick, Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

By: /s/ Glen W. Herrick

Name: Glen W. Herrick

Executive Vice President and Chief Financial Officer

November 23, 2021