

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 15, 2023



**PATHWARD FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

**0-22140**

(Commission File Number)

**42-1406262**

(IRS Employer Identification No.)

**Delaware**  
(State or other jurisdiction of incorporation)

**5501 South Broadband Lane, Sioux Falls, South Dakota 57108**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(877) 497-7497**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 144a-12 under the Exchange Act (17 CFR 240.144-12)
- ☐ Pre-commencement communications pursuant to Rule 144-2(b) under the Exchange Act (17 CFR 240.144-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4 (c))

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

Title of each class  
Common Stock, \$.01 par value

Trading Symbol(s)  
CASH

Name of each exchange on which registered  
The NASDAQ Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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. ☐

**Item 7.01 Regulation FD Disclosure.**

Pathward Financial, Inc. has prepared an investor presentation concerning its business, operations, performance and other matters that it intends to post on its website, [www.pathwardfinancial.com](http://www.pathwardfinancial.com), as well as to use in connection with meetings with and presentations to current and potential investors and other interested parties commencing on February 16, 2023. A copy of the investor presentation is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information furnished in this Item 7.01, including Exhibit 99.1 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filings under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Except for historical information contained in the updated investor presentation attached as an exhibit hereto, the investor presentation contains forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary notes in the investor presentation regarding these forward-looking statements.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>
<a href="#"><u>99.1</u></a>
104

<u>Description of Exhibit</u>
Investor Presentation dated February 15, 2023
Cover Page Interactive Data File (the cover page iXBRL tags are embedded within the Inline XBRL document).

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**SIGNATURE**

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

PATHWARD FINANCIAL, INC.

Date: February 15, 2023

By: /s/ Glen W. Herrick

Glen W. Herrick

Executive Vice President and Chief Financial Officer



# Investor Presentation

UPDATED FEBRUARY 15, 2023

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# FORWARD LOOKING STATEMENTS

This investor update contains "forward-looking statements" which are made in good faith by Pathward Financial, Inc. (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.

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 including our earnings per share guidance and related performance expectations; the impact of measures expected to increase efficiencies or reduce expenses; customer retention; 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 the Company's 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: 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, or other unusual and infrequently occurring events, including the impact on financial markets from geopolitical conflicts such as the military conflict between Russia and Ukraine; our ability to achieve brand recognition for Pathward equal to or greater than currently enjoyed for MetaBank; our ability to successfully implement measures designed to reduce expenses and increase efficiencies; changes in trade, monetary, and fiscal policies and laws, including actual changes in interest rates and the Fed Funds rate; changes in tax laws; the strength of the United States' economy, and the local economies in which the Company operates; 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 of these products and services by users; the ability of the Company's subsidiary Pathward<sup>®</sup>, N.A. ("Pathward") to maintain its Durbin Amendment exemption; the risks of dealing with or utilizing third parties, including, in connection with the Company's prepaid card and tax refund advance business, the risk of reduced volume of refund advance loans as a result of reduced customer demand for or usage of the Company'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; technological changes, including, but not limited to, the protection 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 Pathward of its status as a well-capitalized institution, changes in consumer spending and saving habits; losses from fraudulent or illegal activity, technological risks and developments and cyber threats, attacks or events; 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; and the other factors described under the caption "Risk Factors" and in other sections of the Company's Annual Report on Form 10-K for the Company's fiscal year ended September 30, 2022 and in other filings made by the Company with the Securities and Exchange Commission ("SEC").

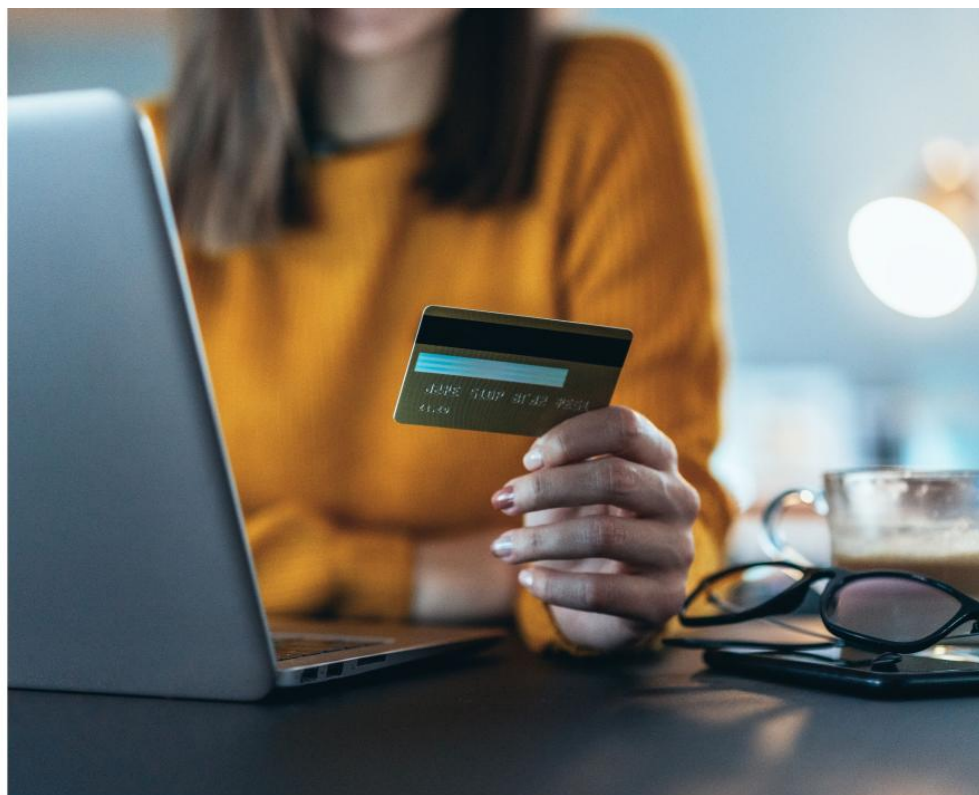
The foregoing list of factors is not exclusive. We caution you not to place undue reliance on these forward-looking statements. The forward-looking statements included herein speak only as of the date of this investor update. The Company expressly disclaims any intent or obligation to update any forward-looking 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.

## AT PATHWARD®, LEADING THE WAY TO FINANCIAL ACCESS IS THE HEART OF OUR BUSINESS.

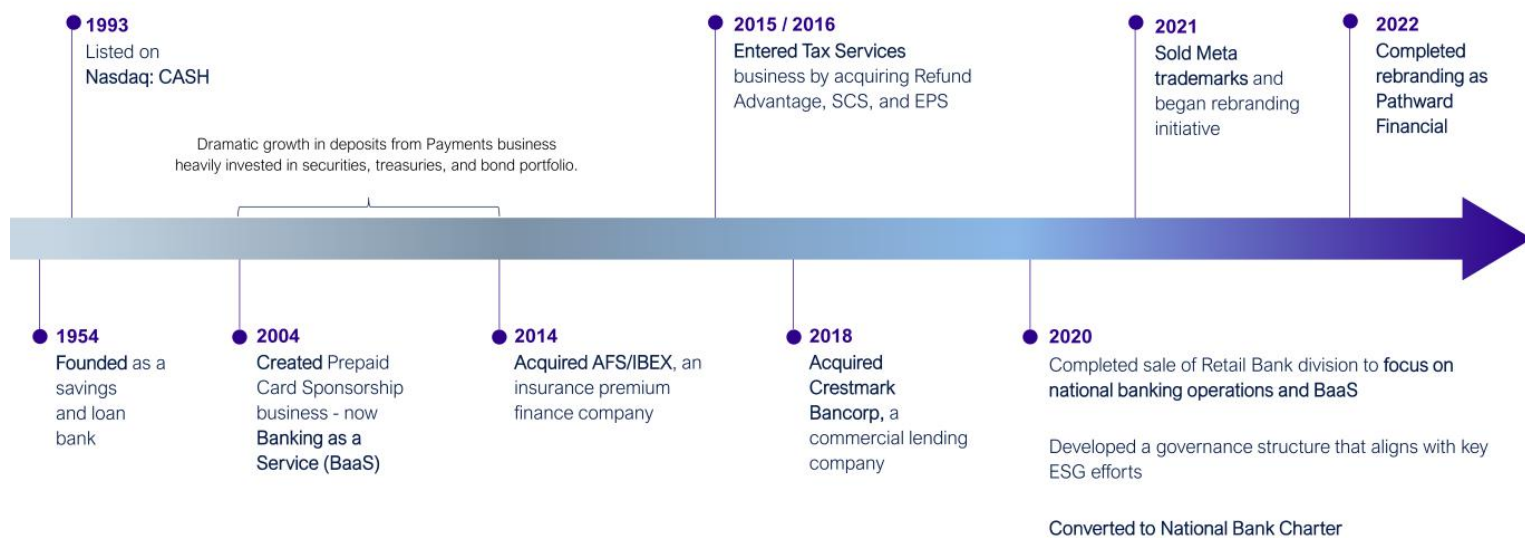
Since our founding, we have worked to advance financial inclusion. We seek out diverse partners, including fintechs, affinity groups, government agencies, and other banks and work with them to identify markets where people and businesses are underserved.

Our national bank charter, coordination with regulators, and deep understanding of risk mitigation and compliance allow us to guide our partners and deliver financial products, services and funding to the people and businesses who need them the most.

We are powering financial inclusion for all.



# Building a Diversified Franchise Dedicated to Financial Empowerment for Individuals and Businesses



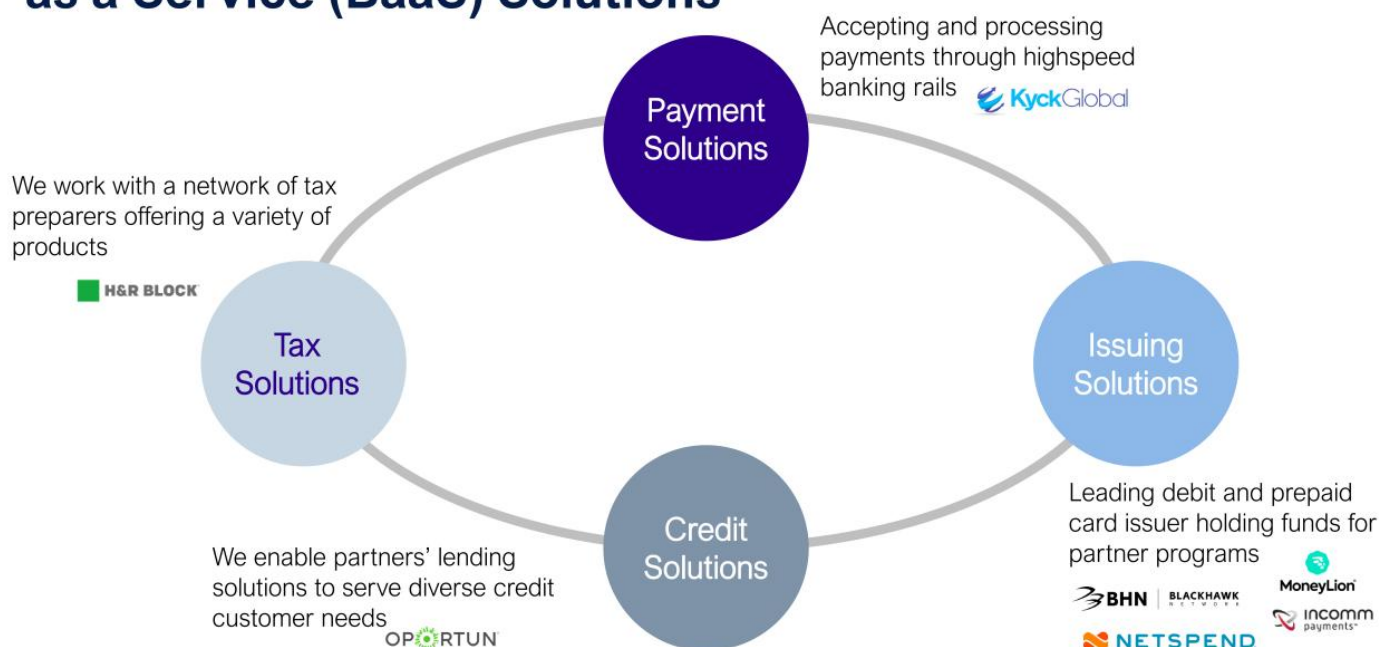


# Resilient Business Model in Economic Cycles

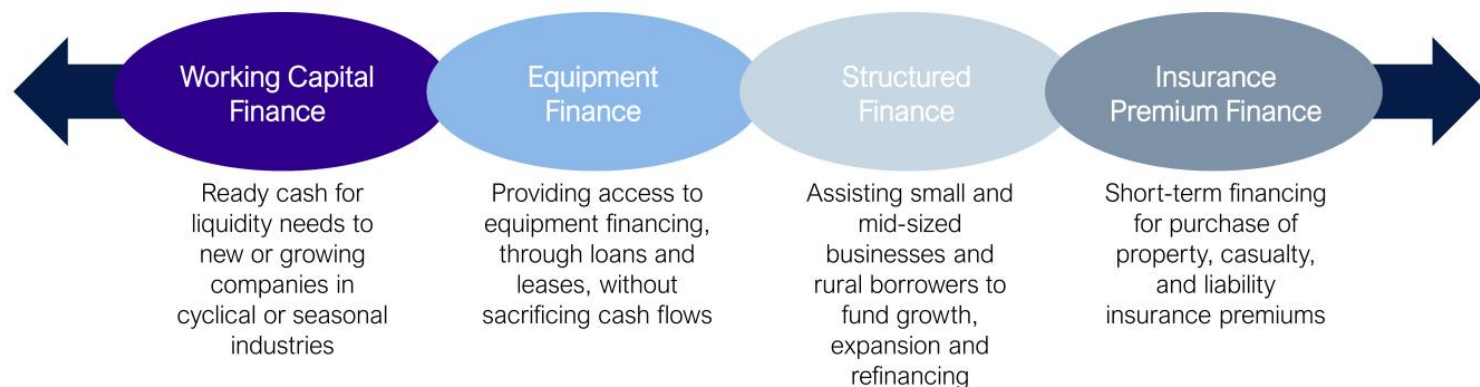




# Collaborate With Partners to Provide Innovative Banking as a Service (BaaS) Solutions



# Commercial Finance Helps Businesses Access Needed Funds Through Various Solutions



# Strong and Diverse Leadership Team and Board of Directors

## Executive Leadership Team



**Brett Pharr**  
Chief Executive Officer  
and Director



**Anthony Sharett**  
President



**Glen Herrick<sup>1</sup>**  
EVP, Chief Financial Officer



**Charles Ingram**  
EVP, Chief Technology & Product  
Officer



**Nadia Dombrowski**  
EVP, Chief Legal and Administrative  
Officer



**Sonja Theisen<sup>1</sup>**  
EVP, Deputy Chief Financial Officer

## Board of Directors



**Douglas Hajek**  
Chair of the Board



**Becky Shulman**  
Vice Chair of the Board



**Michael Kramer<sup>2</sup>**  
Director



**Ronald McCray**  
Director



**Frederick Moore**  
Director



**Elizabeth Hoople**  
Director



**Kendall Stork**  
Director



**Lizabeth Zlatkus**  
Director

<sup>1</sup>It is anticipated that Sonja Theisen will assume the role of Chief Financial Officer on April 30<sup>th</sup>, 2023

<sup>2</sup>The term of Michael R. Kramer ends as of the February 28, 2023 Annual Meeting, and he will not be standing for re-election

# Investment Highlights

- 1 Record of strong earnings growth and **profitability** above banking industry averages
- 2 Excess capital generating business enables ongoing return of **value** to shareholders
- 3 Experienced **leader** in fast-growing Banking as a Service (BaaS) sector, with diversified portfolio of high-quality financial partners
- 4 **Resilient** Commercial Finance loan portfolio produces attractive returns throughout economic cycles
- 5 Highly advantageous national bank charter, with well-developed **risk mitigation** and compliance capabilities

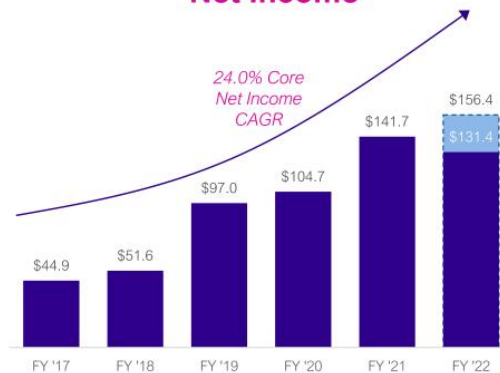
# Record of Strong Earnings Growth

## Earnings Per Common Share



 Earnings inclusive of extraordinary items

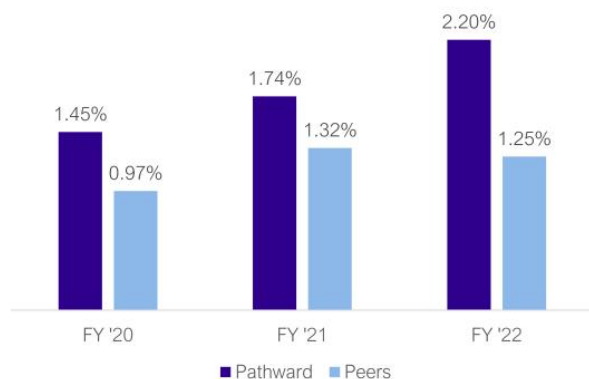
## Net Income



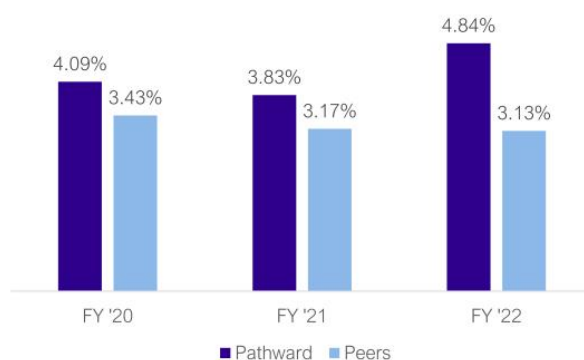
In fiscal year 2022, the company sold its Meta names and trademarks and completed a Company rebrand. Adjustments to earnings in fiscal year 2022 include the revenue from the sale, expenses associated with rebranding, and additional one-time compensation expenses stemming from organizational restructuring. See appendix for non-GAAP reconciliation.

# Profitability Above Banking Industry Averages

## Return on Average Assets

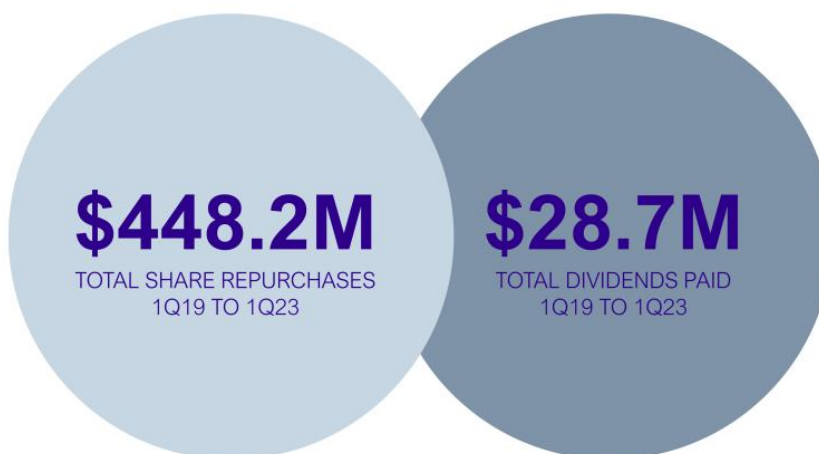


## Net Interest Margin



- Peer data includes commercial insured banks with assets between \$3-10 billion. Return on average assets and net interest margin information gathered from the Federal Financial Institutions Examination Council database.
- Fiscal Year 2022 return on average assets reflects GAAP net income, which includes impacts associated with rebranding and one-time compensation expenses from organizational restructuring.

# Track Record of Strong Earnings Growth and Right-Sized Balance Sheet Enables Ongoing Return of Capital



Targeting regulatory capital leverage ratio above 8% and total risk-weighted capital ratio above 12%

Paid dividend every quarter dating back to 1994



# Leader in Fast-Growing BaaS Sector



**Top 20**

NACHA – Top 20 ACH Originator and Receiver (#15, April 2021)



**~\$2.5 Billion**

Moved daily in ACH and wire services



**>1 Billion**

Cards Issued



**>\$10 Billion**

Moved since start of MasterCard Send and Visa Direct programs in 2020



**>340,000**

Points of distribution for debit and prepaid card issuing



**>260,000**

ATMs Sponsored



**>11,000**

Branches – networks & distribution channels for Pathward's Agent Bank solutions



**>\$11 Billion**

Tax refunds processed annually

# Pathward Serves as a Hub of the BaaS Ecosystem



# Resilient Commercial Loan Portfolio...



## WORKING CAPITAL FINANCE

- Provides working capital for new or growing companies to meet short-term operational requirements
- Primarily variable rate loans with majority of floors at or above 6%
- Bank typically has dominion of funds
- Heavily collateral-managed
- Historically excels during economic downturns



## EQUIPMENT FINANCE

- Loan and lease financing to provide access to needed equipment
- Typically secured with mission-critical equipment
- Borrowers range from start-up companies to investment grade companies
- Primarily fixed rate loans and leases
- Flexibility to sell direct originations to secondary market



## STRUCTURED FINANCE

- Funding to small and midsize businesses and rural borrowers to fund growth, expansion, and restructuring
- SBA, USDA, and conventional loans with fixed or variable interest rates
- Debt refinance, leveraged acquisitions, and alternative energy project finance
- SBA and USDA guarantees can be sold on the secondary market

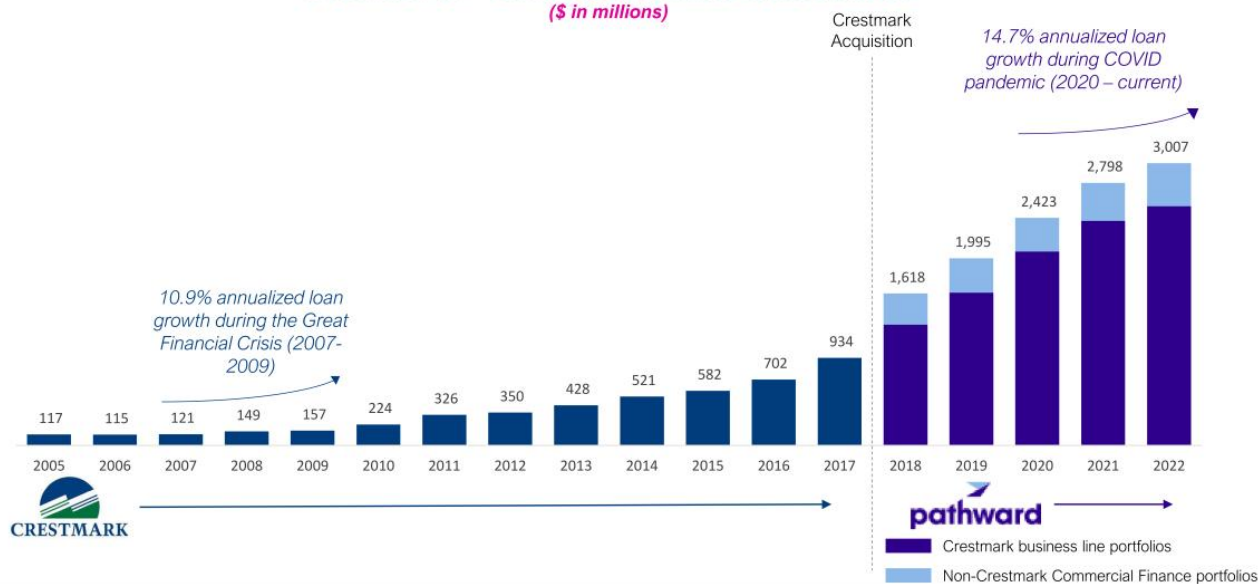


## INSURANCE PREMIUM FINANCE

- Short-term financing to facilitate the purchase of property, casualty, and liability insurance premiums
- Average term of 10 months
- Fixed rate loans
- Collateralized by insurance premiums
- Very low historical loss rate

# ...Produces Attractive Returns Throughout Economic Cycles

## December 31<sup>st</sup> Commercial Finance Loan Balances (\$ in millions)



# Well-Developed Risk Mitigation and Compliance Capabilities



# Appendix

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# Non-GAAP Reconciliation

## Adjusted Net Income and Adjusted Earnings Per Share

	Fiscal Year
(\$ in thousands, except per share data)	2022
<b>Net income - GAAP</b>	<b>156,386</b>
Less: Gain on sale of trademarks	50,000
Add: Rebranding Expenses	13,148
Add: Separation related expenses	5,109
Add: Income tax effect	8,936
Adjusted Net Income	133,579
Less: Allocation of earnings to participating securities <sup>1</sup>	2,191
Adjusted net income attributable to common shareholders	131,388
<b>Adjusted earnings per common share, diluted</b>	<b>\$4.49</b>
Average diluted shares	29,232,247

<sup>1</sup> Amounts presented are used in the two-class earnings per common share calculation.



# Pathward's Balance Sheet

- BaaS deposits fund Pathward's earning asset portfolio while delivering ample fee income
- Pathward's commitment to maintain the size of its balance sheet enables the return of capital to shareholders



# Definitions

## Industry Terms

### Banking-as-a-Service (BaaS):

Providing financial services and solutions to third parties to offer through their distribution channels.

### Push-to-debit:

The ability to move money directly to an end user. At Pathward, our push-to-debit capabilities are called "Faster Payments".

## Types of Payment Cards

### Debit Card:

A type of payment card typically tied to funds held in a deposit account.

### Credit Card:

A type of payment card typically attached to a line of credit that a user can make purchases against.

### Prepaid Card:

A type of payment card that holds a finite amount of funds and is not directly tied to a bank account or line of credit.

### Virtual Card:

A digital counterpart to a payment card, generated with a unique card number to settle a particular transaction by an authorized user. These are often used for one-time, business-to-business payments.

## Payment Players

### Acquiring Bank:

An acquiring bank provides merchant accounts that allow a business to accept card payments and works in conjunction with the acquirer processor. In some cases, the acquiring bank and acquirer processor are a single entity.

### Acquiring Processors:

Acquiring processors connect directly with merchants, the network and the acquiring bank, or via a payment gateway, to facilitate payment acceptance at the merchant. They provide the technical capabilities to create the system of record to communicate with authorization and settlement entities. In some cases, the acquiring bank and acquirer processor are a single entity.

### Issuing Bank:

The issuing bank enters a relationship with the cardholder, program manager, and enables cards on a given network. The issuing bank fills three primary roles in payment processing: it is a "network sponsor," which means it can issue cards on a given payments network; it is a holder of funds (for example, for gift cards, deposit accounts and other non-credit cards); and it is a "settlement point," managing a consumer's account and paying out to the merchant's account after a purchase.

### Issuing Processor:

Connects directly with the networks and issuing bank to provide the system of record, authorize transactions and communicate with settlement entities.

### Fintech:

Fintech refers to the integration of technology into offerings by financial services companies in order to improve use and delivery to consumers.

### Merchant:

A merchant simply refers to any business that accepts card-based payments either via a physical swipe (at the point-of-sale) or virtually online.

### Program Manager:

Businesses that manage various elements of a card program on behalf of the issuing bank. The Program Manager is responsible for defining the program, operating the program, and managing its profitability. The program manager typically is responsible for establishing relationships with processors, banks, payment networks, and distributors and for establishing account(s) at banks.

# Definitions, Continued

## Commercial Lending Terms

### Asset-Based Lending:

Asset-Based Lending (ABL) refers to business loans that are secured based on assets as collateral, generally accounts receivable, inventory, equipment or other balance sheet assets.

### Accounts Receivable:

Accounts Receivable (A/R) financing refers to financing based on the value of a company's accounts receivable (their invoices for goods or services) to another company. It is a subset of asset-based lending and is also known as factoring.

### Equipment Financing:

Equipment Financing refers to a loan used to purchase business equipment. The financing is provided through leases such as \$1 Buyout, Fair Market Value (FMV), or through term loans.

### Factoring:

Factoring refers to financing based on the purchase of a company's accounts receivables, their invoices for goods or services. It is a subset of asset-based lending and is also known as accounts receivable financing.

### Insurance Premium Finance:

Insurance Premium Finance refers to short-term collateralized financing to facilitate the purchases of property, casualty, and liability insurance premiums for the commercial market.

### Government Guaranteed Lending:

A government guaranteed loan is a loan guaranteed by a government agency and financed through a lending financial entity. Government guaranteed loans include SBA loans and USDA loans.

### SBA Loan:

An SBA loan refers to financing that is guaranteed by the Small Business Administration (SBA) and provided by a lending financial institution. SBA loans, such as an SBA 7(a) loan, may be easier for a small business to obtain because of the reduced risk for the lender. Lenders must meet sufficient requirements to be eligible as a lending entity.

### Term Loan:

A Term loan is a loan for a specific amount that has a specified interest rate and regular payment schedule to be repaid over a set period of time.

### USDA Loan:

A USDA loan refers to financing guaranteed by the U.S. Department of Agriculture (USDA) as part of the Rural Development program and provided by a lending financial institution. USDA business loans, such as the USDA Business & Industry (B & I) loan, may be easier for a business to obtain because of the reduced risk for the lender. Lenders must meet sufficient requirements to be eligible as a lending entity.

