

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 December 31, 2025

☐ 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 1-12709



Tompkins Financial Corporation

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation or organization)

16-1482357

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

118 E. Seneca Street, P.O. Box 460, Ithaca, NY

(Address of principal executive offices)

14851

(Zip Code)

Registrant's telephone number, including area code: **(888) 503-5753**

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (\$.10 Par Value Per Share)	TMP	NYSE American

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 Securities Act. Yes ☒ No ☐.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 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 (S232.405 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 nonaccelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "nonaccelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒ Accelerated Filer ☐ Nonaccelerated 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 the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

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

The aggregate market value of the registrant's common stock held by non-affiliates was \$875.3 million on June 30, 2025, based on the closing sales price of a share of the registrant's common stock, \$.10 par value (the "Common Stock"), as reported on the NYSE American, on such date.

The number of shares of the registrant's Common Stock outstanding as of February 20, 2026, was 14,418,025 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement relating to its 2026 Annual Meeting of stockholders, to be held on May 19, 2026, are incorporated by reference into Part III of this Form 10-K where indicated.

TOMPKINS FINANCIAL CORPORATION

**Annual Report on Form 10-K
For the Fiscal Year Ended December 31, 2025
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Glossary of Abbreviations and Acronyms

The acronyms and abbreviations identified below are used throughout this report, including the Notes to Consolidated Financial Statements. You may find it helpful to refer to this page as you read this report. All references in the glossary to laws are to those laws as amended from time to time.

Term	Definition
ACL	Allowance for credit losses
AFS	Available for sale
AMLA	Anti-Money Laundering Act of 2020
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
BHC Act	Bank Holding Company Act of 1956
BOLI	Bank owned life insurance
BSA	Bank Secrecy Act of 1970
CECL	Current Expected Credit Losses
CFPB	Consumer Financial Protection Bureau
CRA	Community Reinvestment Act
CRE	Commercial real estate
DIF	Deposit Insurance Fund
Dodd-Frank Act	Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010
ECL	Expected credit losses
ERISA	Employee Retirement Income Security Act of 1974
ESOP	Employee Stock Ownership Plan
Exchange Act	Securities Exchange Act of 1934
FASB	Financial Accounting Standards Board
FDIC	Federal Deposit Insurance Corporation
FHLB	Federal Home Loan Bank
FHLBNY	Federal Home Loan Bank of New York
FHLMC	Federal Home Loan Mortgage Corporation
Finance Agency	Federal Home Loan Finance Agency
FRB	Federal Reserve Board
GAAP	U.S. Generally Accepted Accounting Principles
GLBA	Gramm-Leach-Bliley Act of 1999
HTM	Held to maturity
LIHTC	Low income housing tax credit
NYSDFS	New York State Department of Financial Services
OREO	Other real estate owned
PCA	Prompt corrective action
PCD	Purchased with credit deterioration
PCI	Purchased credit impaired
Regulatory Relief Act	Economic Growth, Regulatory Relief, and Consumer Protection Act of 2018
ROU	Right-of-use
Sarbanes-Oxley	Sarbanes-Oxley Act of 2002
SBIC	Small business investment companies
SEC	Securities and Exchange Commission
Securities Act	Securities Act of 1933
SERP	Supplemental executive retirement plan
TDR	Troubled debt restructuring
Tompkins Insurance	Tompkins Insurance Agencies, Inc.
Tompkins or the Company	Tompkins Financial Corporation

PART I

Item 1. Business

The disclosures set forth in this Item 1. Business are qualified by the section captioned "Forward-Looking Statements" in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations of this Report and other cautionary statements set forth elsewhere in this Report.

General

Tompkins Financial Corporation ("Tompkins" or the "Company") is headquartered in Ithaca, New York and is registered as a Financial Holding Company with the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended. The Company is a locally-oriented, community-based financial services organization that offers a full array of products and services, including commercial and consumer banking, leasing, trust and investment management, financial planning and wealth management services. At December 31, 2025, the Company had one wholly-owned banking subsidiary, Tompkins Community Bank. Banking services consist primarily of attracting deposits from the areas served by Tompkins Community Bank's 54 banking offices (38 offices in New York and 16 offices in Pennsylvania), and using those deposits to originate a variety of commercial loans, agricultural loans, consumer loans, real estate loans, and leases in those same areas. Tompkins Community Bank provides a full array of trust and wealth management services under the Tompkins Financial Advisors brand, including investment management, trust and estate, financial and tax planning. The Company previously provided insurance services through its wholly-owned insurance subsidiary, Tompkins Insurance Agencies, Inc. ("TIA"), but on October 31, 2025, the Company sold all of the issued and outstanding shares of the capital stock of TIA, to Arthur J. Gallagher Risk Management Services, LLC ("Gallagher"). The Company's principal offices are located at 118 E. Seneca St., P.O. Box 460, Ithaca, New York, 14850, and its telephone number is (888) 503-5753. The Company's common stock is traded on the NYSE American under the symbol "TMP."

Tompkins was organized in 1995, under the laws of the State of New York, as a bank holding company for Tompkins Trust Company (the "Trust Company"), a commercial bank that has operated in Ithaca, New York and surrounding communities since 1836. In January 2021, Tompkins combined its four wholly-owned banking subsidiaries into one bank, with the Bank of Castile, Mahopac Bank, and VIST Bank merging with and into the Trust Company. Immediately following the merger, the Trust Company changed its name to Tompkins Community Bank.

The Tompkins strategy centers around its core values and a commitment to delivering long-term value to our clients, communities, and shareholders. A key strategic initiative for the Company is a focus on responsible and sustainable growth, including initiatives to grow organically through our current businesses, as well as through possible acquisitions of financial institutions, branches, and financial services businesses. As such, the Company has acquired, and from time to time considers acquiring, banks, thrift institutions, branch offices of banks or thrift institutions, or other businesses that would complement the Company's business or its geographic reach. The Company generally targets merger or acquisition partners that are culturally similar and have experienced management and possess either significant market presence or have potential for improved profitability through financial management, economies of scale and expanded services. The Company has pursued acquisition opportunities in the past, and continues to review new opportunities.

The Company also has defined strategic initiatives around digital delivery of services to meet the changing needs of client expectations, while maintaining our commitment to excellence in the delivery of personal service when self-serve options are unable to meet the needs of our clients. Our strategy includes a focus on building a scalable foundation based on a continuous improvement approach necessary for our long-term success. This foundation includes investments in automation, analytics and security to drive ongoing consistency, efficiency, and security in our operations. We also recognize the need to develop and acquire talent that is well prepared to succeed in our changing industry. Initiatives in this area include a focus on characteristics such as collaboration, innovation and agility.

Narrative Description of Business

The Company has identified two business segments, consisting of banking and wealth management. Prior to its sale of TIA on October 31, 2025, the Company also had an insurance segment.

Banking services consist primarily of attracting deposits from the areas served by the Company's banking subsidiary and using those deposits to originate a variety of commercial loans, agricultural loans, consumer loans, real estate loans, and leases in those same market areas. The Company's lending function is managed within the guidelines of a comprehensive Board of Directors-approved lending policy. Policies and procedures are reviewed on a regular basis. Reporting systems are in place to provide management with ongoing information related to loan production, loan quality, concentrations of credit, loan

delinquencies and nonperforming and potential problem loans. The Company has an independent third party loan review process that samples, reviews, and validates the risk identification and assessment made by the lenders and credit personnel. The results of these reviews are presented to the Board of Directors of the Company's banking subsidiary, and the bank's Credit Oversight Committee.

The Company's principal expenses are interest on deposits, interest on borrowings, and operating and general administrative expenses, as well as provisions for credit loss expenses. Funding sources other than deposits, include borrowings, securities sold under agreements to repurchase, and cash flow from lending and investing activities. The Company's principal source of revenue is interest income on loans and securities.

The Company maintains a portfolio of securities such as U.S. Treasury securities, obligations of U.S. government agencies and U.S. government sponsored entities, obligations of states and political subdivisions thereof, and equity securities. Management typically invests in securities with short to intermediate average lives in order to better match the interest rate sensitivities of its assets and liabilities. Investment decisions are made within policy guidelines established by the Company's Board of Directors. The investment policy is based on the asset/liability management goals of the Company, and is monitored by the Company's Asset/Liability Management Committee. The intent of the policy is to establish a portfolio of high quality diversified securities, which optimizes net interest income within safety and liquidity limits deemed acceptable by the Asset/Liability Management Committee.

Wealth management services consist of investment management, trust and estate, financial and tax planning as well as life, disability and long-term care insurance services. Wealth management services are provided under the trade name Tompkins Financial Advisors.

The Company operated its wholly-owned insurance subsidiary, TIA, from 2001 until its sale to Gallagher on October 31, 2025. TIA was a full-service insurance agency that offered services such as property and casualty insurance, employee benefit consulting, and life, long-term care and disability insurance. TIA's revenue and expenses are consolidated into the Company's financials through October 31, 2025.

Subsidiary Operations

Tompkins Community Bank

Tompkins Community Bank operates 54 branches, with 38 branches located in New York, and 16 located in Pennsylvania. Tompkins has operated in Ithaca, New York and surrounding communities since 1836. Tompkins Community Bank provides a full array of products and services, including commercial and consumer banking. Tompkins Community Bank also provides wealth management services, including investment management, trust and estate, financial and tax planning services, through the Tompkins Financial Advisors brand. As of December 31, 2025, Tompkins Community Bank had consolidated total assets of \$8.7 billion, consolidated total loans of \$6.4 billion, and consolidated total deposits of \$7.1 billion. A description of the markets served by Tompkins Community Bank is included below:

Tompkins Central New York ("CNY")

We operate 12 branches in our CNY market, with the largest market area being Tompkins County, which has a population of approximately 104,000. Education plays a significant role in the Tompkins County economy with Cornell University and Ithaca College being two of the county's major employers. Tompkins Community Bank has a full-service office in Cortland, New York and a full-service office in Auburn, New York. Both of these offices are located in counties contiguous to Tompkins County. Tompkins Community Bank also has two full-service branches in Fayetteville and Syracuse, New York, which are located in Onondaga County.

Tompkins Western New York ("WNY")

We operate 14 banking offices in our WNY market, in towns situated in and around the areas commonly known as the Genesee Valley region of New York State. The main business office for WNY is located in Batavia. Our WNY market is a six-county market, much of which is rural in nature, but which also includes Monroe County (population approximately 754,000), where the city of Rochester is located, and Erie County (population approximately 953,000), which includes the city of Buffalo. The population of the counties in our WNY market, excluding Monroe and Erie, is approximately 199,000.

Tompkins Hudson Valley New York ("HV")

We operate 12 banking offices in our HV market. The 12 banking offices include 4 full-service offices in Putnam County, 3 full-service offices in Dutchess County, and 5 full-service offices in Westchester County. Putnam County has a population of approximately 98,000 and is about 60 miles north of Manhattan. Dutchess County has a population of approximately 302,000, and Westchester County has a population of approximately 1.0 million.

Tompkins Pennsylvania ("PA")

We operate 16 banking offices in Pennsylvania, including one limited-service office. The 16 banking offices include 10 offices in Berks County, 3 offices in Montgomery County, 1 office in Philadelphia County, 1 office in Delaware County and 1 office in Schuylkill County. The population of the counties served by PA is Philadelphia: 1.6 million, Montgomery: 879,000, Delaware: 589,000, Berks: 443,000 and Schuylkill: 144,000. The main office is located in Wyomissing, Pennsylvania.

Competition

Competition for commercial banking and other financial services is strong in the Company's market areas. In one or more aspects of its business, Tompkins Community Bank competes with other commercial banks, savings and loan associations, credit unions, finance companies, internet-based financial services companies, mutual funds, brokerage and investment banking companies, and other financial intermediaries. Some of these competitors have substantially greater resources and lending capabilities and may offer services that the Company does not currently provide. The financial services industry continues to undergo rapid technological change with introductions of new technologies and services, including new ways that customers can make payments or manage their accounts, including through use of stablecoins and other forms of cryptocurrency, tokens, and other digital assets or alternative payment systems. The Company faces increasing competition from institutions not subject to the same the same extensive State and Federal regulations that govern financial holding companies and Federally-insured banks, including by financial technology companies, or 'fintechs,' which may offer bank-like products or services that compete directly with the Company's products and services.

Competition among financial institutions is primarily based upon interest rates offered on deposit accounts, interest rates charged on loans and other credit and service charges, the quality and scope of the services rendered, the convenience of facilities and services, and, in the case of loans to commercial borrowers, relative lending limits. Management believes that a community-based financial organization is better positioned to establish personalized financial relationships with both commercial customers and individual households. The Company's community commitment and involvement in its primary market areas, as well as its commitment to quality and personalized financial services, are factors that contribute to the Company's competitiveness. Management believes that Tompkins Community Bank can compete successfully in its primary market areas by making prudent lending decisions quickly and more efficiently than its competitors, without compromising asset quality or profitability. In addition, the Company focuses on providing unparalleled customer service, which includes offering a strong suite of products and services, including products that are accessible to our customers through digital channels.

Supervision and Regulation

Regulatory Agencies

As a registered financial holding company, the Company is regulated under the Bank Holding Company Act of 1956 as amended ("BHC Act"), and is subject to examination and comprehensive regulation by the Federal Reserve Board ("FRB"). The Company is also subject to the jurisdiction of the Securities and Exchange Commission ("SEC") and is subject to disclosure and regulatory requirements under the Securities Act of 1933, as amended (the "Securities Act"), and the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company's activities, or those of its subsidiary bank, Tompkins Community Bank, are also subject to regulation under the Federal Reserve Act, the Federal Deposit Insurance Act, the Dodd-Frank Act, the Truth-in-Lending Act (which governs disclosures of credit terms to consumer borrowers), the Truth-in-Savings Act, the Equal Credit Opportunity Act, the Fair Credit Reporting Act (which governs the manner in which consumer debts may be collected by collection agencies), the Home Mortgage Disclosure Act (which requires financial institutions to provide certain information about home mortgage and refinanced loans), the Servicemembers Civil Relief Act, Section 5 of the Federal Trade Commission Act (which prohibits unfair or deceptive acts and practices in or affecting commerce), the Real Estate Settlement Procedures Act, and the Electronic Funds Transfer Act, as well as other federal, state and local laws. The Company's common stock is traded on the NYSE American under the Symbol "TMP" and as a result the Company is subject to the rules of the NYSE American for listed companies.

Tompkins Community Bank is a state chartered bank and a non-member of the Federal Reserve System and is subject to examination and comprehensive regulation by various regulatory authorities, including the Federal Deposit Insurance Corporation ("FDIC"), and the New York State Department of Financial Services ("NYSDFS"). Each of these agencies issues regulations and requires the filing of reports describing the activities and financial condition of the entities under its jurisdiction. Likewise, such agencies conduct examinations on a recurring basis to evaluate the safety and soundness of the institutions, and to test compliance with various regulatory requirements, including: consumer protection, privacy, fair lending, the Community Reinvestment Act, the Bank Secrecy Act, sales of non-deposit investments, electronic data processing, and trust department activities.

Federal Home Loan Bank ("FHLB") System

The Federal Home Loan Banks (the "FHLBs") are a group of cooperatives that lending institutions use to finance housing and economic development in local communities. We are a member of the FHLB of New York ("FHLB NY"). FHLB members are required to maintain a minimum investment in capital stock of the applicable FHLB. The board of directors of the FHLB NY may increase the minimum investment requirements in the event it has concluded that additional capital is required to allow it to meet its own regulatory capital requirements. Any increase in the minimum investment requirements outside of specified ranges requires the approval of the Federal Housing Finance Agency. Because the extent of any obligation to increase our investment in the FHLB NY depends entirely upon the occurrence of a future event, the amount of any future investment in the capital stock of the FHLB NY is not determinable.

Regulatory Reform

Legislation, some of which may be extensive and comprehensive in nature, is introduced in Congress and New York's legislature from time to time. Such legislation may change applicable statutes and the operating environment in substantial and unpredictable ways. We cannot determine the ultimate effect that future legislation or implementing regulations would have upon our financial condition or upon our results of operations or the results of operations of any of our subsidiaries.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") by way of example, contains a comprehensive set of provisions designed to govern the practices and oversight of financial institutions and other participants in the financial markets. Although some provisions were modified by the Economic Growth, Regulatory Relief, and Consumer Protection Act of 2018, the Dodd-Frank Act made extensive changes in the regulation of financial institutions and their holding companies.

Debit-Card Interchange Fees

FRB regulations mandated by the Dodd-Frank Act limit interchange fees on debit cards to a maximum of 21 cents per transaction plus 5 basis points of the transaction amount. Issuers that, together with their affiliates, have less than \$10 billion in assets, such as the Company, are exempt from the debit card interchange fee standards. However, FRB regulations prohibit all card issuers, including Tompkins Community Bank, from restricting the number of networks over which electronic debit transactions may be processed to fewer than two unaffiliated networks, or inhibiting a merchant's ability to direct the routing of the electronic debit transaction over any network that the card issuer has enabled to process them.

Volcker Rule

The Dodd-Frank Act required the federal financial regulatory agencies to adopt rules that prohibit banks and their affiliates from engaging in proprietary trading and investing in certain covered funds. The statutory provision is commonly called the "Volcker Rule," and is not applicable to depository institutions and their holding companies whose total assets do not exceed \$10 billion. As of December 31, 2025, the Company's total assets on a consolidated basis were \$8.7 billion.

Federal Bank Holding Company ("BHC") Regulation

We are a bank holding company subject to regulation under the BHC Act and the examination and reporting requirements of the FRB. In general, the BHC Act limits the business of bank holding companies to banking, managing or controlling banks, and other activities that the FRB has determined to be closely related to banking. In addition, we have elected to be treated as a financial holding company under the BHC Act and therefore 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 FRB in consultation with the Secretary of the Treasury) or (ii) complementary to a financial activity and does not pose a substantial risk to the safety and soundness of depository institutions or the financial system generally (as solely determined by the FRB), without prior approval of the FRB.

If a bank holding company elects to be treated as a financial holding company, as we have, (i) the bank holding company and all of its depository institution subsidiaries must be "well-capitalized" and "well-managed," as defined in the FRB's Regulation Y and (ii) the bank holding company must file a declaration with the FRB that it elects to be a "financial holding company," which we have done. A depository institution subsidiary is considered to be "well-capitalized" if it satisfies the requirements for this status discussed in the section captioned "Capital Adequacy and Prompt Corrective Action," below. A depository institution subsidiary is considered "well-managed" if it received a composite rating and management rating of at least "satisfactory" in its most recent examination. A financial holding company's status will also depend upon it maintaining its status as "well-capitalized" and "well-managed" under applicable FRB regulations. If a financial holding company ceases to meet these capital and management requirements, the FRB's regulations provide that the financial holding company must enter into an agreement with the FRB to comply with all applicable capital and management requirements. Until the financial holding company returns to compliance, the FRB may impose limitations or conditions on the conduct of its activities, and the company may not commence any of the broader financial activities permissible for financial holding companies or acquire a company engaged in such financial activities without prior approval of the FRB. If the company does not return to compliance within 180 days, the

FRB may require divestiture of the holding company's depository institutions. Bank holding companies and banks must also be "well-capitalized" and "well-managed" in order to acquire banks located outside their home state.

In order for a financial holding company to commence any new activity permitted by the BHC Act or to acquire a company engaged in any new activity permitted by the BHC Act, each insured depository institution subsidiary of the financial holding company must have received a rating of at least "satisfactory" in its most recent examination under the Community Reinvestment Act ("CRA"). See the section captioned "Community Reinvestment Act", below.

The FRB has the power to order any bank holding company or its subsidiaries to terminate any activity or to terminate its ownership or control of any subsidiary when the FRB has reasonable grounds to believe that continuation of such activity or such ownership or control constitutes a serious risk to the financial soundness, safety or stability of any bank subsidiary of the bank holding company.

Share Repurchases and Dividends

The ability of the Company to pay dividends on or to repurchase its common stock, and the ability of Tompkins Community Bank to pay dividends to the Company, may be restricted due to several factors including: (a) applicable federal and state banking codes, (b) covenants contained in our borrowing agreements (as applicable), and (c) the regulatory authority of the FRB, the FDIC, and the NYSDFS. Our ability to pay dividends to our stockholders or to repurchase shares of our common stock is also subject to restrictions set forth in the New York Business Corporation Law.

Notification to the FRB is required prior to our declaring and paying a cash dividend to our stockholders during any period in which our quarterly and/or cumulative twelve month net earnings are insufficient to fund the dividend amount, among other requirements. Under such circumstances, we may not pay a dividend should the FRB object until such time as we receive approval from the FRB or no longer need to provide notice under applicable regulations. In addition, prior approval of the FRB may be required in certain circumstances prior to our repurchasing shares of our common stock.

In connection with any decision regarding dividends and share repurchase programs, our Board will take into account general business conditions, our financial results, projected cash flows, capital requirements, contractual, legal and regulatory restrictions on the payment of dividends by Tompkins Community Bank to the Company, and such other factors as deemed relevant. We can provide no assurance that we will continue to declare dividends on a quarterly basis, or otherwise, or to repurchase shares of our common stock. The declaration of dividends by the Company is subject to the discretion of our Board.

The Company's primary source of liquidity is the receipt of cash dividends from Tompkins Community Bank. Various statutes and regulations limit the availability of cash dividends from Tompkins Community Bank and the dividends paid by Tompkins Community Bank are regulated by the NYSDFS and the FDIC under their general supervisory authority as it relates to a bank's capital requirements. Tompkins Community Bank may declare a dividend without the approval of the NYSDFS and FDIC as long as the total dividends declared in a calendar year do not exceed its net income for the current fiscal year, plus the retained net income for the prior two fiscal years.

Transactions with Affiliates and Other Related Parties

Transactions between Tompkins Community Bank and its affiliates are regulated under federal banking law. Subject to certain exceptions set forth in the Federal Reserve Act and its implementing regulations, found in FRB Regulation W, a bank may enter into "covered transactions" with its affiliates if the aggregate amount of the covered transactions with any single affiliate does not exceed 10 percent of the bank's capital stock and surplus or 20 percent of the bank's capital stock and surplus for covered transactions with all affiliates. Covered transactions include, among other things, extension of credit, the investment in securities, the purchase of assets, the acceptance of collateral or the issuance of a guaranty. The Dodd-Frank Act significantly expanded the coverage and scope of the limitations on affiliate transactions within a banking organization. Additionally, most transactions that a bank engages in with an affiliate, including where an affiliate performs a service for the bank, must be on similar terms and conditions as the bank would agree to with a non-affiliate.

Tompkins Community Bank's authority to extend credit to its directors, executive officers and 10% shareholders (collectively, "Reg O Insiders"), as well as to entities controlled by such persons, is governed by the requirements of Sections 22(g) and 22(h) of the Federal Reserve Act and Regulation O as promulgated by the FRB. Among other things, these provisions require that extensions of credit to Reg O Insiders (i) be made on terms that are substantially the same as, and follow credit underwriting procedures that are not less stringent than, those prevailing for comparable transactions with persons or entities that are not Reg O Insiders (or their related parties), and that do not involve more than the normal risk of repayment or present other unfavorable features; and (ii) not exceed certain limitations on the amount of credit extended to such persons, individually and in the aggregate, which limits are based, in part, on the amount of the bank's capital. In addition, extensions of credit in excess of certain limits must be approved by the bank's board of directors. Additional restrictions apply to extensions of credit to

executive officers of Tompkins Community Bank. A similar scope of restrictions on insider transactions is required by Title 3, Part 11 of NYSDFS Banking regulations.

Mergers and Acquisitions

The BHC Act, the Bank Merger Act, the Change in Bank Control Act and other federal and state statutes regulate acquisitions of interests in commercial banks. The BHC Act requires the prior approval of the FRB for the direct or indirect acquisition by a bank holding company of more than 5.0% of the voting shares of a commercial bank or its parent holding company and for a person, other than a bank holding company, to acquire 25% or more of any class of voting securities of a bank or bank holding company. Under the Bank Merger Act, the prior approval of the appropriate bank regulatory agencies is required for a member bank to merge with another bank or purchase the assets or assume the deposits of another bank. In reviewing applications seeking approval of merger and acquisition transactions, the bank regulatory authorities will consider, among other things, the competitive effect and public benefits of the transactions, the capital position of the combined organization, the risks to the stability of the U.S. banking or financial system, the applicant's performance record under the CRA (see the section captioned "Community Reinvestment Act", below) and fair housing laws and the effectiveness of the subject organizations in combating money laundering activities.

Source of Strength Doctrine

The Dodd-Frank Act requires bank holding companies to act as a source of financial and managerial strength to their subsidiary banks. Under this requirement, Tompkins is expected to commit resources to support Tompkins Community Bank, including at times when it may not be advantageous for Tompkins to do so. Any capital loans by a bank holding company to a subsidiary bank are subordinated in right of payment to deposits and to certain other indebtedness of such subsidiary bank. In the event of a bank holding company's bankruptcy, any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank will be assumed by the bankruptcy trustee and entitled to priority of payment.

Capital Adequacy and Prompt Corrective Action

Bank holding companies and banks are subject to various regulatory capital requirements administered by state and federal agencies. These agencies may establish higher minimum requirements if, for example, a banking organization previously has received special attention or has a high susceptibility to interest rate risk. Risk-based capital requirements determine the adequacy of capital based on the risk inherent in various classes of assets and off-balance sheet items. Under the Dodd-Frank Act, the Federal Reserve must apply consolidated capital requirements to depository institution holding companies that are no less stringent than those currently applied to depository institutions. The Dodd-Frank Act additionally requires capital requirements to be counter-cyclical so that the required amount of capital increases in times of economic expansion and decreases in times of economic contraction, consistent with safety and soundness.

Under federal regulations, bank holding companies and banks must meet certain risk-based capital requirements, commonly known as "Basel III". The Basel III capital framework, among other things, (i) includes the capital measure, "Common Equity Tier 1" ("CET1"), (ii) specifies that Tier 1 capital consists of CET1 and "Additional Tier 1 capital" instruments meeting specified requirements, (iii) defines CET1 narrowly by requiring that most adjustments to regulatory capital measures be made to CET1 and not to the other components of capital and (iv) expands the scope of the adjustments as compared to existing regulations. Financial institutions are also required to maintain a minimum "capital conservation buffer" to avoid restrictions on capital distributions such as dividends and equity repurchases and other payments such as discretionary bonuses to executive officers.

The Basel III capital rules require Tompkins to maintain minimum capital ratios, which include an additional capital conservation buffer of 2.5%, as follows: (i) a minimum ratio of CET1 to risk-weighted assets of 7.0%, (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of 8.5%, (iii) a minimum ratio of Total capital (that is, Tier 1 plus Tier 2) to risk-weighted assets of 10.5%, and (iv) a minimum leverage ratio of 4.0%, calculated as the ratio of Tier 1 capital to average assets. Banking institutions that fail to meet the effective minimum ratios once the capital conservation buffer is taken into account, as detailed above, will be subject to constraints on capital distributions, including dividends and share repurchases, and certain discretionary executive compensation. The severity of the constraints depends on the amount of the shortfall and the institution's "eligible retained income" (that is, the greater of (i) net income for the preceding four quarters, net of distributions and associated tax effects not reflected in net income and (ii) average net income over the preceding four quarters).

The Federal Deposit Insurance Act ("FDIA") requires federal banking agencies to take "prompt corrective action" ("PCA") should an insured depository institution fail to meet certain capital adequacy standards. If an insured depository institution is classified in one of the undercapitalized categories, it is required to submit a capital restoration plan to the appropriate federal banking agency and the holding company must guarantee the performance of that plan. Based upon its capital levels, a bank that is classified as well-capitalized, adequately capitalized or undercapitalized, may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an

unsafe or unsound condition or an unsafe or unsound practice, warrants such treatment. A depository institution is deemed to be "well-capitalized" if the institution has a total risk-based capital ratio of 10.0% or greater, a CET1 ratio of 6.5% or greater, a Tier 1 risk-based capital ratio of 8.0% or greater, and a leverage ratio of 5.0% or greater, and the institution is not subject to an order, written agreement, capital directive or prompt corrective action directive to meet and maintain a specific level for any capital measure.

For further information concerning the regulatory capital requirements, actual capital amounts and the ratios of Tompkins and Tompkins Community Bank, see the discussion in "Note 20 - Regulations and Supervision" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K.

Deposit Insurance

Substantially all of Tompkins Community Bank's deposits are insured up to applicable limits by the Deposit Insurance Fund ("DIF") of the FDIC and are subject to deposit insurance assessments to maintain the DIF. The maximum amount of deposit insurance is \$250,000 per deposit category, per depositor, per institution.

The FDIA requires the FDIC's board of directors to manage the DIF and to designate a reserve ratio for the DIF. The Dodd-Frank Act established a minimum DIF reserve ratio of 1.35%. If the reserve ratio falls below 1.35% or is expected to within 6 months, the FDIC generally must adopt a restoration plan to restore the DIF reserve ratio to at least 1.35% within 8 years. Because the reserve ratio fell below 1.35% in 2020, the FDIC established a restoration plan to restore the reserve ratio to 1.35% by September 30, 2028. In October 2023, the FDIC amended the restoration plan to increase the initial base deposit insurance assessment rate schedules uniformly by 2 basis points, effective in the first quarterly assessment period of 2023, in order to increase the likelihood of meeting the statutory reserve ratio by the statutory deadline.

Tompkins Community Bank pays deposit insurance premiums to the FDIC based on risk-based assessment rates established by the FDIC. Deposit insurance premiums are based on assets. The FDIC calculates deposit insurance assessment rates for established small banks, generally those banks with less than \$10 billion of assets that have been insured for at least five years, using the CAMELS rating system and other factors. The CAMELS rating system is a supervisory rating system designed to take into account and reflect all financial and operational risks that a bank may face, including capital adequacy, asset quality, management capability, earnings, liquidity and sensitivity to market risk. To determine a bank's assessment rate, each of seven financial ratios and a weighted average of CAMELS component ratings are multiplied by a corresponding pricing multiplier. The sum of these products is added to a uniform amount, with the resulting sum being an institution's initial base assessment rate (subject to minimum or maximum assessment rates based on a bank's CAMELS composite rating). This method takes into account various measures, including an institution's leverage ratio, brokered deposit ratio, one year asset growth, the ratio of net income before taxes to total assets, and considerations related to asset quality.

FDIC insurance expense totaled \$5.8 million, \$5.7 million, and \$4.3 million in 2025, 2024 and 2023, respectively.

Under the FDIA, the FDIC may terminate deposit insurance upon a finding that the institution has engaged in unsafe and 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.

Depositor Preference

The FDIA provides that, in the event of the "liquidation or other resolution" of an insured depository institution, such as Tompkins Community Bank, the claims of depositors of the institution, including the claims of the FDIC, as subrogee of the insured depositors, and certain claims for administrative expenses of the FDIC as receiver, will have priority over other general unsecured claims against the institution. If an insured depository institution fails, insured and uninsured depositors, along with the FDIC, will have priority in payment ahead of unsecured, non-deposit creditors, including the parent bank holding company, with respect to any extensions of credit they have made to such insured depository institutions, as well as the shareholders of the parent bank holding company, who are unlikely to recover in the event a bank holding company's sole bank subsidiary fails.

Community Reinvestment Act ("CRA")

The CRA and the regulations issued thereunder are intended to encourage banks to help meet the credit needs of their entire service area, including low- and moderate-income neighborhoods, consistent with the safe and sound operations of such banks. These regulations also provide for regulatory assessment of a bank's record in meeting the needs of its service area when considering applications to establish branches, merger applications and applications to acquire the assets and assume the liabilities of another bank. As of December 31, 2025, the Company's subsidiary bank had a CRA rating of satisfactory.

In 2023, the FRB, FDIC, and OCC jointly issued final rules revising their regulations implementing the CRA, but that final rule never took effect due to a preliminary injunction staying its implementation. In 2025, those agencies jointly issued a proposal to

rescind the 2023 final rule and reinstate the prior CRA regulations that were originally adopted by the agencies in 1995, with certain technical amendments.

Federal Securities Laws

The common stock of the Company is registered with the SEC under the Exchange Act. Therefore, the Company is subject to the reporting, information disclosure, proxy solicitation and other requirements imposed on public companies by the SEC under the Exchange Act. Additionally, Company insiders are subject to securities trading limitations and are required to file insider ownership reports with the SEC. The SEC and NYSE American have adopted regulations under the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley") and the Dodd-Frank Act that apply to the Company as an exchange-traded public company, which seek to improve corporate governance, accounting, and reporting requirements, provide enhanced penalties for financial reporting improprieties and improve the reliability of disclosures in SEC filings. For example, the Sarbanes-Oxley requirements include: (1) requirements for audit committees, including independence and financial expertise; (2) certification of financial statements by the chief executive officer and chief financial officer of reporting companies; (3) standards for auditors and regulation of audits; (4) disclosure and reporting requirements for reporting companies and their directors and executive officers; and (5) a range of civil and criminal penalties for fraud and other violations of securities laws.

Anti-Money Laundering and the USA Patriot Act

The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 ("USA PATRIOT Act"), the Bank Secrecy Act of 1970 ("BSA"), the Money Laundering Control Act of 1986, and other federal laws, collectively impose obligations on all financial institutions, including the Company, to implement policies, procedures and controls which are reasonably designed to detect and report instances of money laundering and the financing of terrorism. The bank regulatory agencies have increased the regulatory scrutiny of the BSA and anti-money laundering programs maintained by financial institutions. Failure of a financial institution to maintain and implement adequate programs to combat money laundering and terrorist financing, or to comply with all of the relevant laws or regulations, could have serious legal and reputational consequences for the institution, including causing applicable bank regulatory authorities not to approve merger or acquisition transactions when regulatory approval is required or to prohibit such transactions even if approval is not required.

The Anti-Money Laundering Act of 2020 ("AMLA"), which amends the BSA, was enacted in January 2021. The AMLA is intended to be a comprehensive reform and modernization to U.S. bank secrecy and anti-money laundering laws. Among other things, it codifies a risk-based approach to anti-money laundering compliance for financial institutions; requires the development of standards for evaluating technology and internal processes for BSA compliance; and expands enforcement- and investigation-related authority, including increasing available sanctions for certain BSA violations and instituting BSA whistleblower incentives and protections.

Financial Privacy

The Gramm-Leach-Bliley Act of 1999 ("GLBA") requires that financial institutions implement comprehensive written information security programs that include administrative, technical and physical safeguards designed to protect consumer information. Under the GLBA, federal banking regulators adopted rules that limit the ability of banks and other financial institutions to disclose non-public information about consumers to non-affiliated third parties. These limitations require disclosure of privacy policies and certain security breaches to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to a non-affiliated third party. These provisions affect, among other things, how consumer information is transmitted through diversified financial companies and conveyed to outside vendors.

Office of Foreign Assets Control Regulation

The United States has imposed economic sanctions that affect transactions with designated foreign countries, designated nationals and others. These are known as the "OFAC" rules based on their administration by the U.S. Treasury Department Office of Foreign Assets Control ("OFAC"). The OFAC-administered sanctions targeting designated countries take many different forms. Generally, however, they contain one or more of the following elements: (i) restrictions on trade with or investment in a sanctioned country, including prohibitions against direct or indirect imports from and exports to a sanctioned country and prohibitions on "U.S. persons" engaging in financial transactions relating to making investments in, or providing investment-related advice or assistance to, a sanctioned country; and (ii) a blocking of assets in which the government or specially designated nationals of the sanctioned country have an interest, by prohibiting transfers of property subject to a U.S. jurisdiction (including property in the possession or control of U.S. persons). These sanctions that are applicable to countries and individuals also are imposed against some non-governmental organizations, associations, or other criminal networks. Blocked assets (e.g., property and bank deposits) cannot be paid out, withdrawn, set off or transferred in any manner without a license from OFAC. Failure to comply with these sanctions could have serious legal, strategic and reputational consequences, and result in civil money penalties against the Company and Tompkins Community Bank.

Consumer Protection Laws

In connection with its lending and leasing activities, Tompkins Community Bank is subject to a number of federal and state laws designed to protect borrowers and promote lending. These consumer financial laws include the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Fair and Accurate Credit Transaction Act, Electronic Funds Transfer Act, the Expedited Funds Availability Act, the Truth in Lending Act, the Truth in Savings Act, the Home Mortgage Disclosure Act, and the Real Estate Settlement Procedures Act, and similar laws at the state level. Tompkins Community Bank's failure to comply with any of the consumer protection laws could result in civil actions, regulatory enforcement action by the federal banking agencies and the U.S. Department of Justice.

The Dodd-Frank Act established the Consumer Financial Protection Bureau ("CFPB") to supervise and enforce consumer protection laws. The CFPB has rule-making authority for a wide range of consumer protection laws that apply to all banks and savings institutions, including the authority to prohibit "unfair, deceptive or abusive" acts and practices. The CFPB has examination and enforcement authority over all banks and savings institutions with more than \$10 billion in assets. Tompkins Community Bank is required to comply with the rules of the CFPB; however, these rules are generally enforced by our primary regulator, the FDIC.

Cybersecurity

The Company is subject to data security standards and privacy and data breach notice requirements as established by federal and state regulators. See Item 1C. Cybersecurity for a discussion of the Company's cybersecurity risk assessment and management processes and strategies and related governance matters, and Item 1A. Risk Factors for a discussion of risks faced by the Company related to cybersecurity.

Incentive Compensation

The Dodd-Frank Act required the federal bank regulatory agencies and the SEC to establish joint regulations or guidelines prohibiting incentive-based payment arrangements at specified regulated entities, such as the Company, having at least \$1 billion in total assets that encourage inappropriate risks by providing an executive officer, employee, director or principal shareholder with excessive compensation, fees, or benefits or that could lead to material financial loss to the entity. In addition, these regulators must establish regulations or guidelines requiring enhanced disclosure to regulators of incentive-based compensation arrangements. The agencies proposed such regulations in 2016, and in May 2024 repropose the text of the 2016 proposed regulations. If these or other regulations are adopted in a form similar to that initially proposed, they will impose limitations on the manner in which the Company may structure compensation for its executives. Given the uncertainty at this time whether or when a final rule will be adopted, management cannot determine the potential impact on the Company.

Additionally, the FRB, OCC and FDIC have issued comprehensive final guidance on incentive compensation policies intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The guidance, which covers all employees that have the ability to materially affect the risk profile of an organization, either individually or as part of a group, is based upon the key principles that a banking organization's incentive compensation arrangements should (i) provide incentives that do not encourage risk-taking beyond the organization's ability to effectively identify and manage risks, (ii) be compatible with effective internal controls and risk management, and (iii) be supported by strong corporate governance, including active and effective oversight by the organization's board of directors. Management believes the current and past compensation practices of the Company do not encourage excessive risk taking or undermine the safety and soundness of the organization.

The FRB reviews, as part of its regular, risk-focused examination process, the incentive compensation arrangements of banking organizations, such as the Company, that are not "large, complex banking organizations." The findings of the supervisory initiatives are included in reports of examination and deficiencies can lead to limitations on the Company's abilities and even enforcement actions.

The Company is also subject to the NYSDFS' "Guidance on Incentive Compensation Arrangements," applicable to all New York state regulated banks (including Tompkins Community Bank), which provides that incentive compensation may not be tied to employee performance indicators unless the bank has effective risk management, oversight and control systems in place.

In October 2023, the NYSE American LLC implemented listing standards consistent with a final rule of the SEC implementing the Dodd-Frank Act that require listed companies to adopt policies mandating the recovery or "clawback" of incentive-based executive compensation in connection with accounting restatements due to material noncompliance with federal securities laws. The Company has adopted a clawback policy that is intended to comply with the NYSE American listing standards. The Company's rights under this policy to recover excess incentive compensation are in addition to any other remedies available to the Company under applicable law, policy or agreement, including without limitation the rights described under Section 304 of Sarbanes-Oxley.

We believe the Company is compliant with all applicable state and federal regulations regarding incentive compensation.

Other Governmental Initiatives

From time to time, legislative and regulatory initiatives are introduced in Congress and state legislatures, as well as by regulatory authorities. These initiatives may include proposals to expand or contract the powers of bank holding companies and depository institutions, proposals to change the financial institution regulatory environment, or proposals that affect public companies generally. Such legislation could change banking laws and the operating environment of Tompkins in substantial, but unpredictable, ways. We cannot predict whether any such legislation will be enacted, and, if enacted, the effect that it, or any implementing regulations, would have on our financial condition or results of operations.

Employees and Human Capital

Tompkins' culture is underpinned by its core values, including a commitment to our employees. As of December 31, 2025, the Company had 870 employees, which included 813 full-time employees and 57 part-time and temporary employees. No employees are covered by a collective bargaining agreement, and the Company believes its employee relations are excellent.

The Company's demand for qualified candidates at all levels of its organization grows as the Company's business grows. In 2025, the Company's centralized talent acquisition team reported challenges in recruiting qualified talent in our commercial and wealth management sales positions due to competition for a limited number of experienced individuals. The Company is also mindful of macroeconomic factors impacting the financial services industry, such as inflation and continued low unemployment in all four of its market areas, and it routinely undertakes a salary and benefit review to confirm that its total compensation is aligned with the market.

A key component of the Company's recruitment and retention strategy is to offer employees at all levels the opportunity to participate in the Company's success. The Company maintains a robust profit-sharing plan for all employees who meet minimum service requirements. As of December 31, 2025, 82% of all eligible employees received a profit-sharing contribution during 2025. The Company also offers incentive and/or equity compensation plans or programs to employees at many levels of the Company and, as of December 31, 2025, 52% of all eligible employees had an opportunity to earn supplemental compensation reflective of their position and overall contributions towards the Company's strategic objectives. Another important tool in the Company's recruiting and retention strategy is the availability of a remote or hybrid scheduling option for the majority of team members. As of the date of this report, just under half (46%) of the Company's employees have taken advantage of this opportunity.

The Company continues to broaden the scope of its talent development initiatives across its geographically diverse footprint in order to sustain a value-driven and growth-oriented environment where employees can perform at their peak and the next generation of leaders are prepared to lead. The Company offers an array of programs including continuing education dedicated to strengthening employee engagement, personal accountability, productivity, and emotional well-being, including customized programs, growth-focused coaching sessions, career-path roadmaps, curated learning resources and tuition assistance. The Company provides a blend of in-person and virtual learning environments to ensure opportunities are available to all team members across its footprint. The Company also has a robust talent review and succession process. Significant time is spent at the Senior Leadership and Management level identifying and providing development for potential successors.

The Company strives to promote a culture where all people feel welcome to be our customers, employees, directors, and shareholders. The Company supports initiatives and events that recognize and engage our employees, and strengthen our employees' sense of belonging within our organization. These initiatives include educational opportunities, participation in community and cultural events, and sponsorship of local community alliance teams of employees in each of the Company's markets. These local community alliance teams support our external service efforts through their focus on providing education and volunteering opportunities that meet the needs of their communities.

Available Information

The Company maintains a website at www.tompkinsfinancial.com. The Company makes available free of charge through its website its Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, its proxy statements related to its shareholders' meetings, and amendments to these reports or statements, filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after the Company electronically files such material with, or furnishes such material to, the SEC. Copies of these reports are also available at no charge to any person who requests them, with such requests directed to Tompkins Financial Corporation, Investor Relations Department, P.O. Box 460, Ithaca, New York 14851, telephone no. (888) 503-5753. The SEC maintains an Internet website that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC, including material filed by the Company, at www.sec.gov. The information contained on the Company's website is provided for the information of the reader and the website address noted above is not intended to be an active link. The Company is not including the information

contained on the Company's website as a part of, or incorporating it by reference into, this Annual Report on Form 10-K, or into any other report filed with or furnished to the SEC by the Company.

Item 1A. Risk Factors

The Company's success depends on management's ability to identify and manage the risks inherent in its financial services business. These risks include credit risk, market risk, liquidity risk, operational risk, regulatory, compliance and legal risk, and strategic risk. We list below the material risks we face. Any of these risks could result in a material adverse impact on the Company's business, operating results, financial condition, liquidity, and cash flow, or may cause the Company's results to vary materially from recent results, or from the results implied by any forward-looking statements made by the Company.

Credit Risk

The Company is subject to increased business risk because the Company has a significant concentration of commercial real estate and commercial business loans, repayment of which is often dependent on the cash flows of the borrower.

The Company offers different types of commercial loans to a variety of businesses, and we believe commercial loans will continue to comprise a significant concentration of our loan portfolio in 2026 and beyond. Real estate lending is generally considered to be collateral-based lending with loan amounts based on predetermined loan-to-collateral values. As such, declines in real estate valuations in the Company's market area would lower the value of the collateral securing these loans. Additionally, the Company has experienced, and expects to continue experiencing, increased competition in commercial real estate lending. This increased competition may inhibit the Company's ability to generate additional commercial real estate loans or maintain its current inventory of commercial real estate loans. The Company's commercial business loans are made based primarily on the cash flow and creditworthiness of the borrower and secondarily on the underlying collateral provided by the borrower, with liquidation of the underlying real estate collateral being viewed as the primary source of repayment in the event of borrower default. The borrowers' cash flow may be difficult to predict, and collateral securing these loans may fluctuate in value. Although commercial business loans are often collateralized by equipment, inventory, accounts receivable, or other business assets, the liquidation of collateral in the event of default is often an insufficient source of repayment. As of December 31, 2025, commercial and commercial real estate loans totaled \$4.8 billion or 73.9% of the Company's total loans.

The Company's agricultural loans are often dependent upon the health of the agricultural industry in the location of the borrower, and the ability of the borrower to repay may be affected by many factors outside of the borrower's control.

As part of the Company's commercial business lending activities, the Company originates agricultural loans, consisting of agricultural real estate loans and agricultural operating loans. As of December 31, 2025, \$348.8 million or 5.4% of the Company's total loan portfolio consisted of agriculturally-related loans, including \$234.3 million in agricultural real estate loans and \$114.5 million in agricultural operating loans. Payments on agricultural loans are dependent on the profitable operation or management of the related farm property. The success of the farm may be affected by many factors outside the control of the borrower, including adverse weather conditions that prevent the planting of a crop or limit crop yields (such as wind, hail, drought and floods), loss of livestock due to disease or other factors, declines in market prices for agricultural products and the impact of governmental regulations and subsidies (including changes in price supports and environmental regulations). Many farms are dependent upon a limited number of key individuals whose injury or death may significantly affect the successful operation of the farm. If the cash flow from a farming operation is diminished, the borrower's ability to repay the loan may be impaired. While agricultural operating loans are generally secured by a blanket lien on the farm's operating assets, any repossessed collateral in respect of a defaulted loan may not provide an adequate source of repayment of the outstanding balance.

Additionally, the profitable operation or management of the related farm properties, and the value thereof, is impacted by changes in U.S. government trade policies. Tariffs, retaliatory tariffs or other trade restrictions on products and materials that farm properties related to our agriculturally-related loans import or export could cause the costs of such farm operations and management to increase, the price of products from such farm operations to increase, demand for such products to decrease and the margins on such products to decrease. Such potential adverse effects on farm property operations and management could reduce the related farm properties' revenues, financial results and ability to service debt, which, in turn, could adversely affect our financial condition and results of operations. In addition, to the extent changes in the political environment related to the agriculture industry have a negative impact on our customers or on the markets in which we operate, our business, results of operations and financial condition could be materially and adversely impacted in the future.

The Company could be subject to environmental risks and associated costs on real estate properties that are owned by the Company, collateralize the Company's loans or to which the Company obtains title.

The Company owns various properties used in the operation of its business. In addition, from time to time, the Company forecloses on properties and either becomes involved in, or may be deemed to be participating in, the management of its borrowers' properties. The Company could be subject to environmental liabilities imposed by applicable federal and state laws with respect to any of these properties. For example, we may be held liable to a government entity or to third parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination, or may be required to clean up hazardous or toxic substances, or chemical releases, at a property, or may be subject to common law claims by third parties for damages and costs resulting from environmental contamination emanating from the property. Additionally, a significant portion of our loan portfolio at December 31, 2025 was secured by real estate and, if the real estate securing our assets is subject to environmental liability, our collateral position may be substantially weakened. Any such environmental liabilities imposed on the Company could have a material adverse impact on the Company's financial condition or results of operations.

Market Risk

The Company's business and financial performance are impacted significantly by market interest rates and movements in those rates. The monetary, tax and other policies of governmental agencies, including the Federal Reserve, have a significant impact on interest rates and overall financial market performance over which the Company has no control and which the Company may not be able to anticipate adequately.

As a result of the high percentage of the Company's assets and liabilities that are in the form of interest-bearing or interest-related instruments, changes in interest rates, in the shape of the yield curve or in spreads between different market interest rates, can have a material effect on the Company's business and profitability and the value of the Company's assets and liabilities. For example, changes in interest rates or interest rate spreads have in the past and may in the future:

- affect the difference between the interest that the Company earns on assets and the interest that the Company pays on liabilities, which impacts the Company's overall net interest income and profitability;
- adversely affect the ability of borrowers to meet obligations under variable or adjustable rate loans and other debt instruments, which in turn, affects the Company's loss rates on those assets;
- decrease the demand for interest rate-based products and services, including loans and deposits; and
- affect prepayment rates on the Company's loans and securities, which could adversely affect the Company's earnings, financial condition and cash flow.

The monetary, tax and other policies of the Federal government and its agencies, including the Federal Reserve, have a significant impact on interest rates and overall financial market performance. These governmental policies can thus affect the activities and results of operations of banking organizations such as the Company. An important function of the Federal Reserve is to regulate the national supply of bank credit and certain interest rates. The actions of the Federal Reserve influence the rates of interest that the Company charges on loans and that the Company pays on borrowings and interest-bearing deposits and can also affect the value of the Company's on-balance sheet and off-balance sheet financial instruments. Also, due to the impact on rates for short-term funding, the Federal Reserve's policies influence, to a significant extent, the Company's cost of such funding. The Company cannot predict the nature or timing of future changes in monetary, tax and other policies or the effect that they may have on the Company's business activities, financial condition and results of operations.

For information about how the Company manages its interest rate risk, refer to Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" of this Report.

Adverse developments affecting the banking industry have in the past negatively impacted, and may in the future negatively impact, the Company's results of operations and/or stock price.

The bank failures that occurred in 2023 caused decreased confidence in the banking system and led to market price volatility throughout the financial services industry. Future adverse events affecting the financial services industry could again generate market volatility among publicly traded bank holding companies. Uncertainty and concern regarding soundness or creditworthiness of other financial institutions may be compounded by advances in technology that increase the speed at which deposits can be moved, as well as the speed and reach of media attention, including social media, and its ability to disseminate concerns or rumors, in each case potentially exacerbating liquidity concerns and market disruption within the financial services

industry. Such events have, and could again in the future, adversely impact the market price and volatility of the Company's common stock.

Additionally, high profile bank failures and other events affecting the banking industry have resulted in, and may continue to result in, potentially adverse changes to laws and regulations governing banks and bank holding companies or increased supervisory or enforcement activities, including higher capital requirements or FDIC insurance assessments or special assessments. Any of these changes could have a material impact on our business, financial condition and results of operations.

Declines in asset values may result in impairment charges and may adversely affect the value of the Company's results of operations, financial condition and cash flows.

A majority of the Company's investment portfolio is comprised of securities which are collateralized by residential mortgages. These residential mortgage-backed securities include securities of U.S. government agencies, U.S. government-sponsored entities, and private-label collateralized mortgage obligations. The Company's securities portfolio also includes obligations of U.S. government-sponsored entities, obligations of states and political subdivisions thereof, U.S. corporate debt securities and equity securities. A more detailed discussion of the investment portfolio, including types of securities held, the carrying and fair values, and contractual maturities, is provided in the Notes to Consolidated Financial Statements in Part II, Item 8 of this Report. Gains or losses on these instruments may have a direct impact on our results of operations, including higher or lower income and earnings, unless we adequately hedge our positions. The fair value of investments may be affected by factors other than the underlying performance of the issuer or composition of the obligations themselves, such as rating downgrades, adverse changes in the business climate, a lack of liquidity for resale of certain investment securities and changes in interest rates. For example, decreases in interest rates and increases in mortgage prepayment speeds, which are influenced by interest rates and other factors, could adversely impact the value of our securities collateralized by residential mortgages, causing a significant acceleration of purchase premium amortization on our mortgage portfolio because a decline in long-term interest rates shortens the expected lives of the securities. Conversely, increases in interest rates may result in a decrease in residential mortgage loan originations and mortgage prepayment speeds, directly impacting the value of these securities collateralized by residential mortgages. Management evaluates investment securities for expected credit-related impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Any impairment that is not credit related is recognized in other comprehensive income (loss), net of applicable taxes. Credit-related impairment is recognized as an allowance for credit losses on the Company's Consolidated Statements of Condition, limited to the amount by which the amortized cost basis exceeds the fair value, with a corresponding adjustment to earnings. The Company's financial condition, results of operations, and cash flows could be materially adversely affected by any impairment charges the Company is required to record to reflect a decline in the fair value of securities in its portfolio.

The Company's business may be adversely affected by general economic conditions in local and national markets, the possibility of the economy's return to recessionary conditions, and the possibility of further turmoil or volatility in the financial markets.

General economic conditions impact the banking and financial services industry. The U.S. and global economies have experienced volatility in recent years and may continue to do so for the foreseeable future. There can be no assurance that economic conditions will not deteriorate. Unfavorable or uncertain economic conditions can be caused by many macro and micro factors, including declines in economic growth, business activity or investor or business confidence, limitations on the availability or increases in the cost of credit and capital, increases in inflation or interest rates, the timing and impact of changing governmental policies, including changes in trade policies and tariffs and the impact of widespread protests, civil unrest, wars, pandemics and other public health crises. The Company is particularly affected by U.S. domestic economic conditions, including U.S. interest rates, the unemployment rate, housing prices, the level of consumer confidence, changes in consumer spending, the number of personal bankruptcies and other factors. A decline in U.S. domestic business and economic conditions, without rapid recovery, could have adverse effects on our business, including the following:

- consumer and business confidence levels could be lowered and cause declines in credit usage, adverse changes in payment patterns, decreases in demand for loans or other financial products and services and decreases in deposits or investments in accounts with Company;
- the Company's ability to assess the creditworthiness of its customers may be impaired if the models and approaches the Company uses to select, manage and underwrite its customers become less predictive of future behaviors;
- demand for and income received from the Company's fee-based services, including investment and card services, could decline, the cost to the Company to provide any or all products and services could increase, and the levels of assets under management could materially impact revenues from our trust and wealth management businesses; and

- the credit quality or value of loans and other assets or collateral securing loans may decrease.

The Company's business is concentrated in and largely dependent upon the continued growth and welfare of the general geographic markets in which we operate.

The Company's operations are heavily concentrated in New York State and, to a lesser extent, Pennsylvania and, as a result, the Company's financial condition, results of operations and cash flows are significantly impacted by changes in the economic conditions in those areas. Therefore, the Company's financial performance generally, and in particular, the ability of borrowers to pay interest on and repay the principal of outstanding loans and the value of collateral securing these loans, is highly dependent upon the business environment in the markets where the Company operates, particularly New York State and Pennsylvania. The Company's success depends to a significant extent upon the business activity, population, income levels, deposits and real estate activity in these markets. Although our clients' business and financial interests may extend well beyond these markets, adverse economic conditions that affect these markets could disproportionately reduce the Company's growth rate, affect the ability of the Company's clients to repay their loans to the Company, affect the value of collateral underlying loans and generally affect the Company's financial condition and results of operations. Because of the Company's geographic concentration, we are less able than other regional or national financial institutions to diversify our credit risks across multiple markets. For additional information on the Company's market area, see Part I, Item 1, "Business" of this Report on Form 10-K.

Liquidity Risk

The Company's funding sources may prove insufficient to replace deposits and support future growth.

The Company must maintain sufficient cash flow and liquid assets to satisfy current and future financial obligations, including demand for loans and deposit withdrawals, funding operating costs, and for other corporate purposes. As a part of our liquidity management, we use a number of funding sources in addition to core deposit growth and repayments and maturities of loans and investments. As we continue to grow, we are likely to become more dependent on these sources, which may include various short-term and long-term wholesale borrowings, including Federal funds purchased and securities sold under agreements to repurchase, brokered certificates of deposit, proceeds from the sale of loans, and borrowings from the FHLBNY and others. We also maintain available lines of credit with the FHLBNY that are secured by loans. Adverse operating results or changes in industry conditions could make it difficult or impossible for us to access these additional funding sources and could make our existing sources of funds more volatile. Our financial flexibility could be materially constrained if we are unable to maintain access to funding or if adequate financing is not available to accommodate future growth at acceptable interest rates. If we are required to rely more heavily on more expensive funding sources to support future growth, our revenues may not increase proportionately to cover our costs. In that case, our operating margins and profitability would be adversely affected. Further, the volatility inherent in some of these funding sources, particularly brokered deposits, may increase our exposure to liquidity risk. Any interruption in these sources of liquidity when needed could adversely affect our results of operations, financial condition, cash flow or regulatory capital levels. In addition, reduced liquidity could result from circumstances beyond our control, such as general market disruptions or operational problems that affect us or third parties. Management's efforts to closely monitor our liquidity position for compliance with internal policies may not be successful or sufficient to deal with dramatic or unanticipated reductions in liquidity.

The Company's liquidity may be adversely affected by the soundness of other financial institutions.

Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships. The Company has exposure to many different industries and counterparties, and routinely executes transactions with counterparties in the financial services industry. The most important counterparty for the Company, in terms of liquidity, is the Federal Home Loan Bank of New York ("FHLBNY"). The Company uses FHLBNY as its primary source of overnight funds and also has long-term advances and repurchase agreements with FHLBNY. The Company is required to maintain sufficient collateral in the form of commercial and residential real estate loans at FHLBNY. In addition, the Company is required to hold stock in FHLBNY. The amount of borrowed funds and repurchase agreements with the FHLBNY, and the amount of FHLBNY stock held by the Company, at its most recent fiscal year-end are discussed in Part II, Item 8 of this Report on Form 10-K.

There are 11 branches of the FHLB, including New York. The FHLBNY is jointly and severally liable along with the other FHLBs for the consolidated obligations issued on behalf of the FHLBs through the Office of Finance. Dividends on, redemption of, or repurchase of shares of the FHLBNY's capital stock cannot occur unless the principal and interest due on all consolidated obligations have been paid in full. If another FHLB were to default on its obligation to pay principal or interest on any consolidated obligations, the Federal Housing Finance Agency (the "Finance Agency") may allocate the outstanding liability among one or more of the remaining Federal Home Loan Banks on a pro rata basis or on any other basis the Finance Agency may determine. As a result, the FHLBNY's ability to pay dividends on, to redeem, or to repurchase shares of capital

stock could be affected by the financial condition of one or more of the other Federal Home Loan Banks. Any such adverse effects on the FHLB NY could adversely affect our liquidity and the value of our investment in FHLB NY common stock, and could negatively impact our results of operations.

Systemic weakness in the FHLB system could result in higher costs of FHLB borrowings, reduced value of FHLB stock, and increased demand for alternative sources of liquidity that are more expensive, such as brokered time deposits, the discount window at the Federal Reserve, or lines of credit with correspondent banks. Any of these scenarios could adversely affect our liquidity, the value of our investment in FHLB common stock and our financial condition.

An impairment to our goodwill and other intangible assets could adversely affect our financial condition and results of operations.

As of December 31, 2025, the Company had \$74.4 million of goodwill and other intangible assets. The Company is required to test its goodwill and intangible assets for impairment on a periodic basis. A significant decline in the Company's expected future cash flows, a significant adverse change in business climate, slower growth rates or a significant and sustained decline in the price of the Company's common stock, may necessitate our taking charges in the future related to the impairment of the Company's goodwill and intangible assets. If we make an impairment determination in a future reporting period, the Company's earnings and the book value of these intangible assets would be reduced by the amount of the impairment. Further, a goodwill impairment charge could significantly restrict the ability of our banking subsidiary to make dividend payments to us without prior regulatory approval, which could have a material adverse effect on our financial condition and results of operations.

The Company relies on cash dividends from its subsidiaries to fund its operations, and payment of those dividends could be discontinued at any time.

The Company is a financial holding company whose principal assets and sources of income are its wholly-owned subsidiaries. The Company is a separate and distinct legal entity from its subsidiaries, and therefore the Company relies primarily on dividends from its subsidiaries to meet its obligations and to provide funds for the payment of dividends to the Company's shareholders, to the extent declared by the Company's board of directors. Various federal and state laws and regulations limit the amount of dividends that a bank may pay to its parent company and impose regulatory capital and liquidity requirements on the Company and its banking subsidiary. Further, as a holding company, the Company's right to participate in a distribution of assets upon the liquidation or reorganization of a subsidiary is subject to the prior claims of the subsidiary's creditors (including, in the case of the Company's banking subsidiary, the bank's depositors). If the Company were unable to receive dividends from its subsidiaries it would materially and adversely affect the Company's liquidity and its ability to service its debt, pay its other obligations, or pay cash dividends on its common stock.

Operational Risks

The Company has been, and may continue to be, adversely affected by fraud.

As a financial institution, the Company is inherently exposed to operational risk in the form of theft and other fraudulent activity by employees, customers and other third parties targeting the Company and/or the Company's customers or data. Such activity may take many forms, including check fraud, electronic fraud, wire fraud, phishing, social engineering and other dishonest acts. Although the Company devotes substantial resources to maintaining effective policies and internal controls to identify and prevent such incidents, given the increasing sophistication of possible perpetrators, the Company may experience financial losses and reputational harm as a result of fraud. Fraudulent activity could have a material adverse effect on the Company's business, financial condition and results of operations.

A breach of information or other technological security, including as a result of cyber-attacks, could have a material adverse effect on our business, financial condition and results of operations.

In the ordinary course of business, we rely on electronic communications and information systems, both internally and as provided by third parties, including our customers, to conduct our operations and to store, process, and/or transmit sensitive data on a variety of computing platforms and networks and over the internet. We cannot be certain that all of our systems, or third-party systems upon which we rely, are free from vulnerability to attack or other technological difficulties or failures. Information security breaches and cybersecurity related incidents may include attempts to access information, including customer and company information, malicious code, computer viruses, phishing, denial of service attacks and other means of intrusion that could result in unauthorized access, misuse, loss or destruction of data (including confidential customer, employee and company information), account takeovers, and disruption of service or other functionality. These types of threats may derive from human error, fraud or malice on the part of external or internal parties, or may result from accidental

technological failure. If information security is breached or difficulties or failures occur, despite the controls we and our third-party vendors have instituted, information may be lost or misappropriated or we and/or our customers may experience a disruption in essential service or operations. Any of the foregoing events could result in financial loss or costs, reputational harm or damages and litigation, regulatory investigation costs or remediation costs to us or others. Any of these consequences could have a material adverse effect on our financial condition and results of operations.

The pervasive and ongoing risk of cybersecurity threats and incidents could have a material adverse effect on our business, financial condition and results of operations.

The risk of a security breach or disruption, particularly through cyber-attack or cyber intrusion, has significantly increased, in part due to the expansion of new technologies, the increased use of the internet and mobile services and the increased intensity and sophistication of attempted attacks and intrusions from around the world. The threat from cyber-attacks is severe, attacks are sophisticated and increasing in volume, and attackers respond rapidly to changes in defensive measures. Breach attempts or other disruptions are constantly evolving and generally are not recognized until launched against a target, and in some cases are designed not to be detected and, in fact, may not be detected. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures. Our systems and those of our customers and third-party service providers are under constant threat and it is possible that we could experience a significant event in the future. Our technologies, systems, networks and software, and those of other financial institutions have been, and are likely to continue to be, the target of cybersecurity threats and attacks, which may range from uncoordinated individual attempts to sophisticated and targeted measures directed at us. Risks and exposures related to cybersecurity attacks are expected to remain high for the foreseeable future due to the rapidly evolving nature and sophistication of these threats as well as the expanding use of Internet banking, mobile banking and other technology-based products and services by us and our customers. Publicized information concerning security and cyber-related problems could cause us to incur reputational harm and discourage customers from using our electronic or web-based applications or solutions, which could harm their utility as a means of conducting commercial transactions. In addition, while we maintain specific "cyber" insurance coverage, which may apply in the event of many breach scenarios, the amount of coverage may not be adequate in any particular case. Furthermore, because cyber threat scenarios are inherently difficult to predict and can take many forms, some breaches may not be addressed and covered under our cyber insurance coverage, or even if covered, our coverage may not be sufficient. As cyber threats continue to evolve, we have been and may continue to be required to expend significant additional resources to modify our protective measures or to investigate and remediate any information security vulnerabilities, which may negatively impact our business, financial condition and results of operations.

The Company's business requires the collection and retention of large volumes of sensitive data, which is subject to extensive regulation and oversight and exposes our business to additional risks.

The Company, in its ordinary course of business, collects and retains large volumes of customer data, including personally identifiable information in various information systems that we maintain and in those maintained by third parties with whom we contract to provide data services. The Company also maintains important internal Company data such as personally identifiable information about its employees and information relating to operations. Customers and employees have been, and will continue to be, targeted by cybersecurity threats attempting to misappropriate confidential information such as passwords, bank account information or other personal or business information. Cybercrimes are complex and continue to evolve and the Company's attempts to mitigate these threats may not be successful.

A security breach or other significant disruption of our information systems or those related to our customers, merchants and our third-party vendors, including as a result of cyber-attacks and/or human error could result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of confidential, sensitive or otherwise valuable information of ours or our customers. Unauthorized access and/or disclosure of the confidential information of ours or our customers could (i) result in a violation of applicable privacy, data breach and other laws, subjecting us to additional regulatory scrutiny and exposing us to civil litigation, governmental action and possible financial liability; (ii) require significant management attention and resources to remedy the damages that result; and/or (iii) harm our reputation and/or cause a decrease in the number of customers that choose to do business with us. The occurrence of any of the foregoing could have a material adverse effect on our business, financial condition and results of operations.

The Company's operations may be adversely affected if its external vendors do not perform as expected or if its access to third-party services is interrupted.

The Company relies on certain external vendors to provide products and services necessary to maintain the day-to-day operations of the Company. Some of the products and services provided by vendors include key components of our business infrastructure including data processing and storage and internet connections and network access, among other products and

services. Accordingly, the Company's operations are exposed to the risk that these vendors will not perform in accordance with the contracted arrangements or under service level agreements. The failure of an external vendor to perform in accordance with the contracted arrangements or under service level agreements, because of changes in the vendor's organizational structure, financial condition, support for existing products and services or strategic focus or for any other reason, could disrupt the Company's operations. If we are unable to find alternative sources for our vendors' services and products quickly and cost-effectively, the failures of our vendors could have a material adverse impact on the Company's business and, in turn, the Company's financial condition and results of operations.

Additionally, our information technology and telecommunications systems interface with and depend on third-party systems, and we could experience service denials if demand for such services exceeds capacity or such third-party systems fail or experience interruptions. If sustained or repeated, a system failure or service denial could result in a deterioration of our ability to process new and renewal loans, gather deposits and provide customer service, compromise our ability to operate effectively, damage our reputation, result in a loss of customer business and subject us to additional regulatory scrutiny and possible financial liability, any of which could have a material adverse effect on our financial condition and results of operations.

Climate change could have a material negative impact on the Company and its clients.

The Company's business, as well as the operations and activities of our clients, could be negatively impacted by climate change. Climate change presents both immediate and long-term risks to the Company and its clients, and these risks are expected to increase over time. Climate change presents multi-faceted risks, including: operational risk from the physical effects of climate events on the Company and its clients' facilities and other assets; credit risk from borrowers with significant exposure to climate risk; transition risks associated with the transition to a less carbon-dependent economy; and reputational risk from stakeholder concerns about our practices related to climate change, the Company's carbon footprint, and the Company's business relationships with clients who operate in carbon-intensive industries.

To varying degrees, federal and state banking regulators and supervisory authorities, investors, and other stakeholders have expressed the view that financial institutions are important in helping to address the risks related to climate change, both directly and with respect to their clients, which may result in financial institutions coming under increased pressure regarding the disclosure and management of their climate risks and related lending and investment activities. Ongoing legislative or regulatory uncertainties and changes regarding climate risk management and practices have resulted and may continue to result in higher regulatory, compliance, credit, and reputational risks and costs.

We could experience increased expenses resulting from strategic planning, litigation, and technology and market changes, and reputational harm as a result of negative public sentiment, regulatory scrutiny, and reduced investor and stakeholder confidence due to our response to climate change and our climate change strategy, which, in turn, could have a material negative impact on our business, results of operations, and financial condition.

Legal, Compliance and Regulatory Risks

The Company operates in a highly regulated environment and may be adversely impacted by current or future laws and regulations due to increased compliance costs, potential fines for noncompliance, and restrictions on our ability to offer products or services or buy or sell businesses.

The Company is subject to extensive state and federal laws and regulations, supervision and legislation that affect how it conducts its business. The majority of these laws and regulations are for the protection of consumers, depositors and the deposit insurance fund. The regulations influence such things as the Company's lending practices, capital structure, investment practices, and dividend policy. The Dodd-Frank Act, which established the CFPB and enacted other reforms, has had, and may continue to have, a significant effect on the entire financial services industry. Compliance with these regulations and other initiatives negatively impacts revenue and increases our cost of doing business on an ongoing basis. Any new regulatory agenda could bring new or changed regulatory requirements and enforcement priorities, which could necessitate changes to the Company's businesses, result in increased compliance costs and affect the profitability of our businesses. Refer to "Supervision and Regulation" in Part I, Item 1 - "Business" of this Report on Form 10-K for additional information on material laws and regulations impacting the Company's business.

Financial institutions are subject to a high level of scrutiny, intense supervision and regulation, and supervisory findings and actions. Banking regulators are authorized to take supervisory actions that may restrict or limit a financial institution's activities. Regulatory restrictions on our activities could adversely affect our costs and revenues, and may impair our ability to execute our strategic plans. In addition, if our regulators identify a compliance failure, we may be assessed a fine, prohibited from completing a strategic acquisition or divestiture, or subject to other actions imposed by the regulatory authorities. The recent regulatory activity and increased scrutiny have resulted, and may continue to result, in increases in our costs of doing business,

and could result in decreased revenues and net income, reduce our ability to effectively compete to attract and retain customers, or make it less attractive for us to continue providing certain products and services. Any future changes in federal or state law and regulations, as well as the interpretations and implementations, or modifications or repeals, of such laws and regulations, could have a material adverse effect on our business, financial condition or results of operations.

The Company may be exposed to regulatory sanctions or liability if we do not timely detect and report money laundering or other illegal activities.

We are required to comply with anti-money laundering and anti-terrorism laws applicable to financial institutions. These laws and regulations require us, among other things, to enact policies and procedures to verify the identity of our customers, and to report suspicious transactions to regulatory agencies. These laws and regulations are complex and compliance with them requires costly, sophisticated monitoring systems and qualified personnel. The bank regulatory agencies have increased their regulatory scrutiny of the anti-money laundering programs maintained by financial institutions. The policies and procedures that we have adopted in order to detect and prevent such illegal transactions may not be successful in eliminating all instances of such transactions. To the extent we fail to fully comply with applicable laws and regulations, we face the possibility of fines or other penalties, such as restrictions on our business activities, and we may also suffer reputational harm, all of which could have a material adverse effect on our business, results of operations and financial condition. Refer to "Supervision and Regulation" in Part I, Item 1 - "Business" of this Report on Form 10-K for additional information on anti-money laundering and anti-terrorism laws impacting the Company's business.

We will be subject to heightened regulatory requirements and compliance costs as we approach \$10 billion in total consolidated assets.

The Dodd-Frank Act and its implementing regulations impose enhanced supervisory requirements on bank holding companies with more than \$10 billion in total consolidated assets. Based on our historical growth rates and current size, it is possible that our total assets will exceed \$10 billion in the near future. Our total consolidated assets as of December 31, 2025 were \$8.7 billion.

The Company has taken, and may continue to take, actions to prepare for compliance with the additional regulatory requirements that will apply if we cross this asset threshold. We have begun to incur additional costs, including investments in new technology and the hiring of qualified personnel, to prepare for such compliance. These additional compliance costs may continue to increase and may have a material adverse effect on our results of operations and financial condition.

The Company is or may become involved in lawsuits, legal proceedings, information-gathering requests, and investigations by governmental agencies or other parties that may lead to adverse consequences.

The Company's primary business of financial services involves substantial risk of legal liability. The Company and its subsidiaries are, from time to time, named or threatened to be named as defendants in various lawsuits arising from their respective business activities, including activities of companies they have acquired. In addition, from time to time, the Company is, or may become, the subject of governmental and self-regulatory agency information-gathering requests, reviews, investigations and proceedings and other forms of regulatory inquiry, including by bank regulatory agencies, the SEC and law enforcement authorities. The results of such proceedings could lead to delays in or prohibitions on acquiring other companies, significant penalties, including monetary penalties, damages, adverse judgments, settlements, fines, injunctions, restrictions on the way in which the Company conducts its business, or reputational harm.

Although the Company establishes accruals for legal proceedings when information related to the loss contingencies represented by those matters indicates both that a loss is probable and that the amount of loss can be reasonably estimated, the Company does not have accruals for all legal proceedings where it faces a risk of loss. In addition, due to the inherent subjectivity of the assessments and unpredictability of the outcome of legal proceedings, amounts accrued may not represent the ultimate loss to the Company from the legal proceedings in question. Thus, the Company's ultimate losses may be higher than the amounts accrued for legal loss contingencies, which could adversely affect the Company's financial condition and results of operations.

Strategic Risk

The Company is subject to risks presented by acquisitions, which, if realized, could negatively affect our results of operations and financial condition.

The Company's strategic initiatives include diversification within its markets, growth of its fee-based businesses, and growth internally and through acquisitions of financial institutions, branches, and financial services businesses. As such, the Company

has acquired, and from time to time considers acquiring, banks, thrift institutions, branch offices of banks or thrift institutions, or other businesses within markets currently served by the Company or in other locations that would complement the Company's business or its geographic reach. Any future acquisitions will be accompanied by the risks commonly encountered in acquisitions. These risks include: the difficulty of integrating operations and personnel, the potential disruption of our ongoing business, the inability of management to realize or maximize anticipated financial and strategic positions, increased operating costs, the inability to maintain uniform standards, controls, procedures and policies, the difficulty and cost of obtaining adequate financing, the potential for litigation risk, the potential loss of members of a key executive management group, the potential reputational damage and the impairment of relationships with employees and customers as a result of changes in ownership and management. Further, the asset quality or other financial characteristics of an acquired company may deteriorate after the acquisition agreement is signed or after the acquisition closes. We cannot provide any assurance that we will be successful in overcoming these risks or any other problems encountered in connection with acquisitions and any of these risks, if realized, could have an adverse effect on our results of operations and financial condition.

Our success depends on our ability to offer our customers an evolving suite of products and services, and we may not be able to effectively manage the risks inherent in the development of financial products and services.

We continually monitor our suite of products and services, and prioritize new offerings based on our determination of customer demand, within regulatory parameters for financial products. We increasingly face competition from other banks and financial services companies that offer emerging financial technologies, including digital wallets, cryptocurrency and other digital currencies and digital financial transactions. We may invest significant time and resources in new products which become obsolete, or do not generate the revenues we had anticipated, or which are ultimately deemed unacceptable by regulatory authorities. As we expand the range and complexity of our products and services, we are exposed to increasingly complex risks, including compliance risks and potential fraud, and our employees and risk management systems may not be adequate to mitigate such risks effectively. Our failure to effectively identify and manage these risks and uncertainties could have a material adverse effect on our business, results of operations and financial condition.

The implementation and use of new and evolving Artificial Intelligence ("AI") technologies present uncertainties and challenges.

The financial services industry is subject to rapid technological developments and innovations, including the use of AI technologies. The development and implementation of AI technologies is complex, and there are technical challenges associated with achieving the optimal level of accuracy, efficiency and reliability. The algorithms and models used in AI systems may have limitations, including biases, errors, or inability to handle certain data types or scenarios. The use of AI technologies by financial institutions and their customers, and the regulatory framework and expectations surrounding the use of AI technologies, are in their early stages. Flaws in the technology, questions regarding intellectual property rights and ownership of data, ethical issues associated with the use of AI, new or increased regulation concerning the use of AI by financial institutions, and other challenges related to the use of AI may limit its usefulness and expose us to competitive harm, potential legal liability, and brand or reputational harm. The Company's evaluation, implementation and oversight of AI technologies requires the time and attention of employees including management, which may detract from other business objectives. Furthermore, there is a risk of system failures, disruptions, or vulnerabilities that could compromise the integrity, security or privacy of generated content. If we are unable to successfully use and manage AI technologies, such limitations or failures could result in reputational damage, inefficiencies, increased costs, and competitive harm, any of which could have a material adverse effect on our financial condition and results of operations.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Risk management and strategy

The Company takes very seriously the responsibility to protect sensitive customer and business information, technology resources, and shareholder value from the risk of cyber threats and incidents.

The Company maintains an enterprise-wide and Board-approved Information and Cyber Security Program (the "Program"), which includes strategy, written policies, procedures, guidelines and standards to address the assessment, identification and management of cybersecurity risks. The Company designed the Program to be consistent with industry standards and in compliance with applicable federal and New York state laws, regulations and guidelines. As discussed in further detail under the subheading "Governance" below, the Program is fully integrated with the Company's overall enterprise risk management systems and processes.

The Company has adopted the Factor Analysis for Information Risk (FAIR) assessment approach, an industry standard risk assessment methodology. Under the FAIR approach, the Company identifies, catalogs, assesses and manages material cyber risks by: (a) documenting threat actors and organizations (i.e., cybercriminals, nation state actors, hackers, company insiders), (b) analyzing their likelihood of attack, their motives, capabilities and tactics; (c) assessing the potential impacts of such threat actor attacks against company assets, and documented vulnerabilities (or cyber exposures), both internally and externally of the organization; and (d) evaluating the implemented security controls and effectiveness of those controls against defined risk scenarios. The Company rates vulnerabilities based on the criticality of a vulnerability and/or the value of the asset associated with the vulnerability (for example, people, systems, customer data, or money). When a residual risk exceeds the desired threshold set by the Board-defined risk appetite of the organization, additional controls are recommended and implemented to reduce the potential risk to an acceptable level and provide appropriate management of the cyber risk exposure.

In conjunction with the FAIR assessment, the Company uses the MITRE Attack framework to identify the various exploitation techniques and tactics used by the most likely threat actors. This framework informs the risk management process with valuable insight into some of the most common, or likely, cyber-attacks the Company should address.

Additionally, the Company leverages insights from independently-conducted penetration testing provided by external third-party assessors, as required by the NYSDFS cybersecurity regulations, to discover and evaluate potential vulnerabilities across the enterprise that should be contemplated within the overall cyber risk program. The Company also engages independent third-party auditors to provide additional subject matter expertise, as well as to perform comprehensive independent audits of the Program. Audits are conducted no less than annually to evaluate the effectiveness and maturity of the Program. Audits include a review of the cyber risk assessment process, security control effectiveness, and compliance with regulatory requirements.

To manage the risks identified, the Company implements controls and tests those controls for effectiveness. The Company uses the Secure Control Framework (SCF), the National Institute of Standards and Technology (NIST) Cybersecurity Framework (CSF), the NYSDFS cybersecurity requirements and the Center for Internet Security (CIS) Critical Controls to help inform the Company of best practices for control implementation and potential risk mitigation opportunities that align with defined risk scenarios, and generally as a baseline for best practice control implementation.

As part of the Program, the Company has established policies and procedures to oversee, identify and mitigate material cybersecurity risks associated with the use of any third-party service providers. The Company evaluates and risk rates third-party relationships against a defined set of minimum-security requirements under its enterprise-wide Third-Party Risk Management program. Higher-risk third party service providers are reviewed in more detail and as part of the continual due diligence process to ensure changes to the relationship and/or risk posture are identified and managed appropriately.

The Company is not aware of any cybersecurity incidents that have materially affected the Company, including its business strategy, results of operations or financial condition. For a discussion of cybersecurity threats that could materially affect the Company's business strategy, results of operations or financial condition, please see Item 1A. Risk Factors of this Report on Form 10-K.

Governance

The Program is governed by the Board of Directors and specifically, the Directors Risk Committee, as well as two management committees: the Enterprise Risk Management Committee ("ERMC") and the Technology and Information Security Committee ("TISC").

Annually, the Directors Risk Committee reviews and recommends for approval to the Board the Company's Information Security Policy, which outlines the roles, responsibilities, and objectives for the Program. On a quarterly basis, the Company's Chief Information Security Officer ("CISO") presents the Company's cybersecurity report and related material for review by the Directors Risk Committee and then by the Board. This report includes emerging risks, overall program effectiveness/status, cybersecurity incidents, staffing, risk exceptions, and recommended enhancements to the program, as applicable. Annually, the CISO provides security related education to the Board and to the Directors Risk Committee.

The TISC oversees the governance of the Company's enterprise technology and information security programs, including strategy, management principles, risk and compliance. The TISC reviews the policies, strategy, emerging topics, risks and general compliance of the programs to ensure they are adequate and sufficient to govern and manage the associated risk of the Company. The TISC coordinates and communicates with the Directors Risk Committee on risk-related items through the Company's Enterprise Risk Management Committee. The TISC provides a forum for advising and sharing information among members of the Company's senior leadership team and is comprised of Company risk owners with expertise across a wide range of financial, technical, operational, strategic, and cybersecurity skill sets. The TISC is co-chaired by the Chief Technology Officer, who is responsible for the enterprise-wide information technology program and the CISO, who is responsible for the enterprise-wide information security program. The CISO is a Certified Information Systems Security

Professional (CISSP), with over 20 years of experience in a combination of information technology and information security roles. The CISO has over ten years of direct leadership experience in the field of information security, and holds a Bachelor's degree in Information Technology, with an Associate's degree in Computer Network Management.

The Program includes a Security Response Team ("SRT") assigned the responsibility to ensure the Company responds to, communicates and effectively remediates, isolates and restores business operations during any security incident. The SRT procedures are derived from the National Institute of Standards and Technology (NIST) Incident Response Framework.

The ERM is responsible for overall risk governance and management across Tompkins. As such, the ERM reviews cyber risk exceptions, emerging risks, minutes from the TISC meetings, and reports on the health and risk associated with the Program. The ERM is comprised of senior leadership team members as well as critical subject matter experts with risk management experience. The ERM reports information about risk to the Directors Risk Committee on a quarterly basis. The ERM is chaired by the Director of Enterprise Risk Management and the Chief Risk Officer, who oversees the governance of enterprise-wide Risk Management program(s).

Item 2. Properties

The Company's executive offices are located at 118 East Seneca Street in Ithaca, New York. Tompkins Community Bank has 54 branch offices, of which 25 are owned and 29 are leased at market rents. Management believes the current facilities are suitable for their present and intended purposes. For additional information about the Company's facilities, including rental expenses, see "Note 7 - Premises and Equipment" in Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K.

Item 3. Legal Proceedings

The Company is subject to various claims and legal actions that arise in the ordinary course of conducting business. As of December 31, 2025, management, after consultation with legal counsel, does not anticipate that the aggregate ultimate liability arising out of litigation pending or threatened against the Company or its subsidiaries would be material to the Company's consolidated financial position. On at least a quarterly basis, the Company assesses its liabilities and contingencies in connection with such legal proceedings. Although the Company does not believe that the outcome of pending litigation will be material to the Company's consolidated financial position, it cannot rule out the possibility that such outcomes will be material to the consolidated results of operations for a particular reporting period in the future.

Item 4. Mine Safety Disclosures

Not applicable.

Information About Our Executive Officers

The information concerning the Company's executive officers is provided below as of February 26, 2026.

Name	Age	Title	Year Joined Company
Stephen S. Romaine	61	President and CEO	January 2000
Matthew D. Tomazin	41	Executive Vice President, CFO and Treasurer	April 2019
David M. DeMilia	50	Executive Vice President	April 2008
Alyssa H. Fontaine	45	Executive Vice President, General Counsel, and CRO	January 2016
Charles J. Guarino	50	Senior Vice President and Chief Banking Operations Officer	March 2019
Ginger G. Kunkel	55	Executive Vice President	December 2021
Stacie M. Mastin	47	Senior Vice President, Director of Human Resources	January 2008
John M. McKenna	59	Executive Vice President	April 2009
Eric W. Taylor	44	Executive Vice President	July 2024
Diane D. Torcello	63	Executive Vice President	May 2005

Business Experience of the Executive Officers:

Stephen S. Romaine has served as President and Chief Executive Officer of the Company since January 2007. From 2003 through 2006, he served as President and Chief Executive Officer of Mahopac Bank. Mr. Romaine currently serves as Vice

Chair on the board of the Federal Home Loan Bank of New York and serves on the board of the New York Bankers Association.

Matthew D. Tomazin has served as Executive Vice President, Chief Financial Officer & Treasurer of the Company since October 2023. Mr. Tomazin joined the Company in April 2019 as Vice President and Senior Quantitative Analyst and served as Senior Vice President and Treasurer from February 2021 to September 2023. From 2008 until April 2019, Mr. Tomazin served in accounting and strategic finance roles, most recently as Vice President and Assistant Treasurer with NBT Bancorp Inc., a registered financial holding company with its principal headquarters located in Norwich, New York.

David M. DeMilia joined Tompkins Mahopac Bank in April 2008 as a Regional Vice President, providing commercial banking services in Westchester County. In 2014, he was promoted to Senior Vice President before becoming Tompkins Community Bank Hudson Valley's Senior Commercial Loan Officer in October 2018. In June 2021, he was appointed President of Tompkins Community Bank HV, overseeing Tompkins' activities in the Hudson Valley region.

Alyssa H. Fontaine joined the Company in January 2016 as Executive Vice President and General Counsel. She took on the additional responsibility of Chief Risk Officer in May 2022. She had previously been a partner in the corporate/securities practice group of Harris Beach PLLC, a regional law firm which she joined in 2006. Ms. Fontaine serves as the Chair of the American Bankers Association General Counsels Committee.

Charles J. Guarino joined the Company in March 2019 as Senior Vice President, Manager of Retail & Small Business Lending, overseeing Tompkins Community Bank's consumer, residential, small business and specialty lending areas. In October 2023, he was promoted to Senior Vice President and Chief Banking Operations Officer. Prior to joining the Company, Mr. Guarino spent 24 years with Financial Institutions, Inc., a registered financial holding company with its principal headquarters located in Warsaw, New York. There, Mr. Guarino oversaw areas such as marketing, retail banking, retail lending, wealth management and indirect auto lending, most recently serving as Senior Vice President, Chief Retail Lending Executive from June 2016 to March 2019. Mr. Guarino currently serves on the marketing and fundraising committee of Hub585, Inc., a nonprofit organization focused on youth and families.

Ginger G. Kunkel joined the Company in December 2021 as Executive Vice President and Chief Operating Officer of Tompkins Community Bank PA. In May 2022, Ms. Kunkel was appointed President of Tompkins Community Bank PA, overseeing Tompkins' activities in the Pennsylvania market. Prior to joining Tompkins Community Bank, Ms. Kunkel spent 7 years at Riverview Financial Corporation, a bank holding company headquartered in Harrisburg, Pennsylvania where she led the Commercial, Retail, Operations/IT, Trust and Wealth Management teams. Ms. Kunkel served as Senior Executive Vice President and Chief Operating Officer of Riverview Financial Corporation from January 2019 to December 2021 and as Executive Vice President, Chief Banking Officer from March 2014 to January 2019. She serves as a board member for the Pennsylvania Bankers Association Services Corporation.

Stacie M. Mastin has served as Senior Vice President and Director of Human Resources of the Company since May 2024. From May 2022 to May 2024, Ms. Mastin served as Vice President and Human Resources Manager for Corporate Culture. Ms. Mastin joined the Company in January 2008 as a senior learning and development business partner and has held various roles throughout her tenure, including human resources manager and wealth advisor from August 2019 to May 2022. From April 1997 to January 2008, Ms. Mastin held various roles, including branch manager, at M&T Bank, a banking subsidiary of M&T Bank Corporation. Ms. Mastin currently serves as president of the Society for Human Resources Management of Tompkins County.

John M. McKenna has been employed by the Company since April 2009. He was appointed President of Tompkins Community Bank WNY effective January 1, 2015, and President of Tompkins Community Bank effective January 1, 2022. From 2009 to 2014, Mr. McKenna was a senior vice president at The Bank of Castile, concentrating in commercial lending. Mr. McKenna has served as a member of the State Charter Advisory Board of the NYSDFS since February 2024.

Eric W. Taylor rejoined the Company in July 2024 as Executive Vice President and President of Tompkins Financial Advisors. Mr. Taylor began his career with the Company in July 2007, serving as a financial consultant and trust officer until July 2009. Prior to rejoining the Company, Mr. Taylor spent 15 years in wealth management and institutional client services roles with subsidiaries of M&T Bank Corporation, including Wilmington Trust, N.A., a national banking association offering trust and wealth management services, and Wilmington Funds Management Corporation, an investment advisor registered under the Investment Advisers Act of 1940. From August 2018 to July 2024, Mr. Taylor served as Executive Vice President and Head of Investment Implementation and Investment Advisor Services of Wilmington Trust, N.A., where he was responsible for investment planning, account management and compliance, and the oversight of more than 70 client-facing investment advisors. From November 2022 to July 2024, Mr. Taylor also served as President and a member of the board of trustees for the Wilmington Funds, a \$14 billion mutual fund complex.

Diane D. Torcello joined the Company in May 2005. In May 2023, she was appointed Executive Vice President of the Company and President of Tompkins Community Bank WNY overseeing Tompkins' activities in the Western New York market. From 2013 until May 2023, Ms. Torcello served as Senior Vice President and Community Banking Manager for Western New York, where she oversaw all staff and operations in the Western New York branch network.

PART II

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

Market Price and Dividend Information

The Company’s common stock is traded under the symbol "TMP" on the NYSE American. As of February 20, 2026, there were approximately 2,445 holders of shares of our common stock.

While the Company has a long history of paying cash dividends on shares of its common stock, the Company’s ability to pay dividends is generally limited to earnings from the prior year, although retained earnings and dividends from its subsidiaries may also be used to pay dividends under certain circumstances. The Company’s primary source of funds to pay for shareholder dividends is receipt of dividends from its subsidiaries. Future dividend payments to the Company by its subsidiaries will be dependent on a number of factors, including earnings and the financial condition of each subsidiary, and are subject to regulatory limitations discussed in "Supervision and Regulation" in Part I, Item 1 of this Report.

Issuer Purchases of Equity Securities

The following table reflects all Company repurchases, including those made pursuant to publicly announced plans or programs, during the quarter ended December 31, 2025:

Period	Total Number of Shares Purchased (a)	Average Price Paid Per Share (b)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (c)	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (d)
October 1, 2025 through				
October 31, 2025	2,683	\$ 65.52	0	\$ 400,000
November 1, 2025 through				
November 30, 2025	14,080	\$ 66.69	0	\$ 400,000
December 1, 2025 through				
December 31, 2025	22,339	\$ 73.86	22,339	\$ 377,661
Total	39,102	\$ 70.71	22,339	\$ 377,661

Included above are 2,683 shares purchased in October 2025, at an average cost of \$65.52, and 724 shares purchased in November 2025, at an average cost of \$66.82, by the trustee of the rabbi trust established by the Company under the Company’s Second Amended and Restated Retainer Plan for Eligible Directors of Tompkins Financial Corporation and Participating Subsidiaries (the "Director Retainer Plan"), which were part of the director deferred compensation under that plan. In addition, the table includes 13,356 shares delivered to the Company in November 2025 at an average price of \$66.68 to satisfy mandatory tax withholding requirements upon vesting of restricted stock under the Company’s 2019 Equity Plan.

On July 24, 2025, the Company’s Board of Directors authorized a share repurchase plan (the “2025 Repurchase Plan”) under which the Company may repurchase up to 400,000 shares of the Company’s common stock over the 24 months following adoption of the plan. Shares may be repurchased from time to time under the 2025 Repurchase Plan in open market transactions at prevailing market prices, in privately negotiated transactions, or by other means in accordance with federal securities laws. The Company has no obligation to repurchase any shares and may discontinue repurchases at any time. As of December 31, 2025, 22,339 shares had been repurchased under the 2025 Repurchase Plan at an average price of \$73.86.

Recent Sales of Unregistered Securities

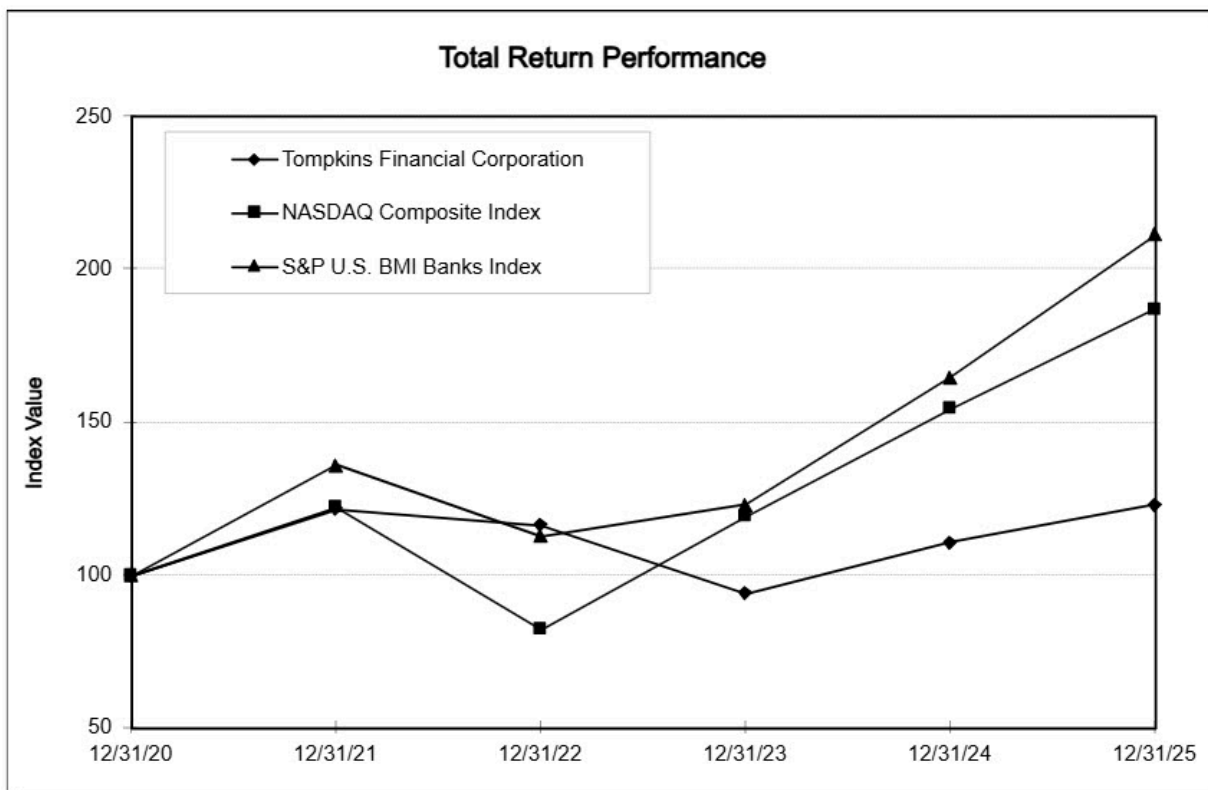
On October 3, 2025, we issued an aggregate of 580 shares of our common stock to non-employee members of our Board of Directors who elected to receive all or a portion of their quarterly director retainer fees in Company stock pursuant to the Director Retainer Plan. These shares were valued based on the closing market price per share of our common stock of \$65.53 on October 3, 2025, for an aggregate value of \$38,007.40. The shares were issued to our non-employee directors in private transactions exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended.

Performance Graph

The following graph compares the Company's cumulative total stockholder return over the five-year period from December 31, 2020 through December 31, 2025, with (1) the total return for the NASDAQ Composite and (2) the total return for S&P U.S. BMI Banks index. The graph assumes \$100.00 was invested on December 31, 2020, in the Company's common stock and the comparison groups and assumes the reinvestment of all cash dividends prior to any tax effect and retention of all stock dividends.

In accordance with and to the extent permitted by applicable law or regulation, the information set forth under the heading "Performance Graph" shall not be incorporated by reference into any filing under the Securities Act or Exchange Act and shall not be deemed to be "soliciting material" or to be "filed" with the SEC under the Securities Act or the Exchange Act, except to the extent that the Company specifically requests that such information be treated as soliciting material or specifically incorporates it by reference into such filings. The performance graph represents past performance and should not be considered an indication of future performance.

Tompkins Financial Corporation



Index	Period Ending					
	12/31/20	12/31/21	12/31/22	12/31/23	12/31/24	12/31/25
Tompkins Financial Corporation	100.00	121.77	116.41	94.03	110.74	123.05
NASDAQ Composite	100.00	122.18	82.43	119.22	154.48	187.14
S&P U.S. BMI Banks Index	100.00	135.97	112.77	123.02	164.70	211.47

Item 6. [Reserved.]

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

The following analysis is intended to provide the reader with a further understanding of the consolidated financial condition and results of operations of the Company and its subsidiaries for the periods shown. This Management's Discussion and Analysis of

Financial Condition and Results of Operations should be read in conjunction with other sections of this Report on Form 10-K, including Part I, "Item 1. Business," and Part II, "Item 8. Financial Statements and Supplementary Data." For a comparison of our financial condition and results of operations for the year ended December 31, 2024 to the year ended December 31, 2023, please refer to Part II, Item 7 of the Company's 2024 Annual Report on Form 10-K filed on February 28, 2025.

Overview

The Company is headquartered in Ithaca, New York and is registered as a Financial Holding Company with the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended. The Company is a locally oriented, community-based financial services organization that offers a full array of products and services, including commercial and consumer banking, leasing, trust and investment management, and financial planning and wealth management. At December 31, 2025, the Company had one wholly-owned banking subsidiary, Tompkins Community Bank. Tompkins Financial Advisors, a division of Tompkins Community Bank, provides a full array of investment services, including investment management, trust and estate, financial and tax planning services. The Company's principal offices are located at 118 E. Seneca Street, Ithaca, NY, 14850, and its telephone number is: (888) 503-5753. The Company's common stock is traded on the NYSE American under the symbol "TMP."

Forward-Looking Statements

This Annual Report on Form 10-K contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The statements contained in this Report that are not statements of historical fact may include forward-looking statements that involve a number of risks and uncertainties. Forward-looking statements may be identified by use of such words as "may", "could", "should", "will", "would", "estimate", "intend", "continue", "believe", "expect", "plan", "commit", or "anticipate", as well as the negative and other variations of these terms, and other similar words. Examples of forward-looking statements may include statements regarding the asset quality of the Company's loan portfolios; the level of the Company's allowance for credit losses; the sufficiency of collateral to cover exposure related to special mention and substandard loans; the sufficiency of liquidity sources; expectations regarding securities revenue in future periods; the Company's exposure to changes in interest rates, and to new, changed, or extended government/regulatory expectations; the need to sell securities before recovery of amortized cost; the impact of changes in accounting standards; trends, plans, prospects, growth and strategies; projections of future financial condition, operating results, income, capital expenditures, costs or other financial items; anticipated regulatory and legislative changes; and other characterizations of future events or circumstances as well as other statements that are not statements of historical fact. Forward-looking statements are made based on management's expectations and beliefs concerning future events impacting the Company and are subject to uncertainties and factors relating to the Company's operations and economic environment, all of which are difficult to predict and many of which are beyond the control of the Company, that could cause actual results of the Company to differ materially from those expressed and/or implied by forward-looking statements and historical performance. The following factors, in addition to those listed as Risk Factors in Item 1A of this Report on Form 10-K, are among those that could cause actual results to differ materially from the forward-looking statements and historical performance: changes in general economic, market and regulatory conditions; our ability to attract and retain deposits and other sources of liquidity; gross domestic product growth and inflation trends; the impact of the interest rate and inflationary environment on the Company's business, financial condition and results of operations; other income or cash flow anticipated from the Company's operations, investment and/or lending activities; changes in laws and regulations affecting public companies, banks, bank holding companies and/or financial holding companies, including the Dodd-Frank Act, and other federal, state and local government mandates; the impact of any change in the FDIC insurance assessment rate or the rules and regulations related to the calculation of the FDIC insurance assessment amount; changes in supervisory and regulatory scrutiny of financial institutions; technological developments and changes; cybersecurity incidents and threats; the ability to continue to introduce competitive new products and services on a timely, cost-effective basis; governmental and public policy changes, including environmental regulation; reliance on large customers; the geographic concentration of our business; the ability to access financial resources in the amounts, at the times, and on the terms required to support the Company's future businesses; and the economic impact, including potential market volatility, of national and global events, including the response to bank failures, war and geopolitical matters (including continuing or increasing hostilities in the Middle East and the war in Ukraine), tariffs and trade wars, widespread protests, civil unrest, political uncertainty, and pandemics or other public health crises; and the related financial stress on borrowers and changes to customer behavior and credit risk as a result of any of the foregoing. The Company does not undertake any obligation to update its forward-looking statements.

Critical Accounting Policies

The accounting and reporting policies followed by the Company conform, in all material respects, to U.S. generally accepted accounting principles ("GAAP") and to general practices within the financial services industry. In the course of normal business

activity, management must select and apply many accounting policies and methodologies and make estimates and assumptions that lead to the financial results presented in the Company's consolidated financial statements and accompanying notes. There are uncertainties inherent in making these estimates and assumptions, which could materially affect the Company's results of operations and financial position.

Management considers accounting estimates to be critical to reported financial results if (i) the accounting estimates require management to make assumptions about matters that are highly uncertain, and (ii) different estimates that management reasonably could have used for the accounting estimate in the current period, or changes in the accounting estimate that are reasonably likely to occur from period to period, could have a material impact on the Company's financial statements. Management considers the accounting policies relating to the allowance for credit losses ("allowance", or "ACL") to be a critical accounting policy because of the uncertainty and subjectivity involved in this policy and the material effect that estimates related to this area can have on the Company's financial condition and results of operations.

The Company's methodology for estimating the allowance considers available relevant information about the collectability of cash flows, including information about past events, current conditions, and reasonable and supportable forecasts. Refer to "Allowance for Credit Losses" below, "Note 5 - Allowance for Credit Losses", and "Note 1 - Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K for additional discussion regarding the allowance.

For information on the Company's significant accounting policies and to gain a greater understanding of how the Company's financial performance is reported, refer to "Note 1 - Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K.

Critical Accounting Estimates

The Company's significant accounting policies conform with GAAP and are described in "Note 1 - Summary of Significant Accounting Policies" of the Notes to Consolidated Financial Statements included in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K. In applying those accounting policies, management of the Company is required to exercise judgment in determining many of the methodologies, assumptions and estimates to be utilized. Certain critical accounting estimates are more dependent on such judgment and in some cases may contribute to volatility in the Company's reported financial performance should the assumptions and estimates used change over time due to changes in circumstances. The most significant area in which management of the Company applies critical assumptions and estimates was the following:

- Accounting for credit losses - The Company accounts for the allowance for credit losses using the current expected credit loss model. Under this model, the allowance for credit losses represents a valuation account that is deducted from the amortized cost basis of certain financial assets, including loans and leases, to present the net amount expected to be collected at the balance sheet date. A provision for credit losses is recorded to adjust the level of the allowance as deemed necessary by management. In estimating expected losses in the loan and lease portfolio, borrower-specific financial data and macro-economic assumptions are utilized to project losses over a reasonable and supportable forecast period. For certain loan pools that share similar risk characteristics, the Company utilizes statistically developed models to estimate amounts and timing of expected future cash flows, collateral values and other factors used to determine the borrowers' abilities to repay obligations. Such models consider historical correlations of credit losses with various macroeconomic assumptions including unemployment and gross domestic product. These forecasts may be adjusted for inherent limitations or biases of the models. Subsequent to the forecast period, the Company utilizes longer-term historical loss experience to estimate losses over the remaining contractual life of the loans. Changes in the circumstances considered when determining management's estimates and assumptions could result in changes in those estimates and assumptions, which could result in adjustment of the allowance for credit losses in future periods. A discussion of facts and circumstances considered by management in determining the allowance for credit losses is included herein in "Note 5 - Allowance for Credit Losses" in the Notes to the Unaudited Consolidated Financial Statements included in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K.

Results of Operations

General

The Company reported diluted earnings per share of \$11.24 in 2025, an increase of 126.2% compared to diluted earnings per share of \$4.97 in 2024. Net income for the year ended December 31, 2025, was \$161.1 million, an increase of 127.3% compared to \$70.9 million in 2024. The increase in both diluted earnings per share and net income included the sale of all of the

issued and outstanding shares of capital stock of the Company's wholly owned subsidiary, Tompkins Insurance Agencies, Inc. ("TIA") to Arthur J. Gallagher Risk Management Services, LLC. ("Gallagher") for approximately \$223.0 million in cash, subject to customary purchase price adjustments, during the fourth quarter of 2025. The transaction generated a pre-tax gain of \$188.2 million recognized in noninterest income. The Company also incurred \$4.3 million of expenses related to the sale of TIA, which are included in noninterest expense. Partially offsetting the gain in 2025 was a sale of \$564.2 million of available-for-sale debt securities, also during the fourth quarter of 2025, which resulted in a pre-tax loss on the sale of securities of \$78.7 million. Management expects this sale to favorably impact securities revenue in future periods as the securities sold had an average yield of 1.56%, while the proceeds of the sale were largely reinvested into securities with an estimated yield of approximately 4.52%.

Excluding the impact of the sale of TIA and realized losses on sales of investment securities, adjusted net income, a non-GAAP financial measure, was \$90.4 million for the year ended December 31, 2025, up \$19.6 million, or 27.7%, when compared to the prior year. Earnings per diluted share, adjusted to exclude the impact of the sale of TIA and realized losses on sales of investment securities ("adjusted diluted earnings per share"), also a non-GAAP financial measure, of \$6.31 for the year ended December 31, 2025, increased \$1.35 or 27.2% compared to the prior year. Reconciliations of these non-GAAP financial measures with the most directly comparable GAAP financial measures are presented in the "Non-GAAP Disclosure" on page 49.

In addition to earnings per share, key performance measurements for the Company include return on average shareholders' equity (ROE) and return on average assets (ROA). ROE was 20.61% in 2025, compared to 10.33% in 2024, while ROA was 1.96% in 2025 and 0.90% in 2024. Tompkins' 2025 ROE and ROA compared favorably with a peer ratio of 10.64%, and 1.09%, respectively. The peer group data presented here and elsewhere in this Annual Report on Form 10-K is derived from the FRB's "Bank Holding Company Performance Report", which covers banks and bank holding companies with assets between \$3.0 billion and \$10.0 billion as of September 30, 2025 (the most recent report available). Although the peer group data is presented based upon financial information that is one fiscal quarter behind the financial information included in this report, the Company believes that it is relevant to include certain peer group information for comparison to current period numbers. ROE and ROA adjusted to exclude the impact of the sale of TIA and realized losses on sales of investment securities ("adjusted ROE" and "adjusted ROA", which are non-GAAP financial measures), were 11.56% and 1.10% for the year ended December 31, 2025, compared to 10.33% and 0.90% for the year ended December 31, 2024. Reconciliations of these non-GAAP financial measures with the most directly comparable GAAP financial measures are presented in "Non-GAAP Disclosure" on page 49.

Segment Reporting

Prior to October 31, 2025, the Company operated in three business segments: banking, insurance and wealth management. Following the sale of TIA on October 31, 2025, the Company operates in two business segments: banking and wealth management. Insurance was comprised of property and casualty insurance services and employee benefit consulting operated under the Tompkins Insurance subsidiary. Wealth management activities include the results of the Company's trust, financial planning, and wealth management services provided by Tompkins Financial Advisors, a division of Tompkins Community Bank. All other activities are considered banking. For additional financial information on the Company's segments, refer to "Note 22 - Segment and Related Information" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K. The Company adopted ASU No. 2023-07, "Segment Reporting: Improvements to Reportable Segment Disclosures", effective for the Company for fiscal years beginning after December 15, 2024.

Banking Segment

As previously mentioned, banking includes all activities of the Company except for insurance (which the Company engaged in through October 31, 2025), and wealth management. In addition to the operations of its banking subsidiary, the main other activity of the Company included in the banking segment is the operations of the parent holding company, Tompkins Financial Corporation, which has historically had minimal impact on the results of operations of the banking segment. As mentioned above, the Company sold TIA on October 31, 2025 and recognized a gain on the sale of \$188.2 million, which is included in noninterest income. In addition, the Company recognized \$4.3 million of noninterest expenses related to the sale. The net after-tax impact of the sale was approximately \$129.0 million. Since the parent holding company was the sole owner of TIA, the transaction was recorded on the parent company's books, and is therefore included in the results of operations of the banking segment.

The banking segment reported net income of \$149.5 million for the year ended December 31, 2025, up \$90.3 million compared to net income of \$59.2 million for 2024. Net income for 2025 included the gain and expenses related to the sale of TIA and pre-tax losses of \$78.7 million from the sale of available-for-sale debt securities. Earnings performance in 2025 also benefited from

increased net interest income, driven by increased loan volume, increases in average asset yields and lower average funding costs compared to 2024.

The provision for credit loss expense was \$11.5 million in 2025, compared to a provision expense of \$6.6 million in the prior year. The increase in the provision for credit losses in 2025 over 2024 was mainly driven by an increase in net loan charge-offs, loan growth, and model assumption updates. The ratio of the allowance to total loans at December 31, 2025 was 0.89%, down from 0.94% at December 31, 2024. For additional information, see the section titled "The Allowance for Credit Losses" below.

Noninterest income of \$141.2 million in 2025 increased \$111.2 million or 370.8% compared to 2024. Noninterest income included \$188.2 million related to the sale of TIA, partially offset by pre-tax losses of \$78.7 million from repositioning of the securities portfolio. The increase in 2025 compared to 2024 also included a \$1.1 million increase in gains on sales of residential loans, which was partially offset by a \$550,000 decrease in card services income. For the year ended December 31, 2025, derivative income related to customer swap arrangements decreased by \$818,000 or 46.0% mainly due to a decrease in volume in 2025 compared to 2024.

Noninterest expense of \$170.2 million for the year ended December 31, 2025, increased by \$12.9 million or 8.2% compared to 2024. The increase was mainly attributable to an increase in salaries and wages and other employee benefits, up \$10.1 million or 10.7%, and professional fees, up \$3.0 million or 49.2%. The increase in salaries and wages and other employee benefits was mainly due to the previously mentioned \$4.3 million in expenses related to the sale of TIA and normal merit adjustments.

Insurance Segment

The insurance segment reported net income of \$8.1 million for 2025, which was up \$247,000 or 3.2% compared to 2024. Noninterest revenue for 2025 decreased by \$3.5 million or 8.7%, which was more than offset by a decrease in noninterest expense of \$3.7 million or 12.9%. The decreases in both revenue and expense were largely due to the sale of TIA on October 31, 2025, which resulted in ten months of operating results in 2025 compared to 12 months in 2024.

Wealth Management Segment

The wealth management segment reported net income of \$3.5 million for the year ended December 31, 2025, a decrease of \$310,000 or 8.2% compared to 2024. Revenue of \$21.4 million was up \$945,000 or 4.6% compared to 2024. The increase reflects a higher non-recurring gain on the sale of certain customer accounts, with \$921,000 recognized in 2025 compared to \$558,000 in the prior year, as well as growth in advisory fee revenue driven by market appreciation and a more favorable business mix. Noninterest expense of \$16.8 million was up by \$1.4 million or 8.8% compared to 2024. The increase was mainly driven by salaries and employee benefits, up \$809,000 or 8.0%, and intercompany service charges, up \$431,000 or 19.8% compared to 2024. The fair value of assets under management or in custody at December 31, 2025 totaled \$3.0 billion, representing a decrease of \$122.9 million or 4.0% compared to \$3.1 billion at year-end 2024. While new business production and market performance was favorable for the year, overall asset values declined due to the non-recurring sale of customer accounts totaling \$188.5 million in assets, consisting largely of lower-yielding brokerage relationships sold, and additional low-yielding custody asset outflows.

Net Interest Income

Net interest income is the Company's largest source of revenue, representing 55.9% of total revenues for the year ended December 31, 2025, and 70.6% of total revenues for the year ended December 31, 2024. The decrease in the ratio of net interest income to total revenue in 2025 was largely driven by the pre-tax gain of \$188.2 million related to the sale of TIA, partially offset by the pre-tax loss of \$78.7 million on the sale of available-for-sale debt securities in the fourth quarter 2025, both of which are reported in noninterest income. Net interest income is dependent on the volume and composition of interest earning assets and interest-bearing liabilities and the level of market interest rates. *Table 1 – Average Statements of Condition and Net Interest Analysis* shows average interest-earning assets and interest-bearing liabilities, and the corresponding yield or cost associated with each.

Net interest income of \$249.7 million for 2025 increased by \$38.6 million or 18.3% over 2024. The increase was primarily due to increases in average loan balances and average loan yields, along with lower average funding costs in 2025 compared to 2024.

Net interest margin for 2025 was 3.17%, compared to 2.79% for 2024. The increase in net interest margin for the year ended December 31, 2025 compared to the year ended December 31, 2024 was primarily due to increased yields on interest earning assets coupled with lower funding costs resulting from improved funding mix.

Net interest margin was 3.42% for the fourth quarter of 2025, up 22 basis points when compared to the immediate prior quarter, and up 49 basis points from 2.93% for the fourth quarter of 2024. The increase in net interest margin, when compared to the

most recent prior quarter, was primarily due to securities purchased in the fourth quarter of 2025 yielding higher interest rates compared to securities sold during the same period in 2025, and lower funding costs as a result of lower rates and improved funding mix. The increase in net interest margin when compared to the same period prior year was mainly a result of higher yields on average interest earning assets and higher average loan balances, coupled with lower average funding costs.

Interest income increased \$34.5 million or 9.9% in 2025 over 2024, driven by an increase in average interest-earning assets as well as higher interest-earning asset yields. Average interest-earning assets for the year ended December 31, 2025, increased \$317.8 million, or 4.2%, compared to 2024, primarily due to an increase in average loans. For the year ended December 31, 2025, the average yield on interest-earning assets increased 25 basis points over 2024.

Interest income on loans for the year ended December 31, 2025, was up \$32.6 million, or 10.8% compared to 2024, driven by higher average balances and higher average yields. Average loans and leases increased \$409.4 million or 7.1% in 2025 compared to 2024, and represented 78.0% of average earning assets in 2025 compared to 75.9% in 2024. The average yield on loans for the year ended December 31, 2025, of 5.43%, was up 18 basis points over 2024.

Interest income on securities, excluding dividends on FHLB stock, for the year ended December 31, 2025, was up \$2.5 million or 6.0% as compared to 2024, as higher average yields more than offset lower average balances. The average yield on total securities for the year ended December 31, 2025, increased 27 basis points, while average balances for securities decreased \$89.1 million, or 5.0%, from 2024. The increase in average securities yields was driven by repositioning of the investment portfolio through the sale of approximately \$564.2 million of available-for-sale investment securities in the fourth quarter of 2025. The securities sold had an average yield of 1.56%, while the proceeds of the sale were largely reinvested into securities with an average estimated yield of approximately 4.52%. The weighted average life of the securities purchased and sold was approximately 5.5 years.

Interest expense for 2025 decreased \$4.1 million or 3.0% compared to 2024, driven mainly by the decrease in average rates paid on interest-bearing liabilities and improved funding mix, as deposit growth contributed to a decrease in average borrowings. The average cost of interest-bearing deposits was 2.23% in 2025, a decrease of 4 basis points from 2.27% in 2024, while the average cost of interest-bearing liabilities decreased to 2.41% in 2025 from 2.60% in 2024.

Average interest-bearing deposits in 2025 increased \$371.0 million or 8.1% compared to 2024, with average time deposits up \$207.8 million or 20.4% and average interest-bearing checking, savings and money market deposits up \$163.2 million or 4.6%. The growth in average time deposits included an increase in average brokered deposits of \$79.3 million over prior year. Average noninterest bearing deposit balances in 2025 increased \$13.1 million or 0.7% versus 2024 and represented 27.2% of average total deposits in 2025 compared to 28.7% in 2024.

Average other borrowings decreased by \$131.9 million or 20.7% in 2025 compared to 2024. The average rate paid on other borrowings for the year ended December 31, 2025, was down 75 basis points compared to 2024.

Table 1 - Average Statements of Condition and Net Interest Analysis

	December 31, 2025			For the Quarters Ended September 30, 2025			December 31, 2024		
	Average Balance (QTD)	Interest	Average Yield/Rate	Average Balance (QTD)	Interest	Average Yield/Rate	Average Balance (QTD)	Interest	Average Yield/Rate
<i>(dollar amounts in thousands)</i>									
ASSETS									
Interest-earning assets									
Interest-bearing balances due from banks	\$ 17,795	\$ 211	4.70 %	\$ 18,474	\$ 187	4.02 %	\$ 19,065	\$ 235	4.90 %
Securities ¹									
U.S. Government securities	1,595,043	12,244	3.04 %	1,616,048	10,466	2.57 %	1,619,973	9,471	2.33 %
State and municipal ²	81,613	537	2.61 %	82,462	541	2.60 %	86,481	557	2.56 %
Other Securities ²	3,298	52	6.25 %	3,283	54	6.52 %	3,287	55	6.66 %
Total securities	1,679,954	12,833	3.03 %	1,701,793	11,061	2.58 %	1,709,741	10,083	2.35 %
FHLBNY and FRB stock	24,113	593	9.76 %	31,023	598	7.65 %	30,665	894	11.60 %
Total loans and leases, net of unearned income ^{2,3}	6,336,565	87,612	5.48 %	6,216,384	86,522	5.52 %	5,931,771	79,126	5.31 %
Total interest-earning assets	8,058,427	101,249	4.98 %	7,967,674	98,368	4.90 %	7,691,242	90,338	4.67 %
Other assets	313,860			329,774			282,490		
Total assets	\$ 8,372,287			\$ 8,297,448			\$ 7,973,732		
LIABILITIES & EQUITY									
Deposits									
Interest-bearing deposits									
Interest bearing checking, savings, & money market	\$ 3,779,290	\$ 16,695	1.75 %	\$ 3,724,882	\$ 17,306	1.84 %	\$ 3,661,006	\$ 17,223	1.87 %
Time deposits	1,282,009	11,150	3.45 %	1,228,830	10,967	3.54 %	1,076,300	10,331	3.82 %
Total interest-bearing deposits	5,061,299	27,845	2.18 %	4,953,712	28,273	2.26 %	4,737,306	27,554	2.31 %
Federal funds purchased & securities sold under agreements to repurchase	42,221	21	0.20 %	41,524	23	0.22 %	39,519	11	0.11 %
Other borrowings	380,920	3,983	4.15 %	535,327	5,882	4.36 %	534,219	6,176	4.60 %
Total interest-bearing liabilities	5,484,440	31,849	2.30 %	5,530,563	34,178	2.45 %	5,311,044	33,741	2.53 %
Noninterest bearing deposits	1,911,583			1,892,896			1,844,772		
Accrued expenses and other liabilities	100,606			102,462			101,370		
Total liabilities	7,496,629			7,525,921			7,257,186		
Tompkins Financial Corporation Shareholders' equity	875,658			771,527			715,299		
Noncontrolling interest	0			0			1,247		
Total equity	875,658			771,527			716,546		
Total liabilities and equity	\$ 8,372,287			\$ 8,297,448			\$ 7,973,732		
Interest rate spread			2.68 %			2.45 %			2.15 %
Tax-equivalent net interest income/margin on earning assets		69,400	3.42 %		64,190	3.20 %		56,597	2.93 %
Tax-equivalent adjustment		(339)			(312)			(316)	
Net interest income		\$ 69,061			\$ 63,878			\$ 56,281	

For the year ended December 31,									
	2025			2024			2023		
(dollar amounts in thousands)	Average Balance (YTD)	Interest	Average Yield/Rate	Average Balance (YTD)	Interest	Average Yield/Rate	Average Balance (YTD)	Interest	Average Yield/Rate
ASSETS									
Interest-earning assets									
Interest-bearing balances due from banks	\$ 17,136	\$ 760	4.44 %	\$ 14,052	\$ 741	5.27 %	\$ 13,064	\$ 674	5.16 %
Securities ¹									
U.S. Government securities	1,605,011	42,177	2.63 %	1,689,411	39,580	2.34 %	1,920,678	32,433	1.69 %
State and municipal ²	83,747	2,185	2.61 %	88,414	2,254	2.55 %	91,407	2,338	2.56 %
Other securities ²	3,284	213	6.49 %	3,277	235	7.17 %	3,272	229	6.99 %
Total securities	1,692,042	44,575	2.63 %	1,781,102	42,069	2.36 %	2,015,357	35,000	1.74 %
FHLBNY and FRB stock	29,677	2,537	8.55 %	35,369	3,203	9.06 %	22,284	1,697	7.63 %
Total loans and leases, net of unearned income ^{2,3}	6,177,928	335,471	5.43 %	5,768,575	302,780	5.25 %	5,357,699	261,144	4.87 %
Total interest-earning assets	7,916,783	383,343	4.84 %	7,599,098	348,793	4.59 %	7,408,404	298,515	4.03 %
Other assets	308,011			276,241			233,268		
Total assets	\$ 8,224,794			\$ 7,875,339			\$ 7,641,672		
LIABILITIES & EQUITY									
Deposits									
Interest-bearing deposits									
Interest bearing checking, savings, & money market	\$ 3,717,100	\$ 66,597	1.79 %	\$ 3,553,942	\$ 64,647	1.82 %	\$ 3,697,780	\$ 46,820	1.27 %
Time deposits	1,225,363	43,650	3.56 %	1,017,532	39,336	3.87 %	793,709	23,988	3.02 %
Total interest-bearing deposits	4,942,463	110,247	2.23 %	4,571,474	103,983	2.27 %	4,491,489	70,808	1.58 %
Federal funds purchased & securities sold under agreements to repurchase	43,360	146	0.34 %	42,752	46	0.11 %	55,773	58	0.10 %
Other borrowings	506,778	21,950	4.33 %	638,721	32,443	5.08 %	363,530	16,978	4.67 %
Total interest-bearing liabilities	5,492,601	132,343	2.41 %	5,252,947	136,472	2.60 %	4,910,792	87,844	1.79 %
Noninterest bearing deposits	1,851,128			1,838,036			1,994,861		
Accrued expenses and other liabilities	99,370			98,542			101,287		
Total liabilities	7,443,099			7,189,525			7,006,940		
Tompkins Financial Corporation Shareholders' equity	781,695			684,417			633,267		
Noncontrolling interest	0			1,397			1,465		
Total equity	781,695			685,814			634,732		
Total liabilities and equity	\$ 8,224,794			\$ 7,875,339			\$ 7,641,672		
Interest rate spread			2.43 %			1.99 %			2.24 %
Tax-equivalent net interest income/margin on earning assets		251,000	3.17 %		212,321	2.79 %		210,671	2.84 %
Tax-equivalent adjustment		(1,269)			(1,219)			(1,157)	
Net interest income		\$ 249,731			\$ 211,102			\$ 209,514	

¹ Average balances and yields on available-for-sale debt securities are based on historical amortized cost.

² Interest income includes the tax effects of tax-equivalent adjustments using the Federal income tax rate of 21.0% in 2025, 2024, and 2023 to increase tax exempt interest income to tax-equivalent basis.

³ Nonaccrual loans are included in the average asset totals presented above. Payments received on nonaccrual loans have been recognized as disclosed in "Note 1 - Summary of Significant Accounting Policies" of the Company's consolidated financial statements included in Part 1 of this Report on Form 10-K.

Table 2 - Analysis of Changes in Net Interest Income

<i>(In thousands)(taxable equivalent)</i>	2025 vs. 2024			2024 vs. 2023		
	Increase (Decrease) Due to Change in Average			Increase (Decrease) Due to Change in Average		
	Volume	Yield/Rate	Total	Volume	Yield/Rate	Total
INTEREST INCOME:						
Interest-bearing balances due from bank	\$ 148	\$ (129)	\$ 19	\$ 52	\$ 15	\$ 67
Investments ¹						
Taxable	(2,046)	4,621	2,575	(4,263)	11,417	7,154
Tax-exempt	(121)	52	(69)	(76)	(9)	(85)
FHLB and FRB stock	(494)	(172)	(666)	1,141	365	1,506
Loans, net ¹	23,401	9,290	32,691	21,989	19,647	41,636
Total interest income	\$ 20,888	\$ 13,662	\$ 34,550	\$ 18,843	\$ 31,435	\$ 50,278
INTEREST EXPENSE:						
Interest-bearing deposits:						
Interest checking, savings and money market	\$ 2,934	\$ (984)	\$ 1,950	\$ (1,886)	\$ 19,713	\$ 17,827
Time	8,153	(3,839)	4,314	8,307	7,041	15,348
Federal funds purchased and securities sold under agreements to repurchase	0	100	100	(14)	2	(12)
Other borrowings	(6,126)	(4,367)	(10,493)	13,861	1,604	15,465
Total interest expense	\$ 4,961	\$ (9,090)	\$ (4,129)	\$ 20,268	\$ 28,360	\$ 48,628
Net interest income	\$ 15,927	\$ 22,752	\$ 38,679	\$ (1,425)	\$ 3,075	\$ 1,650

¹ Interest income includes the tax effects of tax-equivalent adjustments using the Federal income tax rate of 21.0% in 2025, 2024 and 2023 to increase tax exempt interest income to tax-equivalent basis.

Changes in net interest income occur from a combination of changes in the volume of interest-earning assets and interest-bearing liabilities, and in the rate of interest earned or paid on them. The above table illustrates changes in interest income and interest expense attributable to changes in volume (change in average balance multiplied by prior year rate), changes in rate (change in rate multiplied by prior year volume), and the net change in net interest income. The net change attributable to the combined impact of volume and rate has been allocated to each in proportion to the absolute dollar amounts of the change. In 2025, net interest income increased by \$38.6 million, resulting from a \$34.6 million increase in interest income, as well as a \$4.1 million decrease in interest expense. The increase in interest income largely reflects increases in average loan balances and average loan and securities yields. The decrease in interest expense reflects lower rates paid on interest-bearing liabilities, both deposits and other borrowings, accompanied by lower average other borrowings.

Provision for Credit Loss Expense

The provision for credit loss expense represents management's estimate of the expense necessary to maintain the allowance for credit losses at an appropriate level. The allowance for credit losses represented 0.89% of total loans and leases at December 31, 2025, from 0.94% at December 31, 2024. The decrease in the ratio of allowance to total loans from year-end 2024 was due to updated economic forecasts for unemployment and gross domestic product, as well as improved asset quality. The provision for credit loss expense was \$11.5 million in 2025, compared to provision expense of \$6.6 million in 2024. The increase was mainly driven by a charge-off of \$4.7 million in the second quarter of 2025 on a commercial real estate relationship totaling \$18.1 million, and a charge-off of \$2.4 million in the fourth quarter of 2025 on a commercial real estate relationship totaling \$7.4 million. At the time of the charge-offs these commercial real estate relationships had specific reserves of \$4.2 million and \$1.6 million, respectively. The provision for credit losses for 2025 included a provision credit of \$30,000 related to off-balance sheet credit exposures compared to a provision credit of \$807,000 for 2024. The section captioned "Financial Condition – The Allowance for Credit Losses" below has further details on the allowance for credit losses and asset quality metrics.

Noninterest Income

<i>(In thousands)</i>	Year ended December 31,		
	2025	2024	2023
Insurance commissions and fees	\$ 35,569	\$ 39,100	\$ 37,351
Wealth management fees	20,115	19,589	17,951
Service charges on deposit accounts	7,258	7,288	6,913
Card services income	11,502	12,057	11,488
Gain on sale of TIA	188,241	0	0
Other income	12,875	10,061	6,511
Net gain (loss) on securities transactions	(78,689)	32	(69,973)
Total	\$ 196,871	\$ 88,127	\$ 10,241

Noninterest income of \$196.9 million for the year-ended December 31, 2025 increased \$108.7 million or 123.4% from 2024. Noninterest income represented 44.1% of total revenues in 2025, up from 29.5% in 2024.

As indicated by the above table, insurance commissions and fees decreased in 2025 compared to 2024 largely due to the sale of TIA on October 31, 2025, which resulted in ten months of operating results in 2025 compared to 12 months in 2024.

Wealth management fees of \$20.1 million in 2025 increased \$526,000 or 2.7% compared to 2024, reflecting market appreciation. Wealth management fees include fees from trust services, financial planning, wealth management services, and brokerage related services. The fair value of assets managed by, or in custody of, Tompkins was \$3.0 billion at December 31, 2025, a decrease of \$122.9 million or 4.0% from \$3.1 billion at December 31, 2024. While new business production and market performance for the year was favorable, total asset levels declined due to the non-recurring sale of certain customer accounts, consisting largely of lower-yielding brokerage relationships sold following the termination of our LPL relationship, and additional low-yielding custody outflows.

Service charges on deposit accounts of \$7.3 million in 2025 were flat compared to 2024. A decrease in net overdraft fees was mainly offset by increases in service fees on personal and business accounts, reflective of increased transaction activity, resulting from marketing initiatives in 2025.

Card services income decreased \$555,000 or 4.6% in 2025 compared to 2024. The primary components of card services income are fees related to interchange income and transaction fees for debit card transactions, credit card transactions, and ATM usage. The decrease was partially related to a \$255,000 sign-on bonus related to the renewal of a card services contract in 2024, accompanied by decreases in interchange rates from NYCE income.

The gain on sale of TIA was related to the sale of the Company's insurance agency subsidiary to Gallagher in the fourth quarter of 2025 at a pre-tax gain of \$188.2 million, as discussed above.

Other income of \$12.9 million increased \$2.8 million or 28.0% compared to 2024. The increase in 2025 compared to 2024 was mainly attributable to a \$1.9 million gain on the sale of OREO and gains on sales of residential loans, which were up \$1.2 million over 2024. These increases were partially offset by an \$818,000 decrease in derivatives related income, and a \$353,000 decrease in income related to bank owned life insurance.

The net loss on securities transactions for the year ended December 31, 2025 was \$78.7 million, compared to gain of \$32,000 for 2024. The loss was a result of the sale of \$564.2 million of available-for-sale debt securities during the fourth quarter of 2025 as part of a previously discussed balance sheet repositioning.

Noninterest Expense

<i>(In thousands)</i>	Year ended December 31,		
	2025	2024	2023
Salaries and wages	\$ 108,556	\$ 101,150	\$ 97,370
Other employee benefits	26,977	26,661	27,333
Net occupancy expense of premises	12,953	12,634	13,278
Furniture and fixture expense	7,476	7,666	8,663
Amortization of intangible assets	292	332	334
Other operating expense	53,958	51,199	56,314
Total	\$ 210,212	\$ 199,642	\$ 203,292

Noninterest expense for the year ended 2025 of \$210.2 million increased \$10.6 million, or 5.3% compared to 2024. The increase in noninterest expense in 2025 over 2024 was mainly driven by higher salaries and wages and other expenses (professional fees, marketing, audit and examinations, and travel and meetings).

Expenses associated with salaries and wages and employee benefits are the largest component of total noninterest expense. In 2025, the \$7.4 million or 7.3% increase in salaries and wages expense compared to 2024 was mainly attributable to \$4.3 million in expense related to the sale of TIA as well as annual merit adjustments. The number of employees as measured by average full time equivalents (FTEs) for 2025 was 960, compared to 966 for 2024.

Other operating expenses of \$54.0 million increased by \$2.8 million or 5.4% compared to 2024, including increases in marketing, up \$905,000; professional fees, up \$2.9 million; and travel and meeting expense, up \$401,000. Partially offsetting these increases was a \$1.6 million decrease in certain post-retirement benefit expenses year-over-year, which was partially the result of curtailment gains of \$916,000 related to certain benefit plans in connection with sale of TIA recognized in 2025.

Noncontrolling Interests

Net income attributable to noncontrolling interests represented the portion of net income in consolidated majority-owned subsidiaries that is attributable to the minority owners of a subsidiary. The noncontrolling interests related to three real estate investment trusts ("REIT"), which were substantially owned by the Company through the fourth quarter of 2024. In the fourth quarter of 2024, the Company's bank subsidiary approved the dissolution of the three REITs effective as of December 31, 2024.

Income Tax Expense

The provision for income taxes provides for Federal, New York State, Pennsylvania and other miscellaneous state income taxes. The 2025 provision was \$63.8 million, which increased \$41.8 million or 189.9% compared to the 2024 provision. The effective tax rate for the Company was 28.4% in 2025, up from 23.7% in 2024. The effective rates for 2025 and 2024 differed from the U.S. statutory rate of 21.0% during those periods due to the effect of state taxes, tax-exempt income from loans, securities, and life insurance assets, investments in tax credits, and compensation related adjustments. In addition, the effective tax rate in 2025 was impacted by the sale of TIA which resulted in a significant increase to pre-tax income and an adjustment for goodwill with no tax-basis. A reconciliation from the statutory rate to the effective tax rate is provided in "Note 15 - Income Taxes" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K.

Financial Condition

Total assets were \$8.7 billion at December 31, 2025, up by \$559.2 million or 6.9% from the previous year end. The increase over prior year end was mainly in loans and securities and supported by deposit growth.

Loans and leases were 74.4% of total assets at December 31, 2025, compared to 74.2% of total assets at December 31, 2024. Total loan balances were \$6.4 billion at December 31, 2025, an increase of \$426.3 million or 7.1% compared to the \$6.0 billion reported at year-end 2024. The increase was mainly in commercial real estate loans and commercial and industrial loans. A more detailed discussion of the loan portfolio is provided below in this section under the caption "Loans and Leases".

As of December 31, 2025, total securities comprised 19.6% of total assets, compared to 19.1% of total assets at year-end 2024. Securities increased \$150.6 million or 9.8% at December 31, 2025, compared to December 31, 2024. A more detailed discussion of the securities portfolio is provided below in this section under the caption "Securities".

Total deposits at year-end 2025 increased by \$466.0 million or 7.2% compared to December 31, 2024. Contributing to the increase, time deposit balances increased by \$230.0 million or 21.5%; checking, savings and money market accounts increased by \$183.5 million or 5.2%; and noninterest bearing deposits increased by \$52.5 million or 2.8%. Other borrowings, consisting mainly of short-term advances with the FHLB, decreased \$225.8 million or 28.6% from December 31, 2024. A more detailed discussion of deposits and borrowings is provided below in this section under the caption "Deposits and Other Liabilities".

Shareholders' Equity

The Consolidated Statements of Changes in Shareholders' Equity included in the Consolidated Financial Statements of the Company contained in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K, detail changes in equity capital over prior year end. Total shareholders' equity increased \$224.9 million or 31.5% to \$938.4 million at December 31, 2025, from \$713.4 million at December 31, 2024. The increase mainly reflects net income of \$161.1 million, a decrease in accumulated other comprehensive loss of \$99.4 million, and stock-based compensation of \$3.0 million, partially offset by common stock dividends of \$36.1 million and common stock repurchased of \$1.6 million.

Accumulated other comprehensive loss decreased from \$118.5 million at December 31, 2024 to \$19.1 million at December 31, 2025, reflecting a \$94.7 million increase in unrealized losses on available-for-sale debt securities and a \$4.7 million decrease related to employee post-retirement benefit plans. The decrease in unrealized losses on available-for-sale securities was mainly a result of the sale of \$564.2 million of available-for-sale securities at pre-tax loss of \$78.7 million during the fourth quarter of 2025 as well as changes in market interest rates.

The Company increased cash dividends per share by 28.3% in 2025 over 2024, which followed an increase of 1.7% in 2024 over 2023. Dividends per share were \$3.13 in 2025, compared to \$2.44 in 2024, and \$2.40 in 2023. Cash dividends paid represented 22.4%, 49.6%, and 364.6% of after-tax net income in 2025, 2024, and 2023, respectively.

On July 20, 2023, the Company's Board of Directors authorized a share repurchase plan (the "2023 Repurchase Plan") under which the Company could repurchase up to 400,000 shares of the Company's common stock over the 24 months following adoption of the plan. The 2023 Repurchase Plan expired by its terms on July 20, 2025. The Company did not repurchase any shares under the 2023 Repurchase Plan.

On July 24, 2025, the Company's Board of Directors authorized a replacement share repurchase plan (the "2025 Repurchase Plan") under which the Company may repurchase up to 400,000 shares of the Company's common stock over the 24 months following adoption of the plan. Shares may be repurchased from time to time under the 2025 Repurchase Plan in open market transactions at prevailing market prices, in privately negotiated transactions, or by other means in accordance with federal securities laws. The Company has no obligation to repurchase any shares and may discontinue repurchases at any time. As of December 31, 2025, 22,339 shares had been repurchased under the 2025 Repurchase Plan at an average price of \$73.86 per share.

The Company and its subsidiary bank are subject to various regulatory capital requirements administered by federal bank regulatory agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material adverse effect on the Company's business, results of operations and financial condition. Under capital adequacy guidelines and the regulatory framework for prompt corrective action (PCA), banks must meet specific guidelines that involve quantitative measures of assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. Capital amounts and classifications of the Company and its subsidiary bank are also subject to qualitative judgments by regulators concerning components, risk weightings, and other factors. Quantitative measures established by regulation to ensure capital adequacy require the maintenance of minimum amounts and ratios of common equity Tier 1 capital, Total capital and Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. Management believes that the Company and its subsidiary bank meet all capital adequacy requirements to which they are subject.

As of December 31, 2025, the capital ratios for the Company's subsidiary bank exceeded the minimum levels required to be considered well capitalized. Additional information on the Company's capital ratios and regulatory requirements is provided in "Note 20 - Regulations and Supervision" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K.

Securities

The Company maintains a portfolio of securities such as U.S. Treasuries, U.S. government sponsored entities securities, U.S. government agencies, non-U.S. Government agencies or sponsored entities mortgage-backed securities, obligations of states and political subdivisions thereof and equity securities. Management typically invests in securities with short to intermediate

average lives in order to better match the interest rate sensitivities of its assets and liabilities. Investment decisions are made within policy guidelines established by the Company's Board of Directors. The investment policy established by the Company's Board of Directors is based on the asset/liability management goals of the Company, and is monitored by the Company's Asset/Liability Management Committee and Investment Committee. The intent of the policy is to establish a portfolio of high-quality diversified securities, which optimizes net interest income within safety and liquidity limits deemed acceptable by the Asset/Liability Management Committee.

The Company classifies its securities at date of purchase as available-for-sale, held-to-maturity or trading. Most of the securities held by the Company are classified as available-for-sale. Securities available-for-sale may be used to enhance total return, provide additional liquidity, or reduce interest rate risk. Securities in the held-to-maturity portfolio would consist of obligations of the U.S. Government, U.S. Government sponsored entities and obligations of state and political subdivisions. Securities in the trading portfolio would reflect those securities that the Company elects to account for at fair value, with the adoption of ASC Topic 825, *Financial Instruments*.

The Company's total securities portfolio at December 31, 2025 was \$1.7 billion, compared to \$1.5 billion at December 31, 2024. The table below shows the composition of the available-for-sale and held-to-maturity debt securities portfolios as of year-end 2025, 2024 and 2023. The increase in securities from year-end 2024 was largely driven by \$812.6 million of securities purchases during 2025 which were partially offset by \$564.2 million of sales of available-for-sale debt securities and \$228.0 million of payments, maturities and calls during the year. Unrealized losses on the available-for-sale debt securities portfolio were \$9.3 million at year-end 2025, down from \$135.6 million at year-end 2024. The sale of securities and market conditions contributed to the decrease in unrealized losses at year-end 2025 from prior year end.

Additional information on the securities portfolio is available in "Note 3 - Securities" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K, which details the types of securities held, the carrying and fair values, and the contractual maturities as of December 31, 2025 and 2024.

Available-for-Sale Debt Securities	As of December 31,					
	2025		2024		2023	
(In thousands)	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
U.S. Treasuries	\$ 55,492	\$ 53,780	\$ 75,141	\$ 71,497	\$ 114,418	\$ 109,904
Obligations of U.S. Government sponsored entities	354,128	348,403	398,648	380,280	472,286	456,458
Obligations of U.S. states and political subdivisions	81,517	76,310	86,328	77,694	89,999	81,924
Mortgage-backed securities-residential, issued by						
U.S. Government agencies	315,001	313,496	68,130	63,254	49,976	45,240
U.S. Government sponsored entities	582,741	587,632	736,376	636,360	819,303	720,830
U.S. corporate debt securities	2,500	2,447	2,500	2,447	2,500	2,294
Total available-for-sale debt securities	\$ 1,391,379	\$ 1,382,068	\$ 1,367,123	\$ 1,231,532	\$ 1,548,482	\$ 1,416,650

Held-to-Maturity Debt Securities	As of December 31,					
	2025		2024		2023	
(In thousands)	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
U. S. Treasuries	\$ 85,831	\$ 78,794	\$ 86,049	\$ 74,688	\$ 86,266	\$ 75,215
Obligations of U.S. Government sponsored entities	226,697	205,066	226,413	192,607	226,135	192,240
Total held-to-maturity debt securities	\$ 312,528	\$ 283,860	\$ 312,462	\$ 267,295	\$ 312,401	\$ 267,455

The Company evaluates available-for-sale debt securities for expected credit losses ("ECL") in unrealized loss positions at each measurement date to determine whether the decline in the fair value below the amortized cost basis (impairment) is due to credit-related factors or noncredit-related factors.

Factors that may be indicative of ECL include, but are not limited to, the following:

- Extent to which the fair value is less than the amortized cost basis.
- Adverse conditions specifically related to the security, an industry, or geographic area (changes in technology, business practice).
- Payment structure of the debt security with respect to underlying issuer or obligor.
- Failure of the issuer to make scheduled payment of principal and/or interest.
- Changes to the rating of a security or issuer by a NRSRO.
- Changes in tax or regulatory guidelines that impact a security or underlying issuer.

For available-for-sale debt securities in an unrealized loss position, the Company evaluates the securities to determine whether the decline in the fair value below the amortized cost basis is the result of changes in interest rates or reflects a fundamental change in the creditworthiness of the underlying issuer. Any impairment that is not credit related is recognized in other comprehensive income, net of applicable taxes. Credit-related impairment is recognized as an allowance for credit losses ("ACL") on the Company's Statements of Condition, limited to the amount by which the amortized cost basis exceeds the fair value, with a corresponding adjustment to earnings. Both the ACL and the adjustment to net income may be reversed if conditions change.

Management measures expected credit losses on held-to-maturity debt securities on a collective basis by major security type with each type sharing similar risk characteristics and considers historical credit loss information that is adjusted for current conditions and reasonable and supportable forecasts. Management has made the accounting policy election to exclude accrued interest receivable on held-to-maturity debt securities from the estimate of credit losses. As of December 31, 2025, the held-to-maturity portfolio consisted of U.S. Treasury securities and securities issued by U.S. government-sponsored enterprises, including Federal National Mortgage Agency, Federal Home Loan Bank, and Federal Farm Credit Banks Funding Corporation. U.S. Treasury securities are backed by the full faith and credit of and/or guaranteed by the U.S. government, and it is expected that the securities will not be settled at prices less than the amortized cost bases of the securities. Securities issued by U.S. government agencies or U.S. government-sponsored enterprises carry the explicit and/or implicit guarantee of the U.S. government, are widely recognized as "risk-free," and have a long history of zero credit loss. As such, the Company did not record an allowance for credit losses for these securities as of December 31, 2025.

The total gross unrealized losses, shown in the tables above, were primarily attributable to changes in interest rates and levels of market liquidity, relative to when the investment securities were purchased, and not due to the credit-related quality of the investment securities. The Company does not have the intent to sell these securities and does not believe it is more likely than not that the Company will be required to sell these securities before a recovery of amortized cost.

The Company also holds non-marketable Federal Home Loan Bank New York ("FHLBNY") stock and non-marketable Atlantic Community Bankers Bank ("ACBB") stock, which are required to be held for regulatory purposes and for borrowing availability. The required investment in FHLBNY stock is tied to the Company's borrowing levels with the FHLBNY. Holdings of FHLBNY stock and ACBB stock totaled \$32.2 million and \$95,000 at December 31, 2025, respectively, compared to \$42.2 million and \$95,000, respectively, at December 31, 2024. These securities are carried at par, which is also cost. During 2025, the FHLBNY continued to pay dividends and repurchase stock. As such, the Company has not recognized any impairment on its holdings of FHLBNY.

Management's policy is to purchase investment grade securities that, on average, have relatively short expected durations. This policy helps mitigate interest rate risk and provides sources of liquidity without significant risk to capital. The contractual maturity distribution of debt securities and mortgage-backed securities as of December 31, 2025, along with the weighted average yield of each category, is presented in *Table 3-Maturity Distribution* below. Balances are shown at amortized cost and weighted average yields are calculated on a fully tax-equivalent basis. Expected maturities may differ from contractual maturities presented in *Table 3-Maturity Distribution* below, because issuers may have the right to call or prepay obligations with or without penalty and mortgage-backed securities may pay throughout the periods prior to contractual maturity.

Table 3 - Maturity Distribution

(dollar amounts in thousands)	As of December 31, 2025			
	Securities Available-for-Sale ¹		Securities Held-to-Maturity	
	Amount	Yield ²	Amount	Yield ²
U.S. Treasury				
Within 1 year	\$ 14,976	2.03 %	\$ 0	0.00 %
Over 1 to 5 years	35,614	2.79 %	75,880	1.37 %
Over 5 to 10 years	4,902	1.62 %	9,951	1.34 %
	\$ 55,492	2.48 %	\$ 85,831	1.37 %
Obligations of U.S. Government sponsored entities				
Within 1 year	\$ 55,606	4.16 %	\$ 0	0.00 %
Over 1 to 5 years	162,238	2.52 %	98,990	1.45 %
Over 5 to 10 years	136,284	4.22 %	127,708	1.79 %
Over 10 years	0	0.00 %	0	0.00 %
	\$ 354,128	3.43 %	\$ 226,697	1.64 %
Obligations of U.S. state and political subdivisions				
Within 1 year	\$ 3,642	3.29 %	\$ 0	0.00 %
Over 1 to 5 years	38,561	3.13 %	0	0.00 %
Over 5 to 10 years	39,314	2.55 %	0	0.00 %
Over 10 years	0	0.00 %	0	0.00 %
	\$ 81,517	2.86 %	\$ 0	0.00 %
Mortgage-backed securities - residential				
Within 1 year	\$ 0	0.00 %	\$ 0	0.00 %
Over 1 to 5 years	244	3.82 %	0	0.00 %
Over 5 to 10 years	78,618	4.71 %	0	0.00 %
Over 10 years	818,880	4.35 %	0	0.00 %
	\$ 897,742	4.38 %	\$ 0	0.00 %
Other securities				
Over 1 to 5 years	\$ 2,500	6.75 %	\$ 0	0.00 %
	\$ 2,500	6.75 %	\$ 0	0.00 %
Total securities				
Within 1 year	\$ 74,224	3.69 %	\$ 0	0.00 %
Over 1 to 5 years	239,157	2.70 %	174,870	1.42 %
Over 5 to 10 years	259,118	4.07 %	137,659	1.76 %
Over 10 years	818,880	4.35 %	0	0.00 %
	\$ 1,391,379	3.98 %	\$ 312,529	1.56 %

¹ Balances of available-for-sale debt securities are shown at amortized cost.

² Interest income includes the tax effects of tax-equivalent adjustments using a combined New York State and Federal effective income tax rate of 24.5% to increase tax-exempt interest income to tax-equivalent basis.

The average tax-equivalent yield on the securities portfolio was 2.63% in 2025, 2.36% in 2024 and 1.74% in 2023.

At December 31, 2025, there were no holdings of any one issuer, other than the U.S. Government sponsored entities, in an amount greater than 10% of the Company's shareholders' equity.

Loans and Leases

Table 4 - Composition of Loan and Lease Portfolio

(In thousands)	As of December 31,				
	2025	2024	2023	2022	2021
Commercial and industrial					
Agriculture	\$ 114,475	\$ 110,007	\$ 101,211	\$ 85,073	\$ 99,172
Commercial and industrial other ¹	986,173	855,568	722,294	706,456	770,381
Subtotal commercial and industrial	1,100,648	965,575	823,505	791,529	869,553
Commercial real estate					
Construction	448,901	385,931	303,406	201,116	178,582
Agriculture	234,292	217,582	221,670	214,963	195,973
Commercial real estate other	2,978,842	2,776,304	2,587,591	2,437,339	2,278,599
Subtotal commercial real estate	3,662,035	3,379,817	3,112,667	2,853,418	2,653,154
Residential real estate					
Home equity	227,654	204,194	188,316	188,623	182,671
Mortgages	1,363,532	1,366,646	1,373,275	1,346,318	1,290,911
Subtotal residential real estate	1,591,186	1,570,840	1,561,591	1,534,941	1,473,582
Consumer and other					
Indirect	68	229	841	2,224	4,655
Consumer and other	86,399	96,163	96,942	75,412	67,396
Subtotal consumer and other	86,467	96,392	97,783	77,636	72,051
Leases	10,413	12,484	15,383	16,134	13,948
Total loans and leases	\$ 6,450,749	\$ 6,025,108	\$ 5,610,929	\$ 5,273,658	\$ 5,082,288
Less: unearned income and deferred costs and fees	(4,504)	(5,186)	(4,994)	(4,747)	(6,821)
Total loans and leases, net of unearned income and deferred costs and fees	\$ 6,446,245	\$ 6,019,922	\$ 5,605,935	\$ 5,268,911	\$ 5,075,467

¹ Commercial and industrial other includes \$7,000, \$159,000, \$404,000, \$756,000, and \$71.3 million respectively, of Payment Protection Program "PPP" loans as of December 31, 2025, 2024, 2023, 2022, and 2021.

The below table shows a more detailed breakout of commercial real estate ("CRE") loans as of December 31, 2025 and December 31, 2024:

CRE Concentrations (In thousands)	As of December 31,			
	2025		2024	
	Balance	% CRE	Balance	% CRE
Construction	\$ 448,901	12.26 %	\$ 385,931	11.40 %
Multi-family/Single family real estate	774,338	21.15 %	677,532	20.05 %
Agriculture	234,292	6.40 %	217,582	6.44 %
Retail ¹	508,523	13.89 %	429,562	12.71 %
Hotels/motels	181,026	4.94 %	182,437	5.40 %
Office space ²	243,874	6.66 %	232,469	6.88 %
Industrial ³	253,959	6.93 %	243,616	7.21 %
Mixed Use	362,900	9.91 %	344,708	10.20 %
Medical ⁴	150,499	4.11 %	148,009	4.38 %
Other	503,723	13.75 %	517,971	15.33 %
Total	\$ 3,662,035	100.00 %	\$ 3,379,817	100.00 %

¹ Retail included 2.1% and 2.5%, respectively, of owner occupied real estate at December 31, 2025 and 2024.

² Office space included 1.7%, respectively, of owner occupied real estate at both December 31, 2025 and 2024.

³ Industrial included 2.79% and 2.59%, respectively, of owner occupied real estate at December 31, 2025 and 2024.

⁴ Medical included 1.71% and 2.37%, respectively, of owner occupied real estate at December 31, 2025 and 2024.

Total loans and leases of \$6.4 billion at December 31, 2025 increased \$426.3 million or 7.1% from December 31, 2024. The increase was mainly in commercial real estate loans and commercial and industrial loans. At December 31, 2025, total loans and leases represented 74.4% of total assets compared to 74.2% of total assets at December 31, 2024.

Residential real estate loans, including home equity loans, were \$1.6 billion at December 31, 2025, an increase of \$20.3 million or 1.3% compared to \$1.6 billion at year-end 2024. Residential real estate loans comprised 24.7% of total loans and leases at December 31, 2025 compared to 26.1% at December 31, 2024. Growth in residential loan balances is impacted by the Company's decision to retain these loans or sell them in the secondary market due to interest rate considerations. The Company's Asset/Liability Management Committee meets regularly and establishes standards for selling or retaining residential real estate mortgage originations.

Residential real estate loans are generally sold to Federal Home Loan Mortgage Corporation ("FHLMC") without recourse in accordance with standard secondary market loan sale agreements. These residential real estate loans also are subject to customary representations and warranties made by the Company, including representations and warranties related to gross incompetence and fraud. The Company has not had to repurchase any loans as a result of these representations and warranties.

During 2025, 2024, and 2023, the Company sold residential mortgage loans totaling \$85.6 million, \$40.1 million, and \$4.5 million, respectively, and realized net gains on these sales of \$2.2 million, \$1.0 million, and \$96,000, respectively. When residential mortgage loans are sold to FHLMC, the Company typically retains all servicing rights, which provides the Company with a source of fee income. In connection with the sales in 2025, 2024, and 2023, the Company recorded mortgage-servicing assets of \$642,000, \$299,000, and \$34,000, respectively.

The Company originates fixed rate and adjustable rate residential mortgage loans. The Company also originates loans that have characteristics of both, such as a 7/6 adjustable rate mortgage, which has a fixed rate for the first seven years and then adjusts semi-annually thereafter. The majority of residential mortgage loans originated by the Company over the last several years have been fixed rate loans. Adjustable rate loans increased in 2024 and 2025 as a result of the higher interest rate environment. Adjustable rate residential real estate loans are underwritten based upon the initial rate when the fixed rate period is 5 years or longer. For loans with an initial fixed rate of less than 5 years, the fully indexed rate is utilized for ability to repay qualifying and underwriting. This underwriting practice matches secondary market guidelines.

Commercial real estate loans totaled \$3.7 billion at December 31, 2025, an increase of \$282.2 million or 8.4% compared to December 31, 2024, and represented 56.8% of total loans and leases at December 31, 2025, compared to 56.1% at December 31, 2024.

Commercial and industrial loans totaled \$1.1 billion at December 31, 2025, which was an increase of \$135.1 million or 14.0% from December 31, 2024. Commercial and industrial loans represented 17.1% of total loans at December 31, 2025 compared to 16.0% at December 31, 2024.

As of December 31, 2025, agriculturally-related loans totaled \$348.8 million or 5.4% of total loans and leases compared to \$327.6 million or 5.4% of total loans and leases at December 31, 2024. Agriculturally-related loans include loans to dairy farms and cash and vegetable crop farms. Agriculturally related loans are primarily made based on identified cash flows of the borrower with consideration given to underlying collateral, personal guarantees, and government related guarantees. Agriculturally-related loans are generally secured by the assets or property being financed or other business assets such as accounts receivable, livestock, equipment or commodities/crops.

The consumer loan portfolio includes personal installment loans, indirect automobile financing, and overdraft lines of credit. Consumer and other loans were \$86.5 million at December 31, 2025, compared to \$96.4 million at December 31, 2024.

The lease portfolio decreased by 16.6% to \$10.4 million at December 31, 2025 from \$12.5 million at December 31, 2024. As of December 31, 2025, commercial leases and municipal leases represented 100.0% of total leases.

The Company has adopted comprehensive lending policies, underwriting standards and loan review procedures. There were no significant changes to the Company's existing policies, underwriting standards and loan review procedures during 2025. The Company's Board of Directors approves the lending policies at least annually. The Company recognizes that exceptions to policy guidelines may occasionally occur and has established procedures for approving exceptions to these policy guidelines. Management has also implemented reporting systems to monitor loan originations, loan quality, concentrations of credit, loan delinquencies and nonperforming loans and potential problem loans.

The Company's loan and lease customers are located primarily in the New York and Pennsylvania communities served by its subsidiary bank. Although operating in numerous communities in New York and Pennsylvania, the Company is still dependent on the general economic conditions of these states and the local economic conditions of the communities within those states in which the Company does business.

Analysis of Past Due and Nonperforming Loans

(In thousands)	As of December 31,				
	2025	2024	2023	2022	2021
Loans 90 days past due and accruing					
Commercial and industrial	\$ 0	\$ 0	\$ 0	\$ 25	\$ 0
Residential real estate	1	9	0	0	0
Consumer and other	145	314	101	0	0
Total loans 90 days past due and accruing	\$ 146	\$ 323	\$ 101	\$ 25	\$ 0
Nonaccrual loans					
Commercial and industrial	\$ 8,305	\$ 1,542	\$ 2,273	\$ 618	\$ 533
Commercial real estate	22,864	32,590	44,450	13,858	13,893
Residential real estate	16,555	16,278	15,172	13,544	11,178
Consumer and other	70	138	270	269	429
Total nonaccrual loans and leases	\$ 47,794	\$ 50,548	\$ 62,165	\$ 28,289	\$ 26,033
Troubled debt restructurings not included above	0	0	0	4,530	5,124
Total nonperforming loans and leases	\$ 47,940	\$ 50,871	\$ 62,266	\$ 32,844	\$ 31,157
Other real estate owned	229	14,314	131	152	135
Total nonperforming assets	\$ 48,169	\$ 65,185	\$ 62,397	\$ 32,996	\$ 31,292
Total nonperforming loans and leases as a percentage of total loans and leases	0.74 %	0.85 %	1.11 %	0.62 %	0.61 %
Total nonperforming assets as a percentage of total assets	0.56 %	0.80 %	0.80 %	0.43 %	0.40 %
Allowance as a percentage of nonperforming loans and leases	120.30 %	111.06 %	82.84 %	139.86 %	137.51 %

Asset quality measures were generally favorable at December 31, 2025 compared to December 31, 2024. The above table shows a decrease in nonperforming loans and nonperforming assets at year-end 2025 from year-end 2024. The Company's total nonperforming assets as a percentage of total assets was 0.56% at December 31, 2025 compared to 0.80% at December 31, 2024, compared to its peer group's most recent ratio of 0.58% at September 30, 2025. The peer data is from the Federal Reserve Board and represents banks or bank holding companies with assets between \$3.0 billion and \$10.0 billion. The decrease in nonperforming assets was mainly due to a \$14.2 million decrease related to one commercial property being transferred from commercial real estate loans into other real estate owned during the fourth quarter of 2024, and subsequently being sold in the first quarter of 2025.

Nonperforming loans and leases totaled \$47.9 million at December 31, 2025 and decreased 5.8% from December 31, 2024. Nonperforming loans and leases represented 0.74% of total loans at December 31, 2025, compared to 0.85% of total loans at December 31, 2024. Nonperforming loans and leases in the commercial real estate portfolio at year-end 2025 decreased by \$9.7 million compared to year-end 2024. During the fourth quarter of 2025, a \$7.4 million commercial real estate loan was removed from nonaccrual loans, reflecting a payoff of \$5.0 million, with a partial charge-off of \$2.4 million.

Loans past due 30-89 days totaled \$8.8 million or 0.14% of total loans at December 31, 2025, and \$28.8 million or 0.48% of total loans at December 31, 2024. The decrease in loans past due 30-89 days when compared to December 31, 2024 was mainly due to one commercial real estate loan totaling \$17.3 million being moved to nonaccrual loans and leases in the first quarter of 2025.

Loans internally-classified Special Mention or Substandard totaled \$134.5 million at December 31, 2025, compared to \$111.1 million at December 31, 2024. The increase at December 31, 2025 compared to prior year end was largely due to the downgrade of one performing commercial loan totaling \$20.1 million to Substandard during 2025.

The Company adopted ASU 2022-02 effective January 1, 2023. This standard eliminated the previous troubled debt restructuring ("TDR") accounting model and replaced it with guidance and disclosure requirements for identifying modifications to loans to borrowers experiencing financial difficulty. Modifications to borrowers experiencing financial difficulty may include interest rate reductions, principal or interest forgiveness, forbearances, term extensions, and other actions intended to minimize economic loss and to avoid foreclosure or repossession of collateral. Prior year TDRs are included in the above table within the following categories: "loans 90 days past due and accruing", "nonaccrual loans", or "troubled debt restructurings not included above".

In general, the Company places a loan on nonaccrual status if principal or interest payments become 90 days or more past due and/or management deems the collectability of the principal and/or interest to be in question, as well as when called for by regulatory requirements. Although in nonaccrual status, the Company may continue to receive payments on these loans. These payments are generally recorded as a reduction to principal and interest income is recorded only after principal recovery is reasonably assured. For additional financial information on the difference between the interest income that would have been recorded if these loans and leases had been paid in accordance with their original terms and the interest income that was recorded, refer to "Note 4 - Loans and Leases" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K.

The Company's recorded investment in loans and leases that are individually evaluated totaled \$26.1 million at December 31, 2025, and \$31.7 million at December 31, 2024. A loan is individually evaluated when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. Individually evaluated loans consist of our non-homogenous nonaccrual loans and loans that are 90 days or more past due. Specific reserves on individually evaluated loans that are not collateral dependent are measured based on the present value of expected future cash flows discounted at the original effective interest rate of each loan. For loans that are collateral dependent, impairment is measured based on the fair value of the collateral less estimated selling costs, and such impaired amounts are generally charged off.

At December 31, 2025, there were specific reserves of \$1.4 million, related to one commercial real estate relationship totaling \$17.3 million and one residential real estate relationship totaling \$2.4 million, compared to \$1.7 million of specific reserves on three commercial real estate relationships totaling \$7.5 million at December 31, 2024. The majority of the individually evaluated loans are collateral dependent loans that have limited exposure or require limited specific reserves because of the amount of collateral support with respect to these loans or the loans have been written down to fair value. Interest payments on individually evaluated loans are typically applied to principal unless collectability of the principal amount is reasonably assured. In these cases, interest is recognized on a cash basis. There was no interest income recognized on individually evaluated loans and leases for 2025, 2024 and 2023.

The ratio of the allowance to nonperforming loans was 120.30% at December 31, 2025, compared to 111.06% at December 31, 2024. The increase in the ratio from year-end 2025 from year-end 2024 was mainly due to the decrease in nonperforming loans discussed in more detail above and, to a lesser extent, the increase in the allowance for credit losses. The Company's nonperforming loans are mostly made up of collateral dependent loans requiring little to no specific allowance due to the level of collateral available with respect to these loans and/or previous charge-offs.

Management reviews the loan portfolio for evidence of potential problem loans and leases. Potential problem loans and leases are loans and leases that are currently performing in accordance with contractual terms, but where known information about possible credit problems of the related borrowers causes management to have doubt as to the ability of such borrowers to comply with the present loan payment terms and may result in such loans and leases becoming nonperforming at some time in the future. Management considers loans and leases classified as Substandard, which continue to accrue interest, to be potential problem loans and leases. The Company, through its credit administration function, identified 12 commercial relationships in the loan portfolio totaling \$5.0 million at December 31, 2025 that were potential problem loans. At December 31, 2024, there were 16 commercial relationships totaling \$41.2 million that were considered potential problem loans. Of the 12 commercial relationships from the portfolio that were classified as potential problem loans at December 31, 2025, there was 1 relationship that individually equaled or exceeded \$1.0 million, which totaled \$1.6 million. The decrease in the aggregate amount of potential problem loans at year-end 2025 from year-end 2024 was mainly due to the downgrade of one commercial real estate loan totaling \$17.3 million to being reported as individually evaluated.

Potential problem loans remain in a performing status due to a variety of factors, including payment history, the value of collateral supporting the credits, and personal or government guarantees. These factors, when considered in the aggregate, give management reason to believe that the current risk exposure on these loans does not warrant accounting for these loans as nonperforming. However, these loans do exhibit certain risk factors, which have the potential to cause them to become

nonperforming. Accordingly, management's attention is focused on these credits, which are reviewed on at least a quarterly basis.

The Allowance for Credit Losses

Management reviews the appropriateness of the ACL on a regular basis. Management considers the accounting policy relating to the ACL to be a critical accounting policy, given the inherent uncertainty in evaluating the levels of the ACL required to cover credit losses in the portfolio and the material effect that assumptions could have on the Company's results of operations. The Company has developed a methodology to measure the amount of estimated credit loss exposure inherent in the loan portfolio to assure that an appropriate ACL is maintained. The Company's methodology is based upon guidance provided in SEC Staff Accounting Bulletin No. 119, *Measurement of Credit Losses on Financial Instruments ("CECL")*, and *Financial Instruments - Credit Losses* and ASC Topic 326, *Financial Instruments - Credit Losses*.

The Company uses a discounted cash flow ("DCF") method to estimate expected credit losses for all loan segments excluding the leasing segment. For each of these loan segments, the Company generates cash flow projections at the loan level wherein payment expectations are adjusted for estimated prepayment speeds, curtailments, recovery lag, probability of default, and loss given default. The modeling of expected prepayment speeds, curtailment rates, and time to recovery are based on internal historical data.

The Company uses regression analysis of historical internal and peer data to determine suitable loss drivers to utilize when modeling lifetime probability of default and loss given default. This analysis also determines how expected probability of default and loss given default will react to forecasted levels of the loss drivers. For all loans utilizing the DCF method, management utilizes and forecasts national unemployment and a one year percentage change in national gross domestic product as loss drivers in the model.

For all DCF models, management has determined that four quarters represents a reasonable and supportable forecast period and reverts back to a historical loss rate over eight quarters on a straight-line basis. Management leverages economic projections from a reputable and independent third party to inform its loss driver forecasts over the four-quarter forecast period. Other internal and external indicators of economic forecasts, and scenario weightings, are also considered by management when developing the forecast metrics.

The combination of adjustments for credit expectations and timing expectations produces an expected cash flow stream at the loan level. Instrument effective yield is calculated, net of the impacts of prepayment assumptions, and the instrument expected cash flows are then discounted at that effective yield to produce a net present value of expected cash flows ("NPV"). An ACL is established for the difference between the NPV and amortized cost basis.

The model also considers the need to qualitatively adjust expected loss estimates for information not already captured in the loss estimation process. These qualitative factors include, but are not limited to, those suggested by the Interagency Policy Statement on Allowances for Credit Losses. These qualitative factor adjustments may increase or decrease the Company's estimate of expected credit losses.

Due to the size and characteristics of the leasing portfolio, the remaining life method, using the historical loss rate of the commercial and industrial segment, is used to determine the allowance for credit losses.

Loans that do not share similar risk characteristics are evaluated on an individual basis. The ACL for individually evaluated loans is measured using the DCF method based on the loan's contractual interest rate, or at the loan's observable market price, or if the loan is collateral dependent, at the fair value of the collateral, less cost to sell.

Since the methodology is based upon historical experience and trends, current conditions, and reasonable and supportable forecasts, as well as management's judgment, factors may arise that result in different estimates. While management's evaluation of the allowance as of December 31, 2025 considers the allowance to be appropriate, under adversely different conditions or assumptions, the Company would need to increase or decrease the allowance. In addition, various federal regulatory agencies and the NYSDFS, as part of their examination process, review the Company's allowance and may require the Company to recognize additions to the allowance based on their judgments and information available to them at the time of their examinations.

Tables 5 and 6 below show additional information on the ACL as of December 31, 2025 and the prior four years.

The allocation of the Company's allowance as of December 31, 2025, and each of the previous four years is illustrated in the below table. The table provides an allocation of the allowance for credit losses for inherent loan losses by type. The allocation is

neither indicative of the specific amounts or the loan categories in which future charge-offs may occur, nor is it an indicator of future loss trends. The allocation of the allowance for credit losses to each category does not restrict the use of the allowance to absorb losses in any category. The table shows a fairly consistent allocation of the loan portfolio and allowance over the period with commercial real estate and residential real estate representing the largest proportion of total loans and the allowance.

Table 5 - Allocation of the Allowance for Credit Losses

<i>(In thousands)</i>	As of December 31,					
	2025	2024	2023	2022	2021	
Total loans outstanding at end of year	\$ 6,446,245	\$ 6,019,922	\$ 5,605,935	\$ 5,268,911	\$ 5,075,467	
Allocation of the ACL by loan type:						
Commercial and industrial	\$ 10,234	\$ 7,684	\$ 6,667	\$ 6,039	\$ 6,335	
Commercial real estate	35,255	35,837	31,581	27,287	24,813	
Residential real estate	10,893	11,345	11,700	11,154	10,139	
Consumer and other	1,230	1,568	1,557	1,358	1,492	
Leases	59	62	79	96	64	
Total	\$ 57,671	\$ 56,496	\$ 51,584	\$ 45,934	\$ 42,843	
Allocation of the ACL as a percentage of total allowance:						
Commercial and industrial	18 %	14 %	13 %	13 %	15 %	
Commercial real estate	61 %	63 %	61 %	60 %	58 %	
Residential real estate	19 %	20 %	23 %	24 %	24 %	
Consumer and other	2 %	3 %	3 %	3 %	3 %	
Leases	0 %	0 %	0 %	0 %	0 %	
Total	100 %	100 %	100 %	100 %	100 %	
Loan and lease types as a percentage of total loans and leases:						
Commercial and industrial	17 %	16 %	15 %	16 %	18 %	
Commercial real estate	57 %	56 %	55 %	54 %	52 %	
Residential real estate	25 %	26 %	28 %	29 %	29 %	
Consumer and other	1 %	2 %	2 %	1 %	1 %	
Leases	0 %	0 %	0 %	0 %	0 %	
Total	100 %	100 %	100 %	100 %	100 %	

Table 6 - Analysis of the Allowance for Credit Losses

(In thousands)	As of December 31,					
	2025	2024	2023	2022	2021	
Average loans outstanding during year	\$ 6,177,928	\$ 5,768,575	\$ 5,357,699	\$ 5,142,099	\$ 5,184,492	
Balance of allowance at beginning of year	56,496	51,584	45,934	42,843	51,669	
Impact of adopting ASU 2022-02	0	0	64	0	0	
Loan charge-offs:						
Commercial and industrial	\$ 1,541	\$ 293	\$ 34	\$ 559	\$ 274	
Commercial real estate	7,310	249	0	50	6,957	
Residential real estate	0	0	20	53	77	
Consumer and other	2,359	2,598	1,045	544	438	
Total loan charge-offs	\$ 11,210	\$ 3,140	\$ 1,099	\$ 1,206	\$ 7,746	
Recoveries of loans previously charged-off:						
Commercial and industrial	\$ 82	\$ 40	\$ 87	\$ 195	\$ 118	
Commercial real estate	4	7	1,292	951	1,175	
Residential real estate	118	135	186	346	236	
Consumer and other	617	452	255	306	196	
Total loan recoveries	\$ 821	\$ 634	\$ 1,820	\$ 1,798	\$ 1,725	
Net loan charge-offs (recoveries)	10,389	2,506	(721)	(592)	6,021	
Additions/(Reductions) to allowance charged to operations	11,564	7,418	4,865	2,499	(2,805)	
Balance of allowance at end of year	\$ 57,671	\$ 56,496	\$ 51,584	\$ 45,934	\$ 42,843	
Allowance as a percentage of total loans and leases outstanding	0.89 %	0.94 %	0.92 %	0.87 %	0.84 %	
Net charge-offs (recoveries) as a percentage of average loans and leases outstanding during the year	0.17 %	0.04 %	(0.01)%	(0.01)%	0.12 %	

The above table shows the activity in the allowance for credit losses over the past five years as well as the allowance coverage of total loans at the end of each of the past five years. As of December 31, 2025, the ACL was \$57.7 million, an increase of \$1.2 million or 2.1% from year-end 2024. The increase reflects provision for credit loss expense of \$11.6 million, less net loan charge-offs of \$10.4 million. The ratio of the allowance for credit losses as a percentage of total loans was 0.89% at year-end 2025 compared to 0.94% at year-end 2024.

The increase in the ACL from year-end 2024 reflects loan growth, mainly in commercial real estate and commercial and industrial loans, partially offset by updated model assumptions based on the annual model review and a decrease in qualitative reserves driven by asset quality improvements. Reserves on loans individually evaluated for impairment decreased approximately \$284,000 from year end 2024 primarily related to the sale of two commercial relationships. This portion of the ACL estimate reflects the difference between fair value of collateral less costs to sell and the amortized cost basis of the loans.

Provision for credit losses loans for the year ended December 31, 2025 was \$11.6 million compared to \$7.4 million for the same period in 2024. The increase in provision expense for 2025 compared to 2024 was mainly driven by a charge-off of \$4.7 million in the second quarter of 2025 on a commercial real estate relationship totaling \$18.1 million, and a charge-off of \$2.4 million in the fourth quarter of 2025 on a commercial real estate relationship totaling \$7.4 million. At the time of the charge-offs, the two commercial real estate relationships had specific reserves of \$4.2 million and \$1.6 million, respectively. Net charge-offs / (recoveries) as a percentage of average loans was 0.17% for 2025 compared to 0.04% in 2024, and (0.01)% in 2023.

Management believes that, based upon its evaluation as of December 31, 2025, the allowance is appropriate.

Loan Commitments and Allowance for Credit Losses on Off-Balance Sheet Credit Exposures

Financial instruments include off-balance sheet credit instruments, such as commitments to make loans, and commercial letters of credit. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument

for off-balance sheet loan commitments is represented by the contractual amount of those instruments. Such financial instruments are recorded when they are funded. The Company records an allowance for credit losses on off-balance sheet credit exposures, unless the commitments to extend credit are unconditionally cancellable, through a charge to credit loss expense for off-balance sheet credit exposures included in other noninterest expense in the Company's consolidated statements of income. As of December 31, 2025, the Company's reserve for off-balance sheet credit exposures was \$1.4 million, compared to \$1.5 million at December 31, 2024.

Deposits and Other Liabilities

Total deposits were \$6.9 billion at December 31, 2025, an increase of \$466.0 million or 7.2% compared to year-end 2024. The increase from year-end 2024 primarily consisted of increases in savings and money market balances which were up \$183.5 million, and time deposits which were up \$230.0 million. The increase in time deposits included \$114.4 million of brokered time deposits.

The most significant source of funding for the Company is core deposits. The Company defines core deposits as total deposits less time deposits of \$250,000 or more, brokered deposits, municipal money market deposits and reciprocal deposit relationships with municipalities. Core deposits increased by \$255.4 million or 4.9% to \$5.5 billion at year-end 2025 from \$5.3 billion at year-end 2024. Core deposits represented 79.5% of total deposits at December 31, 2025, compared to 81.3% of total deposits at December 31, 2024.

Municipal money market accounts and reciprocal deposit relationships with municipalities totaled \$404.0 million at year-end 2025, which decreased 5.3% from year-end 2024. In general, there is a seasonal pattern to municipal deposits starting with a low point during July and August. Account balances tend to increase throughout the fall and into the winter months from tax deposits and receive an additional inflow at the end of March from the electronic deposit of state funds.

The Company uses both retail and wholesale repurchase agreements. Retail repurchase agreements are arrangements with local customers of the Company, in which the Company agrees to sell securities to the customer with an agreement to repurchase those securities at a specified later date. Retail repurchase agreements totaled \$45.6 million at December 31, 2025, and \$37.0 million at December 31, 2024. Management generally views local repurchase agreements as an alternative to large time deposits. Refer to "Note 9 - Federal Funds Purchased and Securities Sold Under Agreements to Repurchase" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K for further details on the Company's repurchase agreements.

The Company's other borrowings totaled \$564.4 million at year-end 2025, which were down \$225.8 million from prior year end. The \$564.4 million in borrowings at December 31, 2025, included \$395.0 million in overnight advances from the FHLB and \$169.4 million in term advances from the FHLB. Borrowings of \$790.2 million at year-end 2024 represented \$247.0 million in overnight borrowings and \$543.2 million in FHLB term advances. Of the \$169.4 million in FHLB term advances at year-end 2025, \$45.0 million were due within three months, \$20.0 million were due between three months and six months, \$29.4 million were due between six months and one year, and \$75.0 million were due in over one year. Refer to "Note 10 - Other Borrowings" in Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K for further details on the Company's term borrowings with the FHLB.

Liquidity Management

The objective of liquidity management is to ensure the availability of adequate funding sources to satisfy anticipated demand for credit, deposit withdrawals, and business investment opportunities. The Company's large, stable core deposit base and strong capital position are the foundation for the Company's liquidity position. The Company uses a variety of resources to meet its liquidity needs, which include deposits, cash and cash equivalents, short-term investments, cash flow from lending and investing activities, repurchase agreements, and borrowings. The Company's Asset/Liability Management Committee monitors asset and liability positions of the Company's subsidiary bank individually and on a combined basis. The Committee reviews periodic reports on liquidity and interest rate sensitivity positions. Comparisons with industry and peer groups are also monitored. The Company's strong reputation in the communities it serves, along with its strong financial condition, provides access to numerous sources of liquidity as described below. Management believes these diverse liquidity sources provide sufficient means to meet all demands on the Company's liquidity that are reasonably likely to occur. Management measures liquidity, including the level of cash, unencumbered securities, and the availability of dependable borrowing sources. The Board has set a policy limit stating that reliable sources of liquidity should remain in excess of 6% of total assets. The ratio was 16.2% at December 31, 2025 and 14.7% at December 31, 2024. In addition, the Company maintains access to the Federal Reserve Bank borrowing facility, which improved the reliable sources of liquidity ratio by an additional 2.9% at December 31, 2025, and 1.7% at December 31, 2024, to 19.1% and 16.4%, respectively. The Company also maintains board policy limits requiring that on-balance sheet liquidity, which includes liquid assets including cash, overnight funds sold, short-term investments, fair

value of encumbered investment securities, and the guaranteed portion of government and agency loans, remain above 3% of total assets. As of December 31, 2025, this ratio was 11.1%.

Core deposits, discussed above under "Deposits and Other Liabilities", are a primary and low cost funding source obtained primarily through the Company's branch network. In addition to core deposits, the Company uses non-core funding sources to support asset growth. These non-core funding sources include time deposits of \$250,000 or more, municipal money market deposits, brokered deposits, reciprocal deposits, bank borrowings, securities sold under agreements to repurchase and overnight and term advances from the FHLB. Rates and terms are the primary determinants of the mix of these funding sources. Non-core funding sources of \$2.1 billion at December 31, 2025 increased \$43.3 million, or 2.1% as compared to December 31, 2024. Non-core funding sources, as a percentage of total liabilities, were 26.9% at December 31, 2025, compared to 27.5% at December 31, 2024.

Non-core funding sources may require securities to be pledged against the underlying liability. Securities carried at \$887.5 million at December 31, 2025 were either pledged or sold under agreements to repurchase, compared to \$904.2 million at December 31, 2024. Pledged securities or securities sold under agreements to repurchase represented 52.1% of total securities at December 31, 2025, compared to 53.8% of total securities at December 31, 2024.

Cash and cash equivalents totaled \$132.8 million as of December 31, 2025 which decreased from \$134.4 million at December 31, 2024. Short-term investments, consisting of securities due in one year or less, decreased from \$99.2 million at December 31, 2024, to \$74.1 million at December 31, 2025.

Cash flow from the loan and investment portfolios provides a significant source of liquidity. These assets may have stated maturities in excess of one year, but have monthly principal reductions. Total mortgage-backed securities, at fair value, were \$901.1 million at December 31, 2025 compared with \$699.6 million at December 31, 2024. Outstanding principal balances of residential mortgage loans, consumer loans, and leases totaled approximately \$1.7 billion at December 31, 2025, up \$8.4 million, or 0.5% compared with December 31, 2024. Aggregate amortization from monthly payments on these assets provides significant additional cash flow to the Company.

Liquidity is enhanced by ready access to national and regional wholesale funding sources including Federal funds purchased, repurchase agreements, brokered certificates of deposit, and FHLB advances. Through its subsidiary bank, the Company has borrowing relationships with the FHLB and correspondent banks, which provide secured and unsecured borrowing capacity. As members of the FHLB, the Company's subsidiary banks can use certain unencumbered mortgage-related assets and securities to secure additional borrowings from the FHLB. At December 31, 2025, the established borrowing capacity with the FHLB was \$1.3 billion, or 15.2% of total assets, with available unencumbered mortgage-related assets of \$525.5 million. In addition to the \$564.4 million of FHLB borrowings outstanding at December 31, 2025, the Company had utilized \$225 million of availability at December 31, 2025, to collateralize municipal deposits through several standby letters of credit with the FHLB. Additional assets may also qualify as collateral for FHLB advances upon approval of the FHLB.

Through various programs at the Federal Reserve Bank, the Company has the ability to use certain unencumbered loans and securities to secure borrowings from the Federal Reserve Bank's Discount Window. At December 31, 2025 the available borrowing capacity with the Federal Reserve Bank was \$252.8 million, secured by commercial and mortgage-related loans. In addition to the available borrowing lines at the FHLB and Federal Reserve Bank, the Company maintains \$799.1 million of unencumbered securities which could be pledged to further enhance secured borrowing capacity.

The Company has not identified any trends or circumstances that are reasonably likely to result in material increases or decreases in liquidity in the near term.

Table 7 - Loan Maturity

Remaining maturity of loans (In thousands)	December 31, 2025				
	Total	Less than 1 year	After 1 year to 5 years	After 5 years to 15 years	After 15 years
Commercial and industrial	\$ 1,100,647	\$ 280,419	\$ 361,786	\$ 247,864	\$ 210,578
Commercial real estate	3,662,035	189,871	866,965	1,623,513	981,686
Residential real estate	1,591,187	1,379	22,305	251,850	1,315,653
Total	\$ 6,353,869	\$ 471,669	\$ 1,251,056	\$ 2,123,227	\$ 2,507,917

Of the loan amounts shown above in Table 7 - Loan Maturity, maturing over 1 year, \$2.3 billion have fixed rates and \$3.5 billion have adjustable rates.

Off-Balance Sheet Arrangements

In the normal course of business, the Company is party to certain financial instruments, which in accordance with accounting principles generally accepted in the United States, are not included in its Consolidated Statements of Condition. These transactions include commitments under standby letters of credit, unused portions of lines of credit, and commitments to fund new loans and are undertaken to accommodate the financing needs of the Company's customers. Loan commitments are agreements by the Company to lend monies at a future date. These loan and letter of credit commitments are subject to the same credit policies and reviews as the Company's loans. Because most of these loan commitments expire within one year from the date of issue, the total amount of these loan commitments as of December 31, 2025, are not necessarily indicative of future cash requirements. Further information on these commitments and contingent liabilities is provided in "Note 17 - Commitments and Contingent Liabilities" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K.

Contractual Obligations

The Company leases land, buildings, and equipment under operating lease arrangements extending to the year 2090. Most leases include options to renew for periods ranging from 5 to 20 years. In addition, the Company has a software contract for its core banking application through June 30, 2030 along with contracts for more specialized software programs through 2029. Further information on the Company's lease arrangements is provided in "Note 7 - Premises and Equipment" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K. The Company's contractual obligations as of December 31, 2025, are shown in Table 8-Contractual Obligations and Commitments below.

Table 8 - Contractual Obligations and Commitments

Contractual cash obligations (In thousands)	At December 31, 2025				
	Total	1 year	1-3 years	3-5 years	After 5 years
Long-term debt	\$ 176,112	\$ 98,962	\$ 77,150	\$ 0	\$ 0
Operating leases ¹	35,965	3,724	6,887	6,098	19,256
Software contracts	10,241	3,272	4,392	2,577	0
Total contractual cash obligations	\$ 222,318	\$ 105,958	\$ 88,429	\$ 8,675	\$ 19,256

¹ Operating leases include renewals the Company considers reasonably certain to exercise.

Non-GAAP Disclosure

The following table summarizes the Company's results of operations on a GAAP basis and on an operating (non-GAAP) basis for the periods indicated. The non-GAAP financial measures adjust GAAP measures to exclude the effects of non-operating items, such as the effects of the sales of available-for-sale debt securities, and significant nonrecurring income or expense on earnings, equity, and capital. The Company believes the non-GAAP measures provide meaningful comparisons of our underlying operational performance and facilitate management's and investors' assessments of business and performance trends in comparison to others in the financial services industry. These non-GAAP financial measures should not be considered in isolation or as a measure of the Company's profitability or liquidity; they are in addition to, and are not a substitute for, financial measures under GAAP. The non-GAAP financial measures presented herein may be different from non-GAAP financial measures used by other companies, and may not be comparable to similarly titled measures reported by other companies. In the future, the Company may utilize other measures to illustrate performance. Non-GAAP financial measures have limitations since they do not reflect all of the amounts associated with the Company's results of operations as determined in accordance with GAAP.

Reconciliation of Net Income Available to Common Shareholders/Diluted Earnings Per Share (GAAP) to Adjusted Net Operating Income Available to Common Shareholders/Adjusted Diluted Earnings Per Share (Non-GAAP); Return on Average Assets and Return on Average Equity (GAAP) to Adjusted Return on Average Assets, Adjusted Return on Average Equity and Adjusted Operating Return on Average Shareholders' Tangible Common Equity (Non-GAAP)

<i>(In thousands, except per share data)</i>	For the year ended December 31,		
	2025	2024	2023
Net income available to common shareholders	\$ 161,071	\$ 70,850	\$ 9,505
Less: income attributable to unvested stock-based compensation awards	0	0	(42)
Net earnings allocated to common shareholders (GAAP)	161,071	70,850	9,463
Diluted earnings per share (GAAP)	11.24	4.97	0.66
Adjustments for non-operating income and expense:			
(Gain) loss on sale of investment securities	78,721	(50)	70,019
(Gain) from sale of Tompkins Insurance Agencies, Inc.	(183,902)	0	0
Total adjustments	\$ (105,181)	\$ (50)	\$ 70,019
Tax expense	(34,509)	(12)	17,155
Total adjustments, net of tax	\$ (70,672)	\$ (38)	\$ 52,864
Adjusted net income or operating income (Non-GAAP)	90,399	70,812	62,369
Adjusted net earnings allocated to common shareholders (Non-GAAP)	90,399	70,812	0
Weighted average shares outstanding (basic)	14,252,810	14,218,106	14,254,661
Weighted average shares outstanding (diluted)	14,335,358	14,268,443	14,301,221
Adjusted/operating basic earnings per share (Non-GAAP)	6.34	4.98	4.37
Adjusted/operating diluted earnings per share (Non-GAAP)	6.31	4.96	4.36
Net income available to common shareholders	161,071	70,850	9,505
Adjusted net income or operating income (Non-GAAP)	90,399	70,812	62,369
Average total assets	8,224,794	7,875,339	7,641,672
Return on average assets (GAAP)	1.96 %	0.90 %	0.12 %
Adjusted return on average assets (Non-GAAP)	1.10 %	0.90 %	0.82 %
Net income available to common shareholders	161,071	70,850	9,505
Adjusted net income or operating income (Non-GAAP)	90,399	70,812	62,369
Average total equity	781,695	685,814	634,732
Return on average equity (GAAP)	20.61 %	10.33 %	1.50 %
Adjusted return on average equity (Non-GAAP)	11.56 %	10.33 %	9.83 %
Adjusted net income or operating income (Non-GAAP)	90,399	70,812	62,327
Average Tompkins Financial Corporation shareholders' equity	781,695	684,417	633,267
Amortization of intangibles	292	332	334
Tax expense	72	81	82
Amortization of intangibles, net of tax	220	251	252
Adjusted net income or operating income (Non-GAAP)	90,619	71,063	62,579
Average Tompkins Financial Corporation shareholders' equity	781,695	684,417	633,267
Average goodwill and intangibles	90,006	93,844	94,169
Average Tompkins Financial Corporation shareholders' tangible common equity (Non-GAAP)	\$ 691,689	\$ 590,573	\$ 539,098
Adjusted operating return on average shareholders' tangible common equity (Non-GAAP)	13.10 %	12.03 %	11.61 %

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market Risk

Interest rate risk is the primary market risk category associated with the Company's operations. Interest rate risk refers to the volatility of earnings caused by changes in interest rates. The Company manages interest rate risk using income simulation to measure interest rate risk inherent in its on-balance sheet and off-balance sheet financial instruments at a given point in time. The simulation models are used to estimate the potential effect of interest rate shifts on net interest income for future periods. Each quarter the Company's Asset/Liability Management Committee reviews the simulation results to determine whether the exposure of net interest income to changes in interest rates remains within Board-approved levels. The Committee also considers strategies to manage this exposure and incorporates these strategies into the investment and funding decisions of the Company. The Company uses derivatives to manage various risks and to accommodate the business requirements of its customers. Additional information on derivatives is available in "Note 23 - Derivatives and Hedging Activities" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K.

The Company's Board of Directors has set a policy that interest rate risk exposure will remain within a range whereby net interest income will not decline by more than 10% in one year as a result of a 100 basis point parallel change in rates. Based upon the most recent simulation analysis performed as of November 30, 2025, a 200 basis point parallel upward change in interest rates over a one-year time frame would result in a one-year decrease in net interest income from the base case of approximately 1.3%, while a 200 basis point parallel decline in interest rates over a one-year period would result in a one year increase in net interest income of 0.3% from the base case. This simulation assumes no balance sheet growth, no changes in balance sheet mix, deposit rates move in a manner that reflects the historical relationship between deposit rate movement and changes in Federal funds rate, and no management action to address balance sheet mismatches.

The decrease in net interest income in the rising rate scenario is a result of the balance sheet showing a more liability sensitive position over a one year time horizon. As such, in a rising rate scenario, in the short-term, net interest income would be expected to trend slightly below the base assumption, as upward adjustments to rate sensitive deposits and short-term funding outpace increases to asset yields which are concentrated in intermediate to longer-term products. As intermediate and longer-term assets continue to reprice/adjust into higher rate environment and funding costs stabilize, the simulation shows net interest income would be expected to trend upwards.

The 200 basis point decline scenario increases net income slightly in the first year as a result of the Company's assets repricing downward to a lesser degree than the rates on the Company's interest-bearing liabilities, mainly deposits and overnight borrowings. The model assumes that prepayments accelerate in the down interest rate environment resulting in additional pressure on asset yields as proceeds are reinvested at lower rates.

The most recent simulation of a base case scenario, which in addition to the above assumptions, also assumes interest rates remain unchanged from the date of the simulation, reflects a net interest margin that is increasing over the next 12 to 18 months.

Although the simulation model is useful in identifying potential exposure to interest rate movements, actual results may differ from those modeled as the repricing, maturity, balance sheet mix, and prepayment characteristics of financial instruments may change to a different degree than modeled. In addition, the model does not reflect actions that management may employ to manage the Company's interest rate risk exposure. The Company's current liquidity profile, capital position, and growth prospects offer a level of flexibility for management to take actions that could offset some of the negative effects of unfavorable movements in interest rates. Management believes the current exposure to changes in interest rates is not significant in relation to the earnings and capital strength of the Company.

In addition to the simulation analysis, management uses an interest rate gap measure. *Table 9-Interest Rate Risk Analysis* below is a Condensed Static Gap Report, which illustrates the anticipated repricing intervals of assets and liabilities as of December 31, 2025. The Company's one-year interest rate gap was a negative \$106.9 million or 1.23% of total assets at December 31, 2025, compared with a negative \$565.8 million or 6.98% of total assets at December 31, 2024. The change from year-end 2024 to year-end 2025 is mainly due to commercial and commercial real estate loan growth in 2025 which generally shifted the overall loan portfolio towards earlier repricing relative to the loan portfolio at year-end 2024. A negative gap position exists when the amount of interest-bearing liabilities maturing or repricing exceeds the amount of interest-earning assets maturing or repricing within a particular time period. This analysis suggests that the Company's net interest income has low to moderate risk in an increasing rate environment over the next 12 months. An interest rate gap measure could be significantly affected by external factors such as a rise or decline in interest rates, loan or securities prepayments, and deposit withdrawals.

Table 9 - Interest Rate Risk Analysis**December 31, 2025***(In thousands)*

	Total	0-3 months	3-6 months	6-12 months	12 months
Interest-earning assets ¹	\$ 8,265,360	\$ 1,993,629	\$ 313,861	\$ 722,144	\$ 3,029,634
Interest-bearing liabilities	5,700,810	2,347,004	428,559	360,937	3,136,500
Net gap position		(353,375)	(114,698)	361,207	(106,866)
Net gap position as a percentage of total assets		(4.08)%	(1.32)%	4.17 %	(1.23)%

¹ Balances of available-for-sale debt securities are shown at amortized cost.

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Item 8. Financial Statements and Supplementary Data

Financial Statements and Supplementary Data consist of the consolidated financial statements and the unaudited quarterly financial data as indexed and presented below.

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Management's Statement of Responsibility

Management is responsible for the preparation of the consolidated financial statements and related financial information contained in all sections of this annual report, including the determination of amounts that must necessarily be based on judgments and estimates. It is the belief of management that the consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles.

Management establishes and monitors the Company's system of internal accounting controls to meet its responsibility for reliable financial statements. The system is designed to provide reasonable assurance that assets are safeguarded, and that transactions are executed in accordance with management's authorization and are properly recorded.

The Audit Committee of the board of directors, composed solely of outside directors, meets periodically and privately with management, internal auditors, and the independent registered public accounting firm, KPMG LLP, to review matters relating to the quality of financial reporting, internal accounting control, and the nature, extent, and results of audit efforts. The independent registered public accounting firm and internal auditors have unlimited access to the Audit Committee to discuss all such matters. The consolidated financial statements have been audited by KPMG LLP for the purpose of expressing an opinion on the consolidated financial statements. In addition, KPMG LLP has audited the Company's internal control over financial reporting, as of December 31, 2025.

/s/ Stephen S. Romaine

/s/ Matthew D. Tomazin

Date: February 26, 2026

Stephen S. Romaine
Chief Executive Officer

Matthew D. Tomazin
Chief Financial Officer

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Tompkins Financial Corporation:

Opinion on Internal Control Over Financial Reporting

We have audited Tompkins Financial Corporation and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of condition of the Company as of December 31, 2025 and 2024, the related consolidated statements of income, comprehensive income, cash flows, and changes in shareholders' equity for each of the years in the three-year period ended December 31, 2025, and the related notes (collectively, the consolidated financial statements), and our report dated February 26, 2026 expressed an unqualified opinion on those consolidated 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 Management's Annual Report on 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/ KPMG LLP

Stamford, Connecticut
February 26, 2026

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Tompkins Financial Corporation:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of condition of Tompkins Financial Corporation and subsidiaries (the Company) as of December 31, 2025 and December 31, 2024, the related consolidated statements of income, comprehensive income, cash flows, and changes in shareholders' equity for each of the years in the three-year period ended December 31, 2025, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and December 31, 2024, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles.

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 December 31, 2025, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 26, 2026 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated 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- Loans evaluated on a Collective Basis

As discussed in Notes 1 and 5 to the consolidated financial statements, the Company's total allowance for credit losses on loans was \$57.7 million as of December 31, 2025, a substantial portion of which related to the allowance for credit losses for loans evaluated on a collective basis (the collective ACL on loans), while the reserve related to individually evaluated loans was \$1.4 million. The collective ACL on loans includes the measure of expected credit losses on a collective (pooled) basis for those loans that share similar risk characteristics. The methodologies apply historical loss information, adjusted for asset-specific characteristics, economic conditions at the measurement date, and forecasts about future economic conditions expected to exist through the contractual lives of the financial assets that are reasonable and supportable. The Company uses a discounted cash flow method (DCF method) where the payment expectations for each segment are adjusted for exposure at default using estimated prepayment speeds, time to recovery, probability of default (PD), and loss given default (LGD). The DCF methodology is calculated at the loan level in which an instrument effective yield is calculated, net of the impacts of prepayment assumptions, and the instrument expected cash flows are discounted at the effective yield to produce an instrument level net present value ("NPV") of expected cash flows. The ACL is established for the difference between the net present value of modeled cash flows and the amortized cost basis. The Company uses a regression analysis to determine suitable loss drivers (forecasts of national unemployment rates and a one year percentage change in national gross domestic product) when

modeling lifetime PD and LGD, which are derived from historical internal and peer data, that incorporate probability weighted economic scenarios and macroeconomic assumptions over a four quarter reasonable and supportable forecast period. The Company measures expected credit losses by pooling financial assets with similar risk characteristics in order to allocate the losses based on the inherent risk in the specific portfolios. After the reasonable and supportable forecast period, the Company reverts back to a historical loss rate over eight quarters on a straight-line basis. A portion of the collective ACL is comprised of qualitative adjustments to the expected loss estimates for information not already captured in the loss estimation process. These adjustments are based on qualitative factors not reflected in the quantitative model but likely to impact the measurement of estimated credit losses.

We identified the assessment of the collective ACL on loans as a critical audit matter. A high degree of audit effort, including specialized skills and knowledge, and subjective and complex auditor judgment was involved in the assessment of the collective ACL on loans due to significant measurement uncertainty. Specifically, the assessment encompassed the evaluation of the collective ACL on loans methodology, including the methods and models used to estimate the modeled cash flows and other significant assumptions, including estimated prepayment speeds, the selection of economic forecast scenarios and scenario weightings, macroeconomic assumptions, and the reasonable and supportable forecast period. The assessment also included the evaluation of the qualitative factors and their significant assumptions, including the effects of limitations inherent in the quantitative model and an evaluation of the conceptual soundness and performance of the PD and LGD models. In addition, auditor judgment was required to evaluate the sufficiency of audit evidence obtained.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the measurement of the collective ACL on loans, including controls over the:

- development of the collective ACL on loans methodology
- continued use and appropriateness of changes made to PD and LGD models
- performance monitoring of the PD and LGD models
- identification and determination and measurement of the significant assumptions used in the PD and LGD models, including prepayment assumptions
- development of the qualitative factors including the significant assumptions used in the measurement of the qualitative factors; and
- analysis of the collective ACL on loans results, trends, and ratios.

We evaluated the Company's process to develop the collective ACL on loans estimate by testing certain sources of data, factors, and assumptions that the Company used, and considered the relevance and reliability of such data, factors, and assumptions. In addition, we involved credit risk professionals with specialized skills and knowledge, who assisted in:

- evaluating the Company's collective ACL on loans methodology for compliance with U.S. generally accepted accounting principles
- evaluating judgments made by the Company relative to the development and performance testing of the discounted cash flow model, and other significant assumptions such as prepayment speeds by comparing them to relevant Company-specific metrics and trends and the applicable industry and regulatory practices
- assessing the conceptual soundness and performance testing of the discounted cash flow model, by inspecting the model documentation to determine whether the model is suitable for its intended use
- evaluating the economic forecast scenarios and weightings, by comparing them to the Company's business environment and relevant industry practices
- evaluating the length of the historical observation period and reasonable and supportable forecast period by comparing them to specific portfolio risk characteristics and trends
- assessing the composition of the peer group by comparing to specific portfolio characteristics and

- evaluating the methodology used to develop the qualitative factors and the effect of those factors on the collective ACL on loans compared with relevant credit risk factors and consistency with credit trends and identified limitations of the underlying quantitative model.

We also assessed the sufficiency of the audit evidence obtained related to the collective ACL on loans by evaluating the:

- cumulative results of the audit procedures
- qualitative aspects of the Company's accounting practices
- potential bias in the accounting estimate.

/s/ KPMG LLP

We have served as the Company's auditor since 1995.

Stamford, Connecticut
February 26, 2026

TOMPKINS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CONDITION

(In thousands, except share and per share data)

	As of 12/31/2025	As of 12/31/2024
ASSETS		
Cash and noninterest bearing balances due from banks	\$ 50,717	\$ 53,635
Interest bearing balances due from banks	82,100	80,763
Cash and Cash Equivalents	132,817	134,398
Available-for-sale debt securities, at fair value (amortized cost of \$1,391,379 at December 31, 2025 and \$1,367,123 at December 31, 2024)	1,382,068	1,231,532
Held-to-maturity debt securities, at amortized cost (fair value of \$283,860 at December 31, 2025 and \$267,295 at December 31, 2024)	312,528	312,462
Equity securities, at fair value	800	768
Loans held for sale	43,440	0
Total loans and leases, net of unearned income and deferred costs and fees	6,446,245	6,019,922
Less: Allowance for credit losses	57,671	56,496
Net Loans and Leases	6,388,574	5,963,426
Federal Home Loan Bank and other stock	32,307	42,255
Bank premises and equipment, net	72,418	76,627
Corporate owned life insurance	77,843	76,448
Goodwill	72,736	92,602
Other intangible assets, net	1,687	2,203
Accrued interest and other assets	151,050	176,359
Total Assets	8,668,268	8,109,080
LIABILITIES		
Deposits:		
Interest bearing:		
Checking, savings and money market	3,742,402	3,558,946
Time	1,298,393	1,068,375
Noninterest bearing	1,896,967	1,844,484
Total Deposits	6,937,762	6,471,805
Federal funds purchased and securities sold under agreements to repurchase	95,569	37,036
Other borrowings	564,446	790,247
Other liabilities	132,114	96,548
Total Liabilities	7,729,891	7,395,636
EQUITY		
Tompkins Financial Corporation shareholders' equity:		
Common Stock - par value \$.10 per share: Authorized 25,000,000 shares; Issued: 14,449,845 at December 31, 2025; and 14,468,013 at December 31, 2024	1,446	1,447
Additional paid-in capital	299,206	300,073
Retained earnings	662,161	537,157
Accumulated other comprehensive loss	(19,054)	(118,492)
Treasury stock, at cost – 104,492 shares at December 31, 2025, and 131,497 shares at December 31, 2024	(5,382)	(6,741)
Total Tompkins Financial Corporation Shareholders' Equity	938,377	713,444
Total Liabilities and Equity \$	8,668,268 \$	8,109,080

See notes to consolidated financial statements.

TOMPKINS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF INCOME

<i>(In thousands, except per share data)</i>	Year ended December 31,		
	2025	2024	2023
INTEREST AND DIVIDEND INCOME			
Loans	\$ 334,604	\$ 301,970	\$ 260,434
Due from banks	760	741	674
Available-for-sale debt securities	39,287	36,779	29,677
Held-to-maturity debt securities	4,886	4,881	4,876
Federal Home Loan Bank and other stock	2,537	3,203	1,697
Total Interest and Dividend Income	382,074	347,574	297,358
INTEREST EXPENSE			
Time certificates of deposits of \$250,000 or more	17,237	16,914	11,421
Other deposits	93,010	87,069	59,387
Federal funds purchased and securities sold under agreements to repurchase	146	46	58
Other borrowings	21,950	32,443	16,978
Total Interest Expense	132,343	136,472	87,844
Net Interest Income	249,731	211,102	209,514
Less: Provision for credit loss expense	11,534	6,611	4,339
Net Interest Income After Provision for Credit Loss Expense	238,197	204,491	205,175
NONINTEREST INCOME			
Insurance commissions and fees	35,569	39,100	37,351
Wealth management fees	20,115	19,589	17,951
Service charges on deposit accounts	7,258	7,288	6,913
Card services income	11,502	12,057	11,488
Gain on sale of TIA	188,241	0	0
Other income	12,875	10,061	6,511
Net gain (loss) on securities transactions	(78,689)	32	(69,973)
Total Noninterest Income	196,871	88,127	10,241
NONINTEREST EXPENSE			
Salaries and wages	108,556	101,150	97,370
Other employee benefits	26,977	26,661	27,333
Net occupancy expense of premises	12,953	12,634	13,278
Furniture and fixture expense	7,476	7,666	8,663
Amortization of intangible assets	292	332	334
Other operating expense	53,958	51,199	56,314
Total Noninterest Expenses	210,212	199,642	203,292
Income Before Income Tax Expense	224,856	92,976	12,124
Income Tax Expense	63,785	22,003	2,495
Net Income Attributable to Noncontrolling Interests and Tompkins Financial Corporation	161,071	70,973	9,629
Less: Net Income Attributable to Noncontrolling Interests	0	123	124
Net Income Attributable to Tompkins Financial Corporation \$	161,071	\$ 70,850	\$ 9,505
Basic Earnings Per Share	\$ 11.30	\$ 4.98	\$ 0.66
Diluted Earnings Per Share	\$ 11.24	\$ 4.97	\$ 0.66

See notes to consolidated financial statements.

TOMPKINS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

<i>(In thousands)</i>	Year ended December 31,		
	2025	2024	2023
Net income attributable to noncontrolling interests and Tompkins Financial Corporation	\$ 161,071	\$ 70,973	\$ 9,629
Other comprehensive income, net of tax:			
Available-for-sale debt securities:			
Change in net unrealized gain (loss) during the period	35,669	(2,121)	26,430
Reclassification adjustment for net realized (gain) loss on sale of available-for-sale debt securities included in net income	59,041	(38)	52,838
Employee benefit plans:			
Net retirement plan gain	4,179	7,832	3,410
Amortization of net retirement plan actuarial loss	285	700	843
Amortization of net retirement plan prior service cost	264	140	163
Other comprehensive income (loss)	99,438	6,513	83,684
Subtotal comprehensive income attributable to noncontrolling interests and Tompkins Financial Corporation	260,509	77,486	93,313
Less: Net income attributable to noncontrolling interests	0	123	124
Total comprehensive income attributable to Tompkins Financial Corporation	\$ 260,509	\$ 77,363	\$ 93,189

See notes to consolidated financial statements.

TOMPKINS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

<i>(In thousands)</i>	Year ended December 31,		
	2025	2024	2023
OPERATING ACTIVITIES			
Net income attributable to Tompkins Financial Corporation	\$ 161,071	\$ 70,850	\$ 9,505
Adjustments to reconcile net income to cash provided by (used in) operating activities:			
Provision for credit loss expense	11,534	6,611	4,339
Depreciation and amortization of premises, equipment, and software	8,325	10,143	11,399
Amortization of intangible assets	292	332	334
Gain on sale of TIA	(188,241)	0	0
Transaction costs related to the sale of TIA	(11,586)	0	0
Earnings from corporate owned life insurance	(2,415)	(2,768)	(1,727)
Net amortization on securities	(3,968)	(1,123)	2,434
Amortization/accretion related to purchase accounting	(269)	(691)	(677)
Current year tax liability	37,457	10,185	7,588
Deferred income tax (benefit) expense	(1,355)	(3,082)	(434)
Net (gain) loss on securities transactions	78,689	(32)	69,973
Net gain on sale of loans originated for sale	(2,161)	(1,001)	(96)
Proceeds from sale of loans originated for sale	87,727	41,071	4,591
Loans originated for sale	(89,317)	(41,128)	(5,097)
Loans held for sale	(43,440)	0	0
Net gain on sale of bank premises and equipment	28	(218)	(55)
Net excess tax (expense) benefit from stock based compensation	69	(134)	(229)
Stock-based compensation expense	3,486	4,631	4,100
Increase in accrued interest receivable	(1,874)	(2,716)	(1,242)
Increase in accrued interest payable	66	1,380	2,054
Other, net	(5,248)	2,656	(17,757)
Net Cash Provided by Operating Activities	38,870	94,966	89,003
INVESTING ACTIVITIES			
Proceeds from maturities, calls and principal paydowns of available-for-sale debt securities	227,990	198,432	161,835
Proceeds from sales of available-for-sale debt securities	485,516	39,952	440,488
Purchases of available-for-sale debt securities	(812,581)	(55,913)	(391,488)
Net increase in loans	(445,474)	(428,944)	(337,047)
Proceeds from sale/redemptions of Federal Home Loan Bank stock	144,409	114,015	116,198
Purchases of Federal Home Loan Bank and other stock	(134,462)	(122,551)	(132,197)
Proceeds from sale of bank premises and equipment	2,435	294	146
Purchases of bank premises, equipment and software	(6,921)	(6,209)	(6,762)
Purchase of corporate owned life insurance	(2)	(6,250)	0
Proceeds from redemption of corporate owned life insurance	1,022	17,994	1,872
Proceeds from sale of other real estate owned	16,669	0	175
Net proceeds from the sale of TIA	220,665	0	0
Other, net	0	(1,261)	479
Net Cash (Used in) Provided by Investing Activities	(300,734)	(250,441)	(146,301)
FINANCING ACTIVITIES			
Net increase (decrease) in demand, money market, and savings deposits	235,939	1,596	(569,050)
Net increase in time deposits	230,280	70,784	367,070
Net increase (decrease) in Federal funds purchased and securities sold under agreements to repurchase	58,533	(13,960)	(5,282)
Increase in other borrowings	367,446	804,947	450,400
Repayment of other borrowings	(593,247)	(616,800)	(139,600)
Cash dividends	(36,092)	(35,049)	(34,512)
Common stock issued	119	170	0
Repurchase of common stock	(1,650)	0	(8,726)
Net shares issued related to restricted stock awards	(1,012)	(1,242)	(1,173)
Net proceeds from exercise of stock options	(33)	(115)	(124)
Net Cash Provided by (Used in) Financing Activities	260,283	210,331	59,003
Net Increase in Cash and Cash Equivalents	(1,581)	54,856	1,705
Cash and cash equivalents, beginning of the period	134,398	79,542	77,837
Total Cash and Cash Equivalents at End of Period	\$ 132,817	\$ 134,398	\$ 79,542

TOMPKINS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)

Supplemental Cash Flow Information

<i>(In thousands)</i>	Year ended December 31,		
	2025	2024	2023
Cash paid during the year for - Interest	\$ 132,539	\$ 135,513	\$ 86,258
Cash paid during the year for - Taxes	27,364	14,826	10,381
Transfer of loans to other real estate owned	626	14314	131
Transfer of loans to other assets	12,674	0	0
Right-of-use assets obtained in exchange for new lease liabilities	1,916	2,341	1,655

See notes to consolidated financial statements.

TOMPKINS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

<i>(In thousands except share and per share data)</i>	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock	Non- controlling Interests	Total
Balances at December 31, 2022	\$ 1,456	\$ 302,763	\$ 526,727	\$ (208,689)	\$ (6,279)	\$ 1,412	\$ 617,390
Net income attributable to noncontrolling interests and Tompkins Financial Corporation			9,505			124	9,629
Other comprehensive income				83,684			83,684
Total Comprehensive Income							93,313
Cash dividends (\$2.40 per share)			(34,657)				(34,657)
Net exercise of stock options (1,996 shares, net)		(124)					(124)
Common stock repurchased and returned to unissued status (150,000 shares)	(15)	(8,711)					(8,726)
Stock-based compensation expense		4,100					4,100
Directors deferred compensation plan (3,348 shares)		331			(331)		0
Restricted stock activity (34,093 shares)	3	(1,176)					(1,173)
Adoption of Accounting Guidance ASU 2022-02			(65)				(65)
Dividend to noncontrolling interests						(124)	(124)
Balances at December 31, 2023	\$ 1,444	\$ 297,183	\$ 501,510	\$ (125,005)	\$ (6,610)	\$ 1,412	\$ 669,934
Net income attributable to noncontrolling interests and Tompkins Financial Corporation			70,850			123	70,973
Other comprehensive loss				6,513			6,513
Total Comprehensive Income							77,486
Cash dividends (\$2.44 per share)			(35,132)				(35,132)
Net exercise of stock options (2,375 shares, net)	0	(115)					(115)
Treasury stock issued (4,260 shares)		170			55		225
Stock-based compensation expense		3,894					3,894
Directors deferred compensation plan (3,660 shares)		186			(186)		0
Restricted stock activity (23,808 shares)	3	(1,245)					(1,242)
Adjustment due to the adoption of ASU 2023-02			(71)				(71)
Partial repurchase of noncontrolling interest						(1,412)	(1,412)
Dividend to noncontrolling interests						(123)	(123)
Balances at December 31, 2024	\$ 1,447	\$ 300,073	\$ 537,157	\$ (118,492)	\$ (6,741)	\$ 0	\$ 713,444

TOMPKINS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (continued)

<i>(In thousands except share and per share data)</i>	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock	Non- controlling Interests	Total
Balances at December 31, 2024	\$ 1,447	\$ 300,073	\$ 537,157	\$ (118,492)	\$ (6,741)	0	\$ 713,444
Net income attributable to Tompkins Financial Corporation			161,071			0	161,071
Other comprehensive income				99,438			99,438
Total Comprehensive Income							260,509
Cash dividends (\$3.13 per share)			(36,067)				(36,067)
Net exercise of stock options (736 shares, net)		(33)					(33)
Common stock repurchased and returned to unissued status (22,339 shares)	(2)	(1,648)					(1,650)
Treasury stock issued (2,300 shares)		119			30		149
Stock-based compensation expense		3,037					3,037
Directors deferred compensation plan (24,705 shares)		(1,329)			1,329		0
Restricted stock activity (3,435 shares)	1	(1,013)					(1,012)
Balances at December 31, 2025	\$ 1,446	\$ 299,206	\$ 662,161	\$ (19,054)	\$ (5,382)	0	\$ 938,377

See notes to consolidated financial statements.

Note 1 Summary of Significant Accounting Policies

Basis Of Presentation

Tompkins Financial Corporation ("Tompkins" or "the Company") is registered as a Financial Holding Company with the Federal Reserve Board pursuant to the Bank Holding Company Act of 1956, as amended, organized under the laws of New York State. Tompkins is the parent company of Tompkins Community Bank. Tompkins Community Bank provides a full array of trust and investment services under the Tompkins Financial Advisors brand. Unless the context otherwise requires, the term "Company" refers to Tompkins Financial Corporation and its subsidiaries.

On October 31, 2025, the Company sold all of the issued and outstanding shares of capital stock of its insurance subsidiary, Tompkins Insurance Agencies, Inc. ("TIA") to Arthur J. Gallagher Risk Management Services, LLC ("Gallagher"). See "Note 2 - Divestiture" for further information on the sale.

The Company determines whether it has a controlling financial interest in an entity by first evaluating whether the entity is a voting interest entity or a variable interest entity under GAAP. Voting interest entities are entities in which the total equity investment at risk is sufficient to enable the entity to finance itself independently and provides the equity holders with the obligation to absorb losses, the right to receive residual returns and the right to make decisions about the entity's activities. The Company consolidates voting interest entities in which it has all, or at least a majority, of the voting interest. As defined in applicable accounting standards, variable interest entities (VIEs) are entities that lack one or more of the characteristics of a voting interest entity. A controlling financial interest in a VIE is present when the Company has both the power and ability to direct the activities of the VIE that most significantly impact the VIE's economic performance and an obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

The consolidated financial statements have been prepared in accordance with GAAP. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclose contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenue and expense during the reporting period. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include the allowance for credit losses, valuation of goodwill and intangible assets, deferred income tax assets, and obligations related to employee benefits.

The consolidated financial information included herein combines the results of operations, assets, liabilities, and shareholders' equity (including comprehensive income or loss) of the Company and entities in which the Company has a controlling financial interest. All significant intercompany balances and transactions are eliminated in consolidation. Amounts in the prior periods' consolidated financial statements are reclassified when necessary to conform to the current periods' presentation.

The Company has evaluated subsequent events for potential recognition and/or disclosure and determined that no further disclosures were required.

Cash and Cash Equivalents

Cash and cash equivalents in the Consolidated Statements of Cash Flows include cash and noninterest bearing balances due from banks, interest-bearing balances due from banks, Federal funds sold, and money market funds. Management regularly evaluates the credit risk associated with the counterparties to these transactions and believes that the Company is not exposed to any significant credit risk on cash and cash equivalents.

Securities

Management determines the appropriate classification of debt securities at the time of purchase. Securities are classified as held-to-maturity when the Company has the positive intent and ability to hold the securities to maturity. Held-to-maturity debt securities are stated at amortized cost. Debt securities not classified as held-to-maturity debt securities are classified as either available-for-sale or equity. Available-for-sale debt securities are stated at fair value with the unrealized gains and losses, net of tax, excluded from earnings and reported as a separate component of accumulated comprehensive income or loss, in shareholders' equity. Certain equity securities that do not have a readily determinable fair value are stated at cost. Shares of stock of the Federal Home Loan Bank of New York, are also carried at cost.

Premiums and discounts are amortized or accreted over the expected life or call date of the related security as an adjustment to yield using the interest method. Dividend and interest income are recognized when earned. Realized gains and losses on the sale of securities are included in net gain (loss) on securities transactions. The cost of securities sold is based on the specific identification method.

For available-for-sale debt securities in an unrealized loss position, at least quarterly, the Company evaluates the securities to determine whether the decline in the fair value below the amortized cost basis (impairment) is due to credit-related factors or noncredit-related factors. Any impairment that is not credit-related is recognized in other comprehensive income (loss), net of applicable taxes. Credit-related impairment is recognized as an allowance for credit losses ("ACL") on the Statements of Condition, limited to the amount by which the amortized cost basis exceeds the fair value, with a corresponding adjustment to earnings. Both the ACL and the adjustment to net income may be reversed if conditions change. However, if the Company intends to sell an impaired available-for-sale debt security or more likely than not will be required to sell such a security before recovering its amortized cost basis, the entire impairment amount must be recognized in earnings with a corresponding adjustment to the security's amortized cost basis. Because the security's amortized cost basis is adjusted to fair value, there is no ACL in this situation. Changes in the allowance for credit losses are recorded as provision (credit) for credit loss expense. Losses are charged against the ACL when management believes the uncollectability of an available-for-sale debt security is confirmed or when either of the criteria regarding intent or requirement to sell is met.

Management measures expected credit losses on held-to-maturity debt securities on a collective basis by major security type with each type sharing similar risk characteristics and considers historical credit loss information that is adjusted for current conditions and reasonable and supportable forecasts.

Accrued interest receivable on securities is excluded from the estimate of credit losses.

Loans and Leases

Loans are reported at their principal outstanding balance, net of deferred loan origination fees and costs, and unearned income. The Company has the ability and intent to hold its loans for the foreseeable future, except for certain residential real estate loans held-for-sale. The Company provides motor vehicle and equipment financing to its customers through direct financing leases. These leases are carried at the aggregate of lease payments receivable, plus estimated residual values, less unearned income. Unearned income on direct financing leases is amortized over the lease terms, resulting in a level rate of return.

Residential real estate loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or estimated fair value. Fair value is determined on the basis of the rates quoted in the secondary market. Net unrealized losses attributable to changes in market interest rates are recognized through a valuation allowance by charges to income. Loans are generally sold on a non-recourse basis with servicing retained. Any gain or loss on the sale of loans is recognized at the time of sale as the difference between the recorded basis in the loan and the net proceeds from the sale. The Company may use commitments at the time loans are originated or identified for sale to mitigate interest rate risk. The commitments to sell loans and the commitments to originate loans held-for-sale at a set interest rate, if originated, are considered derivatives under Accounting Standard Codification ("ASC") Topic 815, *Derivatives and Hedging*. The impact of the estimated fair value adjustment was not significant to the consolidated financial statements.

Interest income on loans is accrued and credited to income based upon the principal amount outstanding. Loan origination fees and costs are deferred and recognized over the life of the loan as an adjustment to yield. Loans are considered past due if the required principal and interest payments have not been received as of the date such payments are due. Loans and leases, including individually evaluated loans, are generally classified as nonaccrual if they are past due as to maturity or payment of principal or interest for a period of more than 90 days, unless such loans are well secured and in the process of collection. Loans that are past due less than 90 days may also be classified as nonaccrual if repayment in full of principal or interest is in doubt.

Loans may be returned to accrual status when all principal and interest amounts contractually due (including arrearages) are reasonably assured of repayment within an acceptable time period, and there is a sustained period (generally six consecutive months) of repayment performance by the borrower in accordance with the contractual terms of the loan agreement. When interest accrual is discontinued, all unpaid accrued interest is reversed. Payments received on loans on nonaccrual are generally applied to reduce the principal balance of the loan.

In general, the principal balance of a loan is charged off in full or in part when management concludes, based on the available facts and circumstances, that collection of principal in full is not probable. For commercial and commercial real estate loans, this conclusion is generally based upon a review of the borrower's financial condition and cash flow, payment history, economic conditions, and the conditions in the various markets in which the collateral, if any, may be liquidated. In general, consumer loans are charged-off in accordance with regulatory guidelines which provide that such loans be charged-off when the Company becomes aware of the loss, such as from a triggering event that may include new information about a borrower's intent/ability to repay the loan, bankruptcy, fraud or death, among other things, but in no case will the charge-off exceed specified delinquency timeframes. Such delinquency timeframes state that closed-end retail loans (loans with pre-defined maturity dates, such as real estate mortgages, home equity loans and consumer installment loans) that become past due 120 cumulative days and open-end retail loans (loans that roll-over at the end of each term, such as home equity lines of credit) that

become past due 180 cumulative days should be classified as a loss and charged-off. For residential real estate loans, charge-off decisions are based upon past due status, current assessment of collateral value, and general market conditions in the areas where the properties are located.

Acquired Loans

Acquired loans are recorded at fair value at the date of acquisition based on a discounted cash flow methodology that considers various factors including the type of loan and related collateral, classification status, fixed or variable interest rate, term of loan and whether or not the loan was amortizing, and a discount rate reflecting the Company's assessment of risk inherent in the cash flow estimates. Certain larger purchased loans are individually evaluated while other purchased loans are grouped together according to similar risk characteristics and are treated in the aggregate when applying various valuation techniques. These cash flow evaluations are inherently subjective as they require material estimates, all of which may be susceptible to significant change.

Allowance for Credit Losses – Loans

The Company estimates the ACL on loans based on the underlying assets' amortized cost basis, which is the amount at which the financing receivable is originated or acquired, adjusted for applicable accretion or amortization of premium, discount, collection of cash, and charge-offs. In the event that collection of principal becomes uncertain, the Company has policies in place to reverse accrued interest in a timely manner. Therefore, the Company has made a policy election to exclude accrued interest from the amortized cost basis.

Expected credit losses are reflected in the ACL through a charge to the provision for credit loss expense. When the Company deems all or a portion of a financial asset to be uncollectible, the appropriate amount is written off and the ACL is reduced by the same amount. In general, the principal balance of a loan is charged off in full or in part when management concludes, based on the available facts and circumstances, that collection of principal in full is not probable. In addition, the Company has reserves for expected recoveries where the Company reviews the prior four quarter charge-offs and applies a recovery rate based on the Company's historical experience. Subsequent recoveries, if any, are credited to the ACL when received.

The Company measures expected credit losses of financial assets at the loan level by segment, by pooling loans when the financial assets share similar risk characteristics. Depending on the nature of the pool of financial assets with similar risk characteristics, the Company uses a discounted cash flow ("DCF") method to estimate the expected credit losses. Allowance on loans that do not share risk characteristics are evaluated on an individual basis. The Company assigns a credit risk rating to all commercial and commercial real estate loans. The Company reviews commercial and commercial real estate loans rated Special Mention or worse, on nonaccrual, and greater than \$750,000 for loss potential and when deemed appropriate, assigns an allowance based on an individual evaluation.

The Company's methodologies for estimating the ACL consider available relevant information about the collectability of cash flows, including information about past events, current conditions, and reasonable and supportable forecasts. The methodologies apply historical loss information, adjusted for asset-specific characteristics, economic conditions at the measurement date, and forecasts about future economic conditions expected to exist through the contractual lives of the financial assets that are reasonable and supportable, to the identified pools of financial assets with similar risk characteristics for which the historical loss experience was observed. The Company's methodologies revert back to average historical loss information on a straight line basis over eight quarters when it can no longer develop reasonable and supportable forecasts.

The Company has identified the following pools of financial assets with similar risk characteristics for measuring expected credit losses: commercial, commercial real estate, residential, home equity, consumer and leases. This segmentation was selected based on the differences in the risk profile of each of these categories and aligns well with regulatory reporting categories. This segmentation separates borrower type, collateral type and the nature of the loan. The differences in risk profiles of these segments enable the ACL to be more precise in its allocation due to the inherent risk in these specific portfolios.

Discounted Cash Flow Method

The Company uses the DCF method to estimate expected credit losses for the commercial and industrial, commercial real estate, residential, home equity, and consumer loan pools. For each of these loan segments, the Company generates cash flow projections at the loan level wherein payment expectations are adjusted for exposure at default using estimated prepayment speeds, time to recovery, probability of default, and loss given default. The modeling of expected prepayment speeds, and time to recovery are based on historical internal data.

The Company uses regression analysis of historical internal and peer data to determine suitable loss drivers to utilize when modeling lifetime probability of default and loss given default. This analysis also determines how expected probability of default and loss given default will react to forecasted levels of the loss drivers. For all loan pools utilizing the DCF method,

management utilizes and forecasts national unemployment and a one-year percentage change in national gross domestic product as loss drivers in the model.

For all DCF models, management has determined that four quarters represents a reasonable and supportable forecast period and reverts back to a historical loss rate over eight quarters on a straight-line basis. Management leverages economic projections from an independent third party to inform its loss driver forecasts over the four-quarter forecast period. Other internal and external indicators of economic forecasts, and scenario weightings, are also considered by management when developing the forecast metrics. The model considers a base case forecast and two alternative forecasts and assigns weightings to these three scenarios based on current conditions and expectations for future conditions.

The combination of adjustments for credit expectations (default and loss) and timing expectations (prepayment, curtailment, and time to recovery) produces an expected cash flow stream at the loan level. Instrument effective yield is calculated, net of the impacts of prepayment assumptions, and the instrument expected cash flows are then discounted at that effective yield to produce an instrument-level net present value of expected cash flows ("NPV"). An ACL is established for the difference between the instrument's NPV and amortized cost basis.

The model also considers the need to qualitatively adjust expected loss estimates for information not already captured in the loss estimation process. These qualitative factors include, but are not limited to, those suggested by the Interagency Policy Statement on Allowances for Credit Losses. These qualitative factor adjustments may increase or decrease the Company's estimate of expected credit losses.

Due to the size and characteristics of the leasing portfolio, the remaining life method, using the historical loss rate of the commercial and industrial segment, is used to determine the allowance for credit losses.

Individually Evaluated Financial Assets

Loans that do not share common risk characteristics are evaluated on an individual basis. For collateral dependent financial assets where the Company has determined that foreclosure of the collateral is probable, or where the borrower is experiencing financial difficulty and the Company expects repayment of the financial asset to be provided substantially through the operation or sale of the collateral, the ACL is measured based on the difference between the fair value of the collateral less cost to sell, and the amortized cost basis of the asset as of the measurement date. The ACL may be zero if the fair value of the collateral at the measurement date exceeds the amortized cost basis of the financial asset.

The Company's estimate of the ACL reflects losses expected over the remaining contractual life of the assets. The contractual term does not consider extensions, renewals or modifications unless the Company has identified an expected troubled debt restructuring.

For acquired credit impaired loans accounted for under FASB ASC Topic 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality, ("ASC Topic 310-30"), the Company's allowance for loan and lease losses was estimated based upon our expected cash flows for these loans. To the extent that we experienced a deterioration in borrower credit quality resulting in a decrease in our expected cash flows subsequent to the acquisition of the loans, an allowance for loan losses would be established based on our estimate of future credit losses over the remaining life of the loans.

For acquired non-credit impaired loans accounted for under FASB ASC Topic 310-20, Nonrefundable Fees and Other Costs, ("ASC Topic 310-20"), the Company's allowance for loan and lease losses was maintained through provisions for loan losses based upon an evaluation process that was similar to our evaluation process used for originated loans. In conducting this evaluation, which included a review of loans on which full collectability may not be reasonably assured, the Company considered, among other matters, the estimated fair value of the underlying collateral, economic conditions, historical net loan loss experience, carrying value of the loans, which included the remaining net purchase discount or premium, and other factors that warrant recognition in determining our allowance for loan losses.

The Company adopted Accounting Standard Update ("ASU") 2016-13 on January 1, 2020, using the prospective transition approach for financial assets purchased with credit deterioration ("PCD") that were previously classified as purchased credit impaired ("PCI") and accounted for under ASC 310-30. In accordance with the standard, the Company did not reassess whether PCI assets met the criteria of PCD assets as of the date of adoption. The remaining discount on the PCD assets will be accreted into interest income on a level-yield method over the life of the loans.

Loan Modifications

The Company adopted ASU 2022-02 effective January 1, 2023. This standard eliminated the previous troubled debt restructuring ("TDR") accounting model and replaced it with guidance and disclosure requirements for identifying modifications to loans to borrowers experiencing financial difficulty. Modifications to borrowers experiencing financial

difficulty may include interest rate reductions, principal or interest forgiveness, forbearances, term extensions, and other actions intended to minimize economic loss and to avoid foreclosure or repossession of collateral.

Loan Commitments and Allowance for Credit Losses on Off-Balance Sheet Credit Exposures

Financial instruments include off-balance sheet credit instruments, such as commitments to make loans, unused lines of credit and commercial letters of credit, issued to meet customer financing needs. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for off-balance sheet loan commitments is represented by the contractual amount of those instruments. Such financial instruments are recorded when they are funded.

The Company records an allowance for credit losses on off-balance sheet credit exposures, unless the commitments to extend credit are unconditionally cancellable, through a charge to the provision for credit loss expense for off-balance sheet credit exposures included in other noninterest expense in the Company's Consolidated Statements of Income. The ACL on off-balance sheet credit exposures is estimated by loan segment at each balance sheet date under the current expected credit loss model using similar methodologies as portfolio loans, taking into consideration the likelihood that funding will occur, and is included in other liabilities on the Company's Statements of Condition.

Premises and Equipment

Land is carried at cost. Premises and equipment are stated at cost, less allowances for depreciation. The provision for depreciation for financial reporting purposes is computed generally by the straight-line method at rates sufficient to write-off the cost of such assets over their estimated useful lives. Buildings are amortized over a period of 10-39 years, and furniture, fixtures, and equipment are amortized over a period of 2-20 years. Leasehold improvements are generally depreciated over the lesser of the lease term or the estimated lives of the improvements. Maintenance and repairs are charged to expense as incurred. Gains or losses on disposition are reflected in earnings.

Leases

The Company leases certain office facilities and office equipment under operating leases. The Company also owns certain office facilities which it leases to outside parties under operating lessor leases; however, such leases are not significant. For operating leases other than those considered to be short-term, defined as leases of 12 months or less, the Company recognizes operating lease right-of-use ("ROU") assets and related lease liabilities at the time of lease commencement. ROU assets represent the Company's right to use the underlying asset for the lease term and the lease liabilities represent the Company's obligation to make lease payments under the leases. ROU assets and operating lease liabilities are reported as components of accrued interest and other assets and other liabilities, respectively, on our accompanying consolidated balance sheets. Leases with terms of 12 months or less are recognized in the income statement over the lease term.

In recognizing ROU assets and related lease liabilities, the Company accounts for lease and non-lease components (such as taxes, insurance, and common area maintenance costs) separately as such amounts are generally readily determinable under our lease contracts. To estimate the present value of lease payments over the expected lease term, the Company uses interest rates on advances from the FHLB at the time of commencement. The Company's lease term may include options to extend or terminate the leases when it is reasonably certain that the option will be exercised. Lease expense is recognized on a straight-line basis over the lease term and is included in net occupancy expense of premises in the Company's Consolidated Statements of Income.

Bank Owned Life Insurance

The Company owns life insurance policies on certain current and former employees and directors where the Bank is the beneficiary. Bank owned life insurance ("BOLI") is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value ("CSV") adjusted for other charges or other amounts due that are probable at settlement. Increases in the CSV of the policies, as well as the death benefits received, net of any CSV, are recorded in noninterest income, and are not subject to income taxes.

Other Real Estate Owned

Other real estate owned consists of properties formerly pledged as collateral to loans, which have been acquired by the Company through foreclosure proceedings or acceptance of a deed in lieu of foreclosure. Upon transfer of a loan to foreclosure status, an appraisal is generally obtained and any excess of the loan balance over the fair value, less estimated costs to sell, is charged against the allowance for credit losses. Expenses and subsequent adjustments to the fair value are treated as other operating expense.

Goodwill

Goodwill represents the excess of purchase price over the fair value of assets acquired in a transaction using purchase accounting. Goodwill has an indefinite useful life and is not amortized, but is tested for impairment. Goodwill impairment tests are performed on an annual basis or when events or circumstances dictate. The Company accounts for goodwill under ASU

2017-04, "Intangibles - Goodwill and Other (Topic 350) - Simplifying the Test for Goodwill Impairment", which eliminates an entity's requirement to compute the implied fair value. The Company tests goodwill annually as of December 31st. The Company has the option to perform a qualitative assessment of goodwill, which considers company-specific and economic characteristics that might impact its carrying value. If, based on this qualitative assessment, it is more likely than not that the fair value of the reporting unit is less than its carrying amount, then a quantitative test (Step 1) is performed, which compares the fair value of the reporting unit to the carrying amount of the reporting unit in order to identify potential impairment. If the estimated fair value of a reporting unit exceeds its carrying amount, the goodwill of the reporting unit is not considered impaired. The implied fair value of goodwill is determined in the same manner as goodwill that is recognized in a business combination. Significant judgment and estimates are involved in estimating the fair value of the assets and liabilities of the reporting units.

Other Intangible Assets

Other intangible assets include core deposit intangibles, customer related intangibles, covenants not to compete, and mortgage servicing rights. Core deposit intangibles represent a premium paid to acquire a base of stable, low cost deposits in the acquisition of a bank, or a bank branch, using purchase accounting. The amortization period for core deposit intangible ranges from 5 to 10 years, using an accelerated method. The covenants not to compete are amortized on a straight-line basis over 3 to 6 years, while customer related intangibles are amortized on an accelerated basis over a range of 6 to 15 years. The amortization period is monitored to determine if circumstances require such periods to be revised. The Company periodically reviews its intangible assets for changes in circumstances that may indicate the carrying amount of the asset is impaired. The Company tests its intangible assets for impairment on an annual basis or more frequently if conditions indicate that an impairment loss has more likely than not been incurred.

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred taxes are reviewed quarterly and reduced by a valuation allowance if, based upon the information available, it is more likely than not that some or all of the deferred tax assets will not be realized. Realization of deferred tax assets is dependent upon the generation of a sufficient level of future taxable income and recoverable taxes paid in prior years. In such cases, although realization is not assured, management believes it is more likely than not that all of the deferred tax assets will be realized. The Company's policy is to recognize interest and penalties on unrecognized tax benefits in income tax expense in the Consolidated Statements of Income.

Tax Credit Investments

The Company accounts for its investments in qualified affordable housing projects using the proportional amortization method. Under that method, the Company amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense. As of December 31, 2025 and 2024, the Company's remaining investment in qualified affordable housing projects, net of amortization totaled \$1.9 million and \$2.1 million, respectively.

Securities Sold Under Agreements to Repurchase

Securities sold under agreements to repurchase (repurchase agreements) are agreements in which the Company transfers the underlying securities to a third-party custodian's account that explicitly recognizes the Company's interest in the securities. The agreements are accounted for as secured financing transactions provided the Company maintains effective control over the transferred securities and meets other criteria as specified in FASB ASC Topic 860, *Transfers and Servicing* ("ASC Topic 860"). The Company's agreements are accounted for as secured financings; accordingly, the transaction proceeds are reflected as liabilities and the securities underlying the agreements continue to be carried in the Company's securities portfolio.

Treasury Stock

The cost of treasury stock is shown on the Consolidated Statements of Condition as a separate component of shareholders' equity, and is a reduction to total shareholders' equity. Shares are released from treasury at fair value, identified on an average cost basis.

Trust and Investment Services

Assets held in fiduciary or agency capacities for customers are not included in the accompanying Consolidated Statements of Condition, since such items are not assets of the Company. Fees associated with providing trust and investment services are included in noninterest income. Additional information on trust and investment fees is presented in "Note 14 - Revenue Recognition."

Earnings Per Share

Basic earnings per share is calculated by dividing net income available to common shareholders by the weighted average number of shares outstanding during the year, exclusive of shares represented by the unvested portion of restricted stock and restricted stock units. Diluted earnings per share is calculated by dividing net income available to common shareholders by the weighted average number of shares outstanding during the year plus the dilutive effect of the unvested portion of restricted stock and restricted stock units and stock issuable upon conversion of common stock equivalents (primarily stock options) or certain other contingencies. The Company uses authoritative accounting guidance under ASC Topic 260, *Earnings Per Share*, which provides that unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. The Company has issued stock-based compensation awards that included restricted stock awards that contain such rights and are thus considered participating securities. The Company has also issued restricted stock awards that do not contain non-forfeitable rights to dividends or dividend equivalents.

Segment Reporting

The Company manages its operations through two reportable business segments in accordance with the standards set forth in FASB ASC Topic 280, "Segment Reporting". The two segments are: (i) banking ("Banking") and (ii) wealth management ("Tompkins Financial Advisors"). The Company's wealth management services are managed separately from the Bank. Additional information on the segments is presented in "Note 22 - Segment and Related Information".

Comprehensive Income (Loss)

For the Company, comprehensive income (loss) represents net income plus the net change in unrealized gains or losses on available-for-sale debt securities for the period (net of taxes), and the actuarial gain or loss and amortization of unrealized amounts in the Company's defined-benefit retirement and pension plan, supplemental employee retirement plan, and post-retirement life and healthcare benefit plan (net of taxes), and is presented in the Consolidated Statements of Comprehensive Income (Loss) and Consolidated Statements of Changes in Shareholders' Equity. Accumulated other comprehensive income (loss) represents the net unrealized gains or losses on available-for-sale debt securities (net of tax) and unrecognized net actuarial gain or loss, unrecognized prior service costs, and unrecognized net initial obligation (net of tax) in the Company's defined-benefit retirement and pension plan, supplemental employee retirement plan, and post-retirement life and healthcare benefit plan.

Pension and Other Employee Benefits

The Company maintains noncontributory defined-benefit and defined contribution plans, which cover substantially all employees of the Company. In addition, the Company also maintains supplemental employee retirement plans for certain executives and a post-retirement life and healthcare plan. These plans are discussed in detail in "Note 11 - Employee Benefit Plans". The Company incurs certain employment-related expenses associated with these plans. In order to measure the expense associated with these plans, various assumptions are made including the discount rate used to value certain liabilities, expected return on plan assets, anticipated mortality rates, and expected future healthcare costs. The assumptions are based on historical experience as well as current facts and circumstances. A third-party actuarial firm is used to assist management in measuring the expense and liability associated with the plans. The Company uses a December 31 measurement date for its plans. As of the measurement date, plan assets are determined based on fair value, generally representing observable market prices. The projected benefit obligation is primarily determined based on the present value of projected benefit distributions at an assumed discount rate.

The expenses associated with these plans are charged to current operating expenses. The Company recognizes an asset for a plan's overfunded status or a liability for a plan's underfunded status in the Company's consolidated statements of condition, and recognizes changes in the funded status of these plans in comprehensive income, net of applicable taxes, in the year in which the change occurred.

Stock-Based Compensation

The Company's current stock-based compensation plan provides for stock options, stock appreciation rights ("SARs"), restricted stock awards, restricted stock units and performance share units.

Compensation expense for awards is recognized over the service period based on the fair value at the date of grant and is included in salaries and employee benefits expense in the Consolidated Statements of Income. Grant date fair value for SARs is estimated using the Black-Scholes option-pricing model. Awards of restricted stock awards, restricted stock units and performance share units are valued at the fair market value of the Company's common stock as of the award date. Compensation expense for performance share units is estimated based on the probability that the performance conditions will be achieved. The likelihood that the performance conditions will be met is assessed each reporting period. Forfeitures are recognized when they occur. Vested equity awards are issued from authorized but unissued stock.

Excess tax benefits (expenses) result when tax return deductions differ from recognized share-based compensation cost that is determined using the grant-date fair value approach for financial statement purposes. Excess tax benefits (expenses) related to the settlement of share-based awards are recorded as a decrease (increase) to income tax expense in the Consolidated Income Statements and are classified in the Consolidated Statements of Cash Flows as an operating activity.

Fair Value Measurements

The Company accounts for the provisions of FASB ASC Topic 820, *Fair Value Measurements and Disclosures* ("ASC Topic 820"), for financial assets and financial liabilities. ASC Topic 820 defines fair value, establishes a framework for measuring fair value in accordance with GAAP, and expands disclosures about fair value measurements. See "Note 19 - Fair Value Measurements".

In general, fair values of financial instruments are based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality and the Company's creditworthiness, among others.

Revenue Recognition

A majority of the Company's revenue is generated from interest income and falls outside the scope of ASC 606. Revenue streams within the scope of ASC 606 are presented in noninterest revenue streams and include deposit related fees, card services income, and trust and wealth management income. Prior to the sale of TIA on October 31, 2025, such revenue streams also included insurance commissions and fees. Refer to "Note 14 - Revenue Recognition" for additional disclosures.

Derivative Instruments and Hedging Activities

The Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company also enters into interest rate derivatives to accommodate the business requirements of certain qualifying customers. All derivatives are recognized as other assets or other liabilities on the Company's Consolidated Statements of Condition at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and resulting designation.

For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in interest income.

The Company has entered into risk participation agreements with other banks in commercial loan arrangements. These derivatives are not designated as hedges and therefore, changes in fair value are recognized in earnings.

Under a risk participation-out agreement, a derivative asset, the Company participates out a portion of the credit risk associated with the interest rate swap position executed with the commercial borrower for a fee paid to the participating bank. Under a risk participation-in agreement, a derivative liability, the Company assumes, or participates in, a portion of the credit risk associated with the interest rate swap position with the commercial borrower for a fee received from the other bank.

Newly Adopted Accounting Standards

ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." The amendments in this update improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis. The amendments in this ASU are effective for the Company for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. Adoption did not have a significant effect on our consolidated financial statements or disclosures.

ASU No. 2024-02, "Codification Improvements," removes all references to FASB Concepts Statements from the FASB Accounting Standards Codification to simplify the Codification. The amendments in this ASU are effective for the Company for fiscal years beginning after December 15, 2024, including interim periods within those fiscal years. Adoption did not have a significant effect on our consolidated financial statements or disclosures.

ASU No. 2023-09, "Income Taxes (Topic 740) - Improvements to Income Tax Disclosures." The amendments in this update relate to the rate reconciliation and income taxes paid disclosures improve the transparency of income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 and interim periods in those years. Aside from complying with the new disclosure requirements this ASU did not have a material impact on our consolidated financial statements. Refer to "Note 15- Income Taxes" for required disclosures.

Accounting Standards Pending Adoption

ASU No. 2023-06, "Disclosure Improvements", amends the disclosure or presentation requirements related to various subtopics in the FASB Accounting Standards Codification. The new guidance is intended to align GAAP requirements with those of the SEC. The ASU will become effective on the earlier of the date on which the SEC removes its disclosure requirements from Regulation S-X or Regulation S-K, or June 30, 2027. Early adoption is prohibited. Adoption of ASU 2023-06 is not expected to have a material impact on our consolidated financial statements.

ASU No. 2024-03, "Disaggregation of Income Statement Expenses," requires new financial statement disclosures in tabular format, disaggregating information about prescribed categories underlying any relevant income statement expense captions, including employee compensation, depreciation, and intangible asset amortization. Tompkins is required to adopt this ASU prospectively for annual periods beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027. Early adoption and retrospective application are permitted. Tompkins is currently evaluating the potential impact of ASU 2024-03 on our consolidated financial statements.

ASU No. 2025-11, "Interim Reporting (Topic 270): Narrow-Scope Improvements" was issued to improve the guidance within Topic 270, Interim Reporting, by clarifying applicability of the requirements. This guidance is effective for interim reporting periods within annual reporting periods beginning after December 15, 2027. Tompkins is currently evaluating the potential impact of ASU 2025-11 on our consolidated financial statements.

ASU No. 2025-12, "Codification Improvements," addresses suggestions received from stakeholders on the Accounting Standards Codification and to make other incremental improvements to generally accepted accounting principles (GAAP). This ASU is effective for interim reporting periods within annual reporting periods beginning after December 15, 2027. Adoption is not expected to have a material impact on our consolidated financial statements.

The Company reviews new accounting standards as issued. Management has not identified any other new standards that it believes will have a significant impact on the Company's consolidated financial statements.

Note 2 Divestiture

On October 31, 2025, the Company ceased insurance operations when it sold all of the issued and outstanding shares of capital stock of TIA to Gallagher. The gross purchase price was \$223.0 million.

The net cash proceeds at closing included the gross purchase price of \$223.0 million, adjusted by the items shown in the below table, for net proceeds of \$220.8 million. The transaction also included a \$20.6 million write off of Goodwill and Intangibles and a \$16.1 million balance sheet write off. In connection with the sale, the Company recognized a gain on sale of \$188.2 million, which is subject to certain post-closing adjustments during the 120-day post-closing settlement period ending on February 28, 2026. In addition, the Company recognized \$4.3 million of noninterest expenses related to the sale.

(In thousands)

Gross purchase price pursuant to Stock Purchase Agreement	\$	223,000
Transaction costs settled at closing		11,586
Working capital adjustment settled at closing		(2,097)
Net cash proceeds at closing	\$	213,511
Fiduciary cash transferred to Gallagher		(12,912)
Indebtedness transferred to Gallagher		5,758
Adjusted net proceeds	\$	220,665

Tompkins recorded insurance revenue of \$35.6 million in 2025, \$39.1 million in 2024, and \$37.4 million in 2023. For more information refer to "Note 22 - Segment and Related Information".

Prior to the sale of TIA, management evaluated the accounting treatment of the potential sale as it relates to held-for-sale and any succeeding discontinued operations financial impact. Based on management's review of ASC 205-20-45-1E it determined that the transaction would not meet all necessary criteria to be considered discontinued operations.

Note 3 Securities

Available-for-Sale Debt Securities

The following tables summarize available-for-sale debt securities held by the Company at December 31, 2025 and 2024:

<i>(In thousands)</i>	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2025				
U.S. Treasuries	\$ 55,492	\$ 213	\$ 1,925	\$ 53,780
Obligations of U.S. Government sponsored entities	354,128	5,928	11,653	348,403
Obligations of U.S. states and political subdivisions	81,517	7	5,214	76,310
Mortgage-backed securities – residential, issued by				
U.S. Government agencies	315,001	852	2,357	313,496
U.S. Government sponsored entities	582,741	6,712	1,821	587,632
U.S. corporate debt securities	2,500	0	53	2,447
Total available-for-sale debt securities	\$ 1,391,379	\$ 13,712	\$ 23,023	\$ 1,382,068
December 31, 2024				
U.S. Treasuries	\$ 75,141	\$ 140	\$ 3,784	\$ 71,497
Obligations of U.S. Government sponsored entities	398,648	2,008	20,376	380,280
Obligations of U.S. states and political subdivisions	86,328	4	8,638	77,694
Mortgage-backed securities – residential, issued by				
U.S. Government agencies	68,130	3	4,879	63,254
U.S. Government sponsored entities	736,376	1,680	101,696	636,360
U.S. corporate debt securities	2,500	0	53	2,447
Total available-for-sale debt securities	\$ 1,367,123	\$ 3,835	\$ 139,426	\$ 1,231,532

Held-to-Maturity Debt Securities

The following tables summarize held-to-maturity debt securities held by the Company at December 31, 2025 and 2024:

<i>(In thousands)</i>	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2025				
U.S. Treasuries	\$ 85,831	\$ 0	\$ 7,037	\$ 78,794
Obligations of U.S. Government sponsored entities	226,697	0	21,631	205,066
Total held-to-maturity debt securities	\$ 312,528	\$ 0	\$ 28,668	\$ 283,860
December 31, 2024				
U.S. Treasuries	\$ 86,049	\$ 0	\$ 11,361	\$ 74,688
Obligations of U.S. Government sponsored entities	226,413	0	33,806	192,607
Total held-to-maturity debt securities	\$ 312,462	\$ 0	\$ 45,167	\$ 267,295

The following table sets forth information with regard to sales transactions of available-for-sale debt securities:

<i>(In thousands)</i>	Year ended December 31,		
	2025	2024	2023
Proceeds from sales	\$ 485,516	\$ 39,952	\$ 440,488
Gross realized gains	0	50	0
Gross realized losses	(78,721)	0	(69,983)
Net gain (loss) on sales of available-for-sale debt securities	\$ (78,721)	\$ 50	\$ (69,983)

The Company's available-for-sale and held-to-maturity debt securities portfolios include callable securities that may be called prior to maturity. The Company did not recognize any gains on called securities for the years ended December 31, 2025, 2024 and 2023. The Company also recognized net gains of \$32,000, net losses of \$18,400, and net gains of \$10,000 on equity securities for the years ended December 31, 2025, 2024 and 2023, respectively, reflecting the change in fair value.

In the fourth quarter of 2025, the Company completed a balance sheet repositioning for general balance sheet, portfolio and interest rate risk management, by selling approximately \$564.2 million of available-for-sale debt securities, which resulted in a pre-tax loss on the sale of approximately \$78.7 million. In 2023, the Company completed a similar balance sheet repositioning by selling approximately \$510.5 million of available-for-sale debt securities, which resulted in a pre-tax loss on the sale of approximately \$70.0 million.

The following table summarizes available-for-sale debt securities that had unrealized losses at December 31, 2025 and December 31, 2024:

	Less than 12 Months		12 Months or Longer		Total	
<i>(In thousands)</i>	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
December 31, 2025						
U.S. Treasuries	\$ 0	\$ 0	\$ 38,936	\$ 1,925	\$ 38,936	\$ 1,925
Obligations of U.S. Government sponsored entities	0	0	141,606	11,653	141,606	11,653
Obligations of U.S. states and political subdivisions	2,530	2	65,279	5,212	67,809	5,214
Mortgage-backed securities – residential, issued by						
U.S. Government agencies	179,250	2,129	12,051	228	191,301	2,357
U.S. Government sponsored entities	291,424	1,452	7,990	369	299,414	1,821
U.S. corporate debt securities	0	0	2,447	53	2,447	53
Total available-for-sale debt securities	\$ 473,204	\$ 3,583	\$ 268,309	\$ 19,440	\$ 741,513	\$ 23,023
December 31, 2024						
U.S. Treasuries	\$ 0	\$ 0	\$ 57,019	\$ 3,784	\$ 57,019	\$ 3,784
Obligations of U.S. Government sponsored entities	14,085	515	188,296	19,861	202,381	20,376
Obligations of U.S. states and political subdivisions	3,159	36	73,657	8,602	76,816	8,638
Mortgage-backed securities – residential, issued by						
U.S. Government agencies	27,082	89	35,879	4,790	62,961	4,879
U.S. Government sponsored entities	32,063	502	523,353	101,194	555,416	101,696
U.S. corporate debt securities	0	0	2,447	53	2,447	53
Total available-for-sale debt securities	\$ 76,389	\$ 1,142	\$ 880,651	\$ 138,284	\$ 957,040	\$ 139,426

The following table summarizes held-to-maturity debt securities that had unrealized losses at December 31, 2025 and December 31, 2024:

	Less than 12 Months		12 Months or Longer		Total	
(In thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
December 31, 2025						
U.S. Treasuries	\$ 0	\$ 0	\$ 78,794	\$ 7,037	\$ 78,794	\$ 7,037
Obligations of U.S. Government sponsored entities	0	0	205,066	21,631	205,066	21,631
Total held-to-maturity debt securities	\$ 0	\$ 0	\$ 283,860	\$ 28,668	\$ 283,860	\$ 28,668
December 31, 2024						
U.S. Treasuries	\$ 0	\$ 0	\$ 74,688	\$ 11,361	\$ 74,688	\$ 11,361
Obligations of U.S. Government sponsored entities	0	0	192,607	33,806	192,607	33,806
Total held-to-maturity debt securities	\$ 0	\$ 0	\$ 267,295	\$ 45,167	\$ 267,295	\$ 45,167

Within the available-for-sale and held-to-maturity portfolios, the total number of securities in an unrealized loss position were 232 and 577 at December 31, 2025 and 2024, respectively.

The Company evaluates available-for-sale debt securities for expected credit losses ("ECL") in unrealized loss positions at each measurement date to determine whether the decline in the fair value below the amortized cost basis is due to credit-related factors or noncredit-related factors.

Factors that may be indicative of ECL include, but are not limited to, the following:

- Extent to which the fair value is less than the amortized cost basis.
- Adverse conditions specifically related to the security, an industry, or geographic area (changes in technology, business practice).
- Payment structure of the debt security with respect to underlying issuer or obligor.
- Failure of the issuer to make scheduled payment of principal and/or interest.
- Changes to the rating of a security or issuer by a nationally recognized statistical rating organization.
- Changes in tax or regulatory guidelines that impact a security or underlying issuer.

For available-for-sale debt securities in an unrealized loss position, the Company evaluates the securities to determine whether the decline in the fair value below the amortized cost basis is the result of changes in interest rates or reflects a fundamental change in the credit worthiness of the underlying issuer. Any impairment that is not credit related is recognized in other comprehensive income (loss), net of applicable taxes. Credit-related impairment is recognized as an allowance for credit losses ("ACL") on the Statements of Condition, limited to the amount by which the amortized cost basis exceeds the fair value, with a corresponding adjustment to earnings. Both the ACL and the adjustment to net income may be reversed if conditions change.

Management measures expected credit losses on held-to-maturity debt securities on a collective basis by major security type with each type sharing similar risk characteristics and considers historical credit loss information that is adjusted for current conditions and reasonable and supportable forecasts. Management has made the accounting policy election to exclude accrued interest receivable on held-to-maturity debt securities from the estimate of credit losses. As of December 31, 2025, the held-to-maturity portfolio consisted of U.S. Treasury securities and securities issued by U.S. government-sponsored enterprises, including the Federal National Mortgage Agency and the Federal Farm Credit Banks Funding Corporation. U.S. Treasury securities are backed by the full faith and credit of and/or guaranteed by the U.S. government, and it is expected that the securities will not be settled at prices less than the amortized cost bases of the securities. Securities issued by U.S. government agencies or U.S. government-sponsored enterprises carry the explicit and/or implicit guarantee of the U.S. government, are widely recognized as "risk-free," and have a long history of zero credit loss. As such, the Company did not record an allowance for credit losses for these securities as of December 31, 2025.

The total gross unrealized losses, shown in the tables above, were primarily attributable to changes in interest rates and levels of market liquidity, relative to when the investment securities were purchased, and not due to the credit-related quality of the investment securities. The Company does not have the intent to sell these securities and does not believe it is more likely than not that the Company will be required to sell these securities before a recovery of amortized cost. The gross unrealized losses

reported for available-for-sale residential mortgage-backed securities relate to investment securities issued by U.S. government sponsored entities such as Federal National Mortgage Association, FHLMC and U.S. government agencies such as Government National Mortgage Association. The gross unrealized losses for held-to-maturity debt securities are on US Treasuries and securities issued by U.S. government-sponsored enterprises, including the Federal National Mortgage Agency and the Federal Farm Credit Banks Funding Corporation.

The Company did not recognize any net credit impairment charge to earnings on investment securities in 2025, 2024, or 2023.

The amortized cost and estimated fair value of debt securities by contractual maturity are shown in the following tables. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. Mortgage-backed securities are shown separately since they are not due at a single maturity date.

(In thousands)	December 31, 2025		December 31, 2024	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Available-for-sale debt securities:				
Due in one year or less	\$ 74,224	\$ 74,109	\$ 100,000	\$ 99,153
Due after one year through five years	238,913	231,336	227,502	215,976
Due after five years through ten years	180,500	175,495	212,789	199,457
Due after ten years	0	0	22,326	17,332
Total	493,637	480,940	562,617	531,918
Mortgage-backed securities	897,742	901,128	804,506	699,614
Total available-for-sale debt securities	\$ 1,391,379	\$ 1,382,068	\$ 1,367,123	\$ 1,231,532

(In thousands)	December 31, 2025		December 31, 2024	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Held-to-maturity debt securities:				
Due after one year through five years	\$ 174,870	\$ 160,547	\$ 117,283	\$ 102,173
Due after five years through ten years	137,658	123,313	195,179	165,122
Total held-to-maturity debt securities	\$ 312,528	\$ 283,860	\$ 312,462	\$ 267,295

Trading Securities

The Company had no securities designated as trading during 2025 or 2024.

Pledged Securities

The Company pledges securities as collateral for public deposits and other borrowings, and sells securities under agreements to repurchase. See "Note 9 - Federal Funds Purchased and Securities Sold Under Agreements to Repurchase" for further discussion. Securities carried of \$887.5 million and \$904.2 million, at December 31, 2025 and 2024, respectively, were either pledged or sold under agreements to repurchase.

Concentrations of Securities

Except for U.S. government securities, there were no holdings, when taken in the aggregate, of any single issuer that exceeded 10% of shareholders' equity at December 31, 2025.

Equity Securities

The Company invests in one equity fund. This security is carried at fair value.

Investment in Small Business Investment Companies

The Company has equity investments in small business investment companies ("SBIC") established for the purpose of providing financing to small businesses in market areas served by the Company. These investments totaled \$671,000 at December 31, 2025 and 2024, and were included in other assets on the Company's Consolidated Statements of Condition. These investments are accounted for either under the cost method or the equity method of accounting. As of December 31, 2025, the Company reviewed these investments and determined that there was no impairment.

Federal Home Loan Bank Stock

The Company also holds non-marketable Federal Home Loan Bank New York ("FHLBNY") stock and non-marketable Atlantic Community Bankers Bank ("ACBB") stock, all of which are required to be held for regulatory purposes and for borrowing availability. The required investment in FHLB stock is tied to the Company's borrowing levels with the FHLB. Holdings of FHLBNY stock and ACBB stock totaled \$32.2 million and \$95,000, respectively, at December 31, 2025. These securities are carried at par, which is also cost. As of December 31, 2025, the FHLBNY continued to pay dividends and repurchase stock. As such, the Company has not recognized any impairment on its holdings of FHLBNY.

Note 4 Loans and Leases

Loans and Leases at December 31, 2025 and December 31, 2024 were as follows:

	Year ended December 31,	
<i>(In thousands)</i>	2025	2024
Commercial and industrial		
Agriculture	\$ 114,475	\$ 110,007
Commercial and industrial other	986,173	855,568
Subtotal commercial and industrial	1,100,648	965,575
Commercial real estate		
Construction	448,901	385,931
Agriculture	234,292	217,582
Commercial real estate other	2,978,842	2,776,304
Subtotal commercial real estate	3,662,035	3,379,817
Residential real estate		
Home equity	227,654	204,194
Mortgages	1,363,532	1,366,646
Subtotal residential real estate	1,591,186	1,570,840
Consumer and other		
Indirect	68	229
Consumer and other	86,399	96,163
Subtotal consumer and other	86,467	96,392
Leases	10,413	12,484
Total loans and leases	\$ 6,450,749	\$ 6,025,108
Less: unearned income and deferred costs and fees	(4,504)	(5,186)
Total loans and leases, net of unearned income and deferred costs and fees	\$ 6,446,245	\$ 6,019,922

The Company has adopted comprehensive lending policies, underwriting standards and loan review procedures. There were no significant changes to the Company's existing lending policies, underwriting standards or loan review procedures during 2025. The Company's Board of Directors approves the lending policies at least annually. The Company recognizes that exceptions to policy guidelines may occasionally occur and has established procedures for approving exceptions to these policy guidelines. Management has also implemented reporting systems to monitor loan originations, loan quality, concentrations of credit, loan delinquencies and nonperforming loans and potential problem loans.

Residential real estate loans

The Company's policy is to underwrite residential real estate loans in accordance with secondary market guidelines in effect at the time of origination, including loan-to-value ("LTV") and documentation requirements. LTVs exceeding 80% for fixed rate loans and 80% for adjustable rate loans require private mortgage insurance to reduce the exposure. The Company verifies applicants' income, obtains credit reports and independent real estate appraisals in the underwriting process to ensure adequate collateral coverage and that loans are extended to individuals with good credit and income sufficient to repay the loan. In limited circumstances, the Company will make exceptions to secondary market underwriting standards to support community reinvestment activities.

The Company originates fixed rate and adjustable rate residential mortgage loans, including loans that have characteristics of both, such as a 7/6 adjustable rate mortgage, which has a fixed rate for the first seven years and then adjusts semi-annually thereafter. The majority of residential mortgage loans originated over the last several years have been fixed rate loans. Adjustable rate loans have increased in popularity due to the rising interest rate environment. Adjustable rate residential real estate loans are underwritten based upon the initial rate when the fixed rate period is 5 years or longer. For loans with an initial fixed rate of less than 5 years, the fully indexed rate is utilized for the ability to repay qualifying and underwriting. This underwriting practice matches secondary market guidelines.

The Company may sell residential real estate loans in the secondary market based on interest rate considerations. These residential real estate loans are generally sold to FHLMC without recourse in accordance with standard secondary market loan sale agreements. These residential real estate loan sales are subject to customary representations and warranties, including representations and warranties related to gross incompetence and fraud. The Company has not had to repurchase any loans as a result of these general representations and warranties.

During 2025, 2024, and 2023, the Company sold residential mortgage loans totaling \$85.6 million, \$40.1 million, and \$4.5 million, respectively, and realized net gains on these sales of \$2.2 million, \$1.0 million, and \$96,000, respectively. These residential real estate loans are generally sold without recourse in accordance with standard secondary market loan sale agreements. When residential mortgage loans are sold to FHLMC, the Company typically retains all servicing rights, which provides the Company with a source of fee income. In connection with the sales in 2025, 2024, and 2023, the Company recorded mortgage-servicing assets of \$642,000, \$299,000, and \$34,000, respectively. The loans sold to FHLMC were originated with the intent to sell.

Amortization of mortgage servicing assets amounted to \$120,000 in 2025, \$91,000 in 2024, and \$81,000 in 2023. At December 31, 2025 and 2024, the Company serviced residential mortgage loans aggregating \$227.7 million and \$158.0 million. Mortgage servicing rights, at an amortized cost basis, totaled \$1.7 million at December 31, 2025 and \$1.1 million at December 31, 2024. These mortgage servicing rights were evaluated for impairment at year-end 2025 and 2024 and no impairment was recognized. Loans held for sale, which are included in residential real estate, totaled \$5.4 million and \$1.7 million at December 31, 2025 and 2024, respectively.

As members of the FHLB, the Company's subsidiary bank may use unencumbered mortgage related assets to secure borrowings from the FHLB. At December 31, 2025 and 2024, the Company had \$169.4 million and \$543.2 million, respectively, of term advances from the FHLB that were secured by residential mortgage loans. In addition to the term advances presented above, standby letters of credit with the FHLB of \$225.0 million and \$200.0 million, at December 31, 2025 and 2024, respectively, were secured by residential mortgage loans.

Commercial and industrial loans

The Company's Commercial Loan Policy sets forth guidelines for debt service coverage ratios, LTV's and documentation standards. Commercial and industrial loans are primarily made based on identified cash flows of the borrower with consideration given to underlying collateral and personal or government guarantees. The Company's policy establishes debt service coverage ratio limits that require a borrower's cash flow to be sufficient to cover principal and interest payments on all new and existing debt. Commercial and industrial loans are generally secured by the assets being financed or other business assets such as accounts receivable or inventory. Many of the loans in the commercial portfolio have variable interest rates tied to Prime Rate, FHLBNY borrowing rates, Secured Overnight Financing Rate ("SOFR"), or U.S. Treasury indices.

Commercial real estate

The Company's Commercial Loan Policy sets forth guidelines for debt service coverage ratios, LTV's and documentation standards. Commercial real estate loans are primarily made based on identified cash flows of the borrower with consideration given to underlying real estate collateral and personal or government guarantees. The Company's policy establishes a maximum LTV based on the type of property and debt service coverage ratio limits that require a borrower's cash flow to be sufficient to cover principal and interest payments on all new and existing debt. Commercial real estate loans may be fixed or variable rate loans with interest rates tied to Prime Rate, FHLBNY borrowing rates, SOFR, or U.S. Treasury indices.

Agriculture loans

Agriculturally-related loans include loans to dairy farms, cash and vegetable crop farms and a variety of other livestock and crop producers. Agriculturally-related loans are primarily made based on identified cash flows of the borrower with consideration given to underlying collateral, personal guarantees, and government related guarantees. Agriculturally-related loans are generally secured by the assets or property being financed or other business assets such as accounts receivable, livestock, equipment, or commodities/crops. The Company's policy establishes a maximum LTV based on the type of property and debt service coverage ratio limits that require a borrower's cash flow to be sufficient to cover principal and interest

payments on all new and existing debt, with limited adjustments to consider commodity market cycles. The policy also establishes maximum LTV ratios for non-real estate collateral, such as livestock, commodities/crops, equipment and accounts receivable. Agriculturally-related loans may be fixed or variable rate with interest tied to Prime Rate, FHLBNY borrowing rates, SOFR, or U.S. Treasury indices.

Consumer and other loans

The consumer loan portfolio includes indirect and direct loans relating to personal installment loans, automobile financing, and overdraft lines of credit. The majority of the consumer portfolio consists of indirect and direct automobile loans. Consumer loans are generally short-term and have fixed rates of interest that are set giving consideration to current market interest rates, the financial strength of the borrower, and internal profitability targets. The Company's Consumer Loan Underwriting Guidelines Policy establishes maximum debt to income ratios and includes guidelines for verification of applicants' income and receipt of credit reports.

Leases

Leases are primarily made to commercial customers and the origination criteria typically includes the value of the underlying assets being financed, the useful life of the assets being financed, and identified cash flows of the borrower. Most leases carry a fixed rate of interest that is set giving consideration to current market interest rates, the financial strength of the borrower, and internal profitability targets.

Loan and Lease Customers

The Company's loan and lease customers are located primarily in the upstate New York and Pennsylvania communities served by Tompkins Community Bank. The Bank operates twelve banking offices in the counties of Tompkins, Cayuga, Cortland, Onondaga and Schuyler, New York; fourteen banking offices in the counties of Wyoming, Livingston, Genesee, Orleans and Monroe, New York; twelve banking offices in the counties of Putnam County, Dutchess County and Westchester, New York; and sixteen offices in the counties of Berks, Montgomery, Philadelphia, Delaware and Schuylkill, Pennsylvania. Other than general economic risks, management is not aware of any material concentrations of credit risk to any industry or individual borrower.

Loans to Related Parties

Directors and officers of the Company and its affiliated companies are customers of, and have other transactions with, the Company's banking subsidiaries in the ordinary course of business. Such loans and commitments are made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons not related to the Company, and did not involve more than normal risk of collectability or present other unfavorable features.

Nonaccrual Loans and Leases

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments are due. Loans are placed on nonaccrual status either due to the delinquency status of principal and/or interest (generally when past due 90 or more days) or a judgment by management that the full repayment of principal and interest is unlikely. When interest accrual is discontinued, all unpaid accrued interest is reversed. Payments received on loans on nonaccrual are generally applied to reduce the principal balance of the loan. Loans are generally returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured. When management determines that the collection of principal in full is improbable, management will charge-off a partial amount or full amount of the loan balance. Management considers specific facts and circumstances relative to each individual credit in making such a determination. For residential and consumer loans, management uses specific regulatory guidance and thresholds for determining charge-offs.

The below tables present an aging analysis of past due loans, segregated by class of loans as of December 31, 2025 and 2024:

<i>(In thousands)</i>	30-59 Days	60-89 Days	90 Days or More	Total Past Due	Current Loans	Total Loans
December 31, 2025						
Commercial and industrial						
Agriculture	\$ 4	\$ 0	\$ 0	\$ 4	114,471	\$ 114,475
Commercial and industrial other	1,818	1,543	5,136	8,497	977,676	986,173
Subtotal commercial and industrial	1,822	1,543	5,136	8,501	1,092,147	1,100,648
Commercial real estate						
Construction	0	0	17,302	17,302	431,599	448,901
Agriculture	69	0	0	69	234,223	234,292
Commercial real estate other	474	775	4,507	5,756	2,973,086	2,978,842
Subtotal commercial real estate	543	775	21,809	23,127	3,638,908	3,662,035
Residential real estate						
Home equity	1,286	107	2,040	3,433	224,221	227,654
Mortgages	0	2,331	8,225	10,556	1,352,976	1,363,532
Subtotal residential real estate	1,286	2,438	10,265	13,989	1,577,197	1,591,186
Consumer and other						
Indirect	0	0	0	0	68	68
Consumer and other	295	104	191	590	85,809	86,399
Subtotal consumer and other	295	104	191	590	85,877	86,467
Leases	0	0	0	0	10,413	10,413
Total loans and leases	\$ 3,946	\$ 4,860	\$ 37,401	\$ 46,207	\$ 6,404,542	\$ 6,450,749
Less: unearned income and deferred costs and fees	0	0	0	0	(4,504)	(4,504)
Total loans and leases, net of unearned income and deferred costs and fees	\$ 3,946	\$ 4,860	\$ 37,401	\$ 46,207	\$ 6,400,038	\$ 6,446,245

<i>(In thousands)</i>	30-59 Days	60-89 Days	90 Days or More	Total Past Due	Current Loans	Total Loans
December 31, 2024						
Commercial and industrial						
Agriculture	\$ 0	\$ 0	\$ 0	\$ 0	110,007	\$ 110,007
Commercial and industrial other	3,944	32	684	4,660	850,908	855,568
Subtotal commercial and industrial	3,944	32	684	4,660	960,915	965,575
Commercial real estate						
Construction	1,120	17,400	0	18,520	367,411	385,931
Agriculture	81	0	0	81	217,501	217,582
Commercial real estate other	0	1,605	11,966	13,571	2,762,733	2,776,304
Subtotal commercial real estate	1,201	19,005	11,966	32,172	3,347,645	3,379,817
Residential real estate						
Home equity	955	91	1,811	2,857	201,337	204,194
Mortgages	0	2,836	9,257	12,093	1,354,553	1,366,646
Subtotal residential real estate	955	2,927	11,068	14,950	1,555,890	1,570,840
Consumer and other						
Indirect	3	2	7	12	217	229
Consumer and other	430	329	354	1,113	95,050	96,163
Subtotal consumer and other	433	331	361	1,125	95,267	96,392
Leases	0	0	0	0	12,484	12,484
Total loans and leases	\$ 6,533	\$ 22,295	\$ 24,079	\$ 52,907	\$ 5,972,201	\$ 6,025,108
Less: unearned income and deferred costs and fees	0	0	0	0	(5,186)	(5,186)
Total loans and leases, net of unearned income and deferred costs and fees	\$ 6,533	\$ 22,295	\$ 24,079	\$ 52,907	\$ 5,967,015	\$ 6,019,922

The following table presents the amortized cost basis of loans on nonaccrual status and the amortized cost basis of loans on nonaccrual status for which there was no related allowance for credit losses:

	December 31, 2025			December 31, 2024		
(In thousands)	Nonaccrual Loans and Leases with no ACL	Nonaccrual Loans and Leases	Loans and Leases Past Due Over 89 Days and Accruing	Nonaccrual Loans and Leases with no ACL	Nonaccrual Loans and Leases	Loans and Leases Past Due Over 89 Days and Accruing
Commercial and industrial						
Agriculture	\$ 0	\$ 0	\$ 0	\$ 0	\$ 519	\$ 0
Commercial and industrial other	4,565	8,305	0	0	1,023	0
Subtotal commercial and industrial	4,565	8,305	0	0	1,542	0
Commercial real estate						
Construction	0	17,303	0	0	0	0
Agriculture	0	92	0	0	129	0
Commercial real estate other	1,463	5,469	0	24,179	32,461	0
Subtotal commercial real estate	1,463	22,864	0	24,179	32,590	0
Residential real estate						
Home equity	232	2,624	0	610	2,889	0
Mortgages	1,570	13,931	1	1,338	13,389	9
Subtotal residential real estate	1,802	16,555	1	1,948	16,278	9
Consumer and other						
Indirect	0	0	0	0	13	0
Consumer and other	0	70	145	0	125	314
Subtotal consumer and other	0	70	145	0	138	314
Leases	0	0	0	0	0	0
Total loans and leases	\$ 7,830	\$ 47,794	\$ 146	\$ 26,127	\$ 50,548	\$ 323

The difference between the interest income that would have been recorded if nonaccrual loans and leases had paid in accordance with their original terms and the interest income that was recorded, was \$5.5 million for the year ended December 31, 2025, \$13.9 million for the year ended December 31, 2024, and \$2.2 million for year ended December 31, 2023. The Company had no material commitments to make additional advances to borrowers with nonperforming loans.

Note 5 Allowance for Credit Losses

Management reviews the appropriateness of the ACL on a regular basis. Management considers the accounting policy relating to the allowance to be a critical accounting policy, given the inherent uncertainty in evaluating the levels of the allowance required to cover credit losses in the portfolio and the material effect that assumptions could have on the Company's results of operations. The Company has developed a methodology to measure the amount of estimated credit loss exposure inherent in the loan portfolio to assure that an appropriate allowance is maintained. The Company's methodology is based upon guidance provided in SEC Staff Accounting Bulletin No. 119, *Measurement of Credit Losses on Financial Instruments ("CECL")*, and *Financial Instruments - Credit Losses* and *ASC Topic 326, Financial Instruments - Credit Losses*.

The Company uses the DCF method to estimate expected credit losses for the commercial, commercial real estate, residential, home equity, and consumer loan pools. For each of these loan segments, the Company generates cash flow projections at the loan level wherein payment expectations are adjusted for exposure at default using estimated prepayment speeds, time to recovery, probability of default, and loss given default. The modeling of expected prepayment speeds, and time to recovery are based on historical internal data.

The Company uses regression analysis of historical internal and peer data to determine suitable loss drivers to utilize when modeling lifetime probability of default and loss given default. This analysis also determines how expected probability of default and loss given default will react to forecasted levels of the loss drivers. For all loan pools utilizing the DCF method,

management utilizes and forecasts national unemployment and a one-year percentage change in national gross domestic product as loss drivers in the model.

For all DCF models, management has determined that four quarters represents a reasonable and supportable forecast period and reverts back to a historical loss rate over eight quarters on a straight-line basis. Management leverages economic projections from an independent third party to inform its loss driver forecasts over the four-quarter forecast period. Other internal and external indicators of economic forecasts, and scenario weightings, are also considered by management when developing the forecast metrics. The model considers a base case forecast and two alternative forecasts and assigns weightings to these three scenarios based on current conditions and expectations for future conditions.

The combination of adjustments for credit expectations (default and loss) and timing expectations (prepayment, curtailment, and time to recovery) produces an expected cash flow stream at the loan level. Instrument effective yield is calculated, net of the impacts of prepayment assumptions, and the instrument expected cash flows are then discounted at that effective yield to produce an instrument-level net present value of expected cash flows ("NPV"). An ACL is established for the difference between the instrument's NPV and amortized cost basis.

The model also considers the need to qualitatively adjust expected loss estimates for information not already captured in the loss estimation process. These qualitative factors include, but are not limited to, those suggested by the Interagency Policy Statement on Allowances for Credit Losses. These qualitative factor adjustments may increase or decrease the Company's estimate of expected credit losses.

Due to the size and characteristics of the leasing portfolio, the remaining life method, using the historical loss rate of the commercial and industrial segment, is used to determine the allowance for credit losses.

Loan Commitments and Allowance for Credit Losses on Off-Balance Sheet Credit Exposures

Financial instruments include off-balance sheet credit instruments, such as commitments to make loans, and commercial letters of credit. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for off-balance sheet loan commitments is represented by the contractual amount of those instruments. Such financial instruments are recorded when they are funded. The Company records an allowance for credit losses on off-balance sheet credit exposures, unless the commitments to extend credit are unconditionally cancellable, through a charge to credit loss expense for off-balance sheet credit exposures included in provision expense in the Company's consolidated statements of income.

Changes in the allowance for credit losses for the years ended December 31, 2025, 2024 and 2023 are summarized as follows:

Allowance for Credit Losses - Loans and Leases

<i>(In thousands)</i>	2025	2024	2023
Total allowance at beginning of year	\$ 56,496	\$ 51,584	\$ 45,934
Impact of adopting ASU 2022-02	0	0	64
Provision for credit loss expense	11,564	7,418	4,865
Recoveries on loans and leases	821	634	1,820
Charge-offs on loans and leases	(11,210)	(3,140)	(1,099)
Total allowance at end of year	\$ 57,671	\$ 56,496	\$ 51,584

Allowance for Credit Losses - Off-Balance Sheet Credit Exposures

<i>(In thousands)</i>	2025	2024	2023
Liabilities for off-balance sheet credit exposures at beginning of period	\$ 1,463	\$ 2,270	\$ 2,796
Provision for credit loss expense related to off-balance sheet credit exposures	(30)	(807)	(526)
Liabilities for off-balance sheet credit exposures at end of period	\$ 1,433	\$ 1,463	\$ 2,270

The following table details activity in the allowance for credit losses for loans for the years ended December 31, 2025 and 2024. The allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

<i>(In thousands)</i>	Commercial & Industrial	Commercial Real Estate	Residential Real Estate	Consumer and Other	Finance Leases	Total
December 31, 2025						
Allowance for credit losses:						
Beginning balance	\$ 7,684	\$ 35,837	\$ 11,345	\$ 1,568	\$ 62	\$ 56,496
Charge-offs	(1,541)	(7,310)	0	(2,359)	0	(11,210)
Recoveries	82	4	118	617	0	821
Provision (credit) for credit loss expense	4,009	6,724	(570)	1,404	(3)	11,564
Ending Balance	\$ 10,234	\$ 35,255	\$ 10,893	\$ 1,230	\$ 59	\$ 57,671
December 31, 2024						
Allowance for credit losses:						
Beginning balance	\$ 6,667	\$ 31,581	\$ 11,700	\$ 1,557	\$ 79	\$ 51,584
Charge-offs	(293)	(249)	0	(2,598)	0	(3,140)
Recoveries	40	7	135	452	0	634
Provision (credit) for credit loss expense	1,270	4,498	(490)	2,157	(17)	7,418
Ending Balance	\$ 7,684	\$ 35,837	\$ 11,345	\$ 1,568	\$ 62	\$ 56,496

The following table presents the amortized cost basis of collateral dependent loans, which are individually evaluated to determine expected credit losses, and the related allowance for credit losses allocated to these loans as of December 31, 2025 and 2024:

<i>(In thousands)</i>	Real Estate	Business Assets	Other	Total	ACL Allocation
December 31, 2025					
Commercial and Industrial	\$ 482	\$ 4,565	\$ 0	\$ 5,047	\$ 250
Commercial Real Estate	21,052	0	0	21,052	1,178
Total Loans and Leases	\$ 21,534	\$ 4,565	\$ 0	\$ 26,099	\$ 1,428
December 31, 2024					
Commercial and Industrial	\$ 610	\$ 0	\$ 0	\$ 610	\$ 0
Commercial Real Estate	31,051	0	0	31,051	1,712
Total Loans and Leases	\$ 31,661	\$ 0	\$ 0	\$ 31,661	\$ 1,712

Loan Modifications to Borrowers Experiencing Financial Difficulty

The Company from time to time modifies loans to borrowers experiencing financial difficulty. The modifications may include interest rate reductions, principal or interest forgiveness, forbearances, term extensions, and other actions intended to minimize economic loss and to avoid foreclosure or repossession of collateral.

The following tables show the amortized cost basis at December 31, 2025 and 2024 of the loans modified to borrowers experiencing financial difficulty, disaggregated by class of financing receivable and type of concession granted:

<i>(In thousands)</i>	Term Extension	Interest Rate Reduction	Payment Delay and Term Extension	Term Extension and Interest Rate Reduction	Payment Delay	Total	% of Total Class of Loans and Leases
December 31, 2025							
Commercial and Industrial							
Commercial and industrial other	\$ 101	\$ 410	\$ 0	\$ 262	\$ 0	\$ 773	0.08 %
Subtotal commercial and industrial	101	410	0	262	0	773	0.07 %
Commercial Real Estate							
Commercial real estate other	0	2,856	0	0	382	3,238	0.11 %
Subtotal commercial real estate	0	2,856	0	0	382	3,238	0.09 %
Residential							
Home equity	0	0	0	50	0	50	0.02 %
Mortgages	0	0	0	109	953	1,062	0.08 %
Subtotal residential	0	0	0	159	953	1,112	0.07 %
Consumer							
Consumer and other	23	0	0	0	0	23	0.03 %
Subtotal consumer	23	0	0	0	0	23	0.03 %
Total loans and leases	\$ 124	\$ 3,266	\$ 0	\$ 421	\$ 1,335	\$ 5,146	0.08 %

<i>(In thousands)</i>	Term Extension	Interest Rate Reduction	Payment Delay and Term Extension	Term Extension and Interest Rate Reduction	Payment Delay	Total	% of Total Class of Loans and Leases
December 31, 2024							
Commercial and Industrial							
Commercial and industrial other	\$ 10	\$ 463	\$ 0	\$ 110	\$ 45	\$ 628	0.07 %
Subtotal commercial and industrial	10	463	0	110	45	628	0.07 %
Commercial Real Estate							
Commercial real estate other	0	2,990	0	0	394	3,384	0.12 %
Subtotal commercial real estate	0	2,990	0	0	394	3,384	0.10 %
Residential							
Home equity	0	0	0	40	0	40	0.02 %
Mortgages	0	0	0	112	548	660	0.05 %
Subtotal residential	0	0	0	152	548	700	0.04 %
Consumer							
Consumer and other	22	0	0	0	0	22	0.02 %
Subtotal consumer	22	0	0	0	0	22	0.02 %
Total loans and leases	\$ 32	\$ 3,453	\$ 0	\$ 262	\$ 987	\$ 4,734	0.08 %

The following tables show the aging analysis of loan modifications made to borrowers experiencing financial difficulty as of December 31, 2025 and 2024:

Payment Status (Amortized Cost Basis)						
(In thousands)	Current	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Non-Accrual	Total
December 31, 2025						
Commercial and Industrial						
Commercial and industrial other	\$ 474	\$ 262	\$ 0	\$ 0	\$ 37	773
Subtotal commercial and industrial	474	262	0	0	37	773
Commercial Real Estate						
Commercial real estate other	3,238	0	0	0	0	3,238
Subtotal commercial real estate	3,238	0	0	0	0	3,238
Residential Real Estate						
Home equity	50	0	0	0	0	50
Mortgages	260	0	0	0	802	1,062
Subtotal residential real estate	310	0	0	0	802	1,112
Consumer and Other						
Consumer and other	23	0	0	0	0	23
Subtotal consumer and other	23	0	0	0	0	23
Total	\$ 4,045	\$ 262	\$ 0	\$ 0	\$ 839	5,146

Payment Status (Amortized Cost Basis)						
(In thousands)	Current	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Non-Accrual	Total
December 31, 2024						
Commercial and Industrial						
Commercial and industrial other	\$ 618	\$ 0	\$ 0	\$ 0	\$ 10	628
Subtotal commercial and industrial	618	0	0	0	10	628
Commercial Real Estate						
Commercial real estate other	3,384	0	0	0	0	3,384
Subtotal commercial real estate	3,384	0	0	0	0	3,384
Residential Real Estate						
Home equity	0	0	0	0	40	40
Mortgages	154	0	112	0	394	660
Subtotal residential real estate	154	0	112	0	434	700
Consumer and Other						
Consumer and other	0	0	0	0	22	22
Subtotal consumer and other	0	0	0	0	22	22
Total	\$ 4,156	\$ 0	\$ 112	\$ 0	\$ 466	4,734

The following tables present credit quality indicators by total loans on an amortized cost basis by origination year, and current year gross writeoffs as of December 31, 2025 and 2024:

December 31, 2025

<i>(In thousands)</i>	2025	2024	2023	2022	2021	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total Loans
Commercial and Industrial - Other:									
Internal risk grade:									
Pass	\$ 178,999	\$ 111,528	\$ 81,883	\$ 73,977	\$ 37,104	\$ 126,706	\$ 316,314	\$ 8,606	\$ 935,117
Special Mention	9,871	9,447	90	1,154	178	1,468	21,037	0	43,245
Substandard	0	423	1,433	0	390	192	5,032	341	7,811
Total Commercial and Industrial - Other	\$ 188,870	\$ 121,398	\$ 83,406	\$ 75,131	\$ 37,672	\$ 128,366	\$ 342,383	\$ 8,947	\$ 986,173
Current-period gross writeoffs	\$ 526	\$ 597	\$ 85	\$ 66	\$ 254	\$ 13	\$ 0	\$ 0	\$ 1,541
Commercial and Industrial - Agriculture:									
Pass	\$ 11,890	\$ 9,337	\$ 24,659	\$ 7,539	\$ 1,418	\$ 3,852	\$ 55,263	\$ 470	\$ 114,428
Special Mention	0	0	0	0	22	25	0	0	47
Substandard	0	0	0	0	0	0	0	0	0
Total Commercial and Industrial - Agriculture	\$ 11,890	\$ 9,337	\$ 24,659	\$ 7,539	\$ 1,440	\$ 3,877	\$ 55,263	\$ 470	\$ 114,475
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Commercial Real Estate									
Pass	\$ 409,529	\$ 320,178	\$ 256,566	\$ 310,051	\$ 374,436	\$ 1,204,064	\$ 19,291	\$ 19,216	\$ 2,913,331
Special Mention	6,500	305	927	1,961	1,362	45,932	0	0	56,987
Substandard	0	399	927	1,149	1,461	3,804	784	0	8,524
Total Commercial Real Estate	\$ 416,029	\$ 320,882	\$ 258,420	\$ 313,161	\$ 377,259	\$ 1,253,800	\$ 20,075	\$ 19,216	\$ 2,978,842
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 2,000	\$ 5,310	\$ 0	\$ 0	\$ 7,310
Commercial Real Estate - Agriculture:									
Pass	\$ 26,485	\$ 23,114	\$ 11,133	\$ 41,082	\$ 20,087	\$ 103,609	\$ 4,488	\$ 4,026	\$ 234,024
Special Mention	0	0	0	0	0	141	0	0	141
Substandard	0	0	0	0	0	127	0	0	127
Total Commercial Real Estate - Agriculture	\$ 26,485	\$ 23,114	\$ 11,133	\$ 41,082	\$ 20,087	\$ 103,877	\$ 4,488	\$ 4,026	\$ 234,292
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Commercial Real Estate - Construction									
Pass	\$ 0	\$ 13,222	\$ 30,274	\$ 1,542	\$ 15,688	\$ 349	\$ 344,568	\$ 25,659	\$ 431,302
Special Mention	0	0	0	0	0	0	297	0	297
Substandard	0	0	0	0	0	0	17,302	0	17,302
Total Commercial Real Estate - Construction	\$ 0	\$ 13,222	\$ 30,274	\$ 1,542	\$ 15,688	\$ 349	\$ 362,167	\$ 25,659	\$ 448,901
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0

<i>(In thousands)</i>	2025	2024	2023	2022	2021	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total Loans
Residential - Home Equity									
Performing	\$ 1,613	\$ 767	\$ 1,448	\$ 1,309	\$ 795	\$ 17,309	\$ 200,118	\$ 1,671	\$ 225,030
Nonperforming	0	0	0	0	0	1,382	1,242	0	2,624
Total Residential - Home Equity	\$ 1,613	\$ 767	\$ 1,448	\$ 1,309	\$ 795	\$ 18,691	\$ 201,360	\$ 1,671	\$ 227,654
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Residential - Mortgages									
Performing	\$ 113,023	\$ 104,677	\$ 120,785	\$ 160,682	\$ 220,793	\$ 629,641	\$ 0	\$ 0	\$ 1,349,601
Nonperforming	103	294	878	982	1,037	10,637	0	0	13,931
Total Residential - Mortgages	\$ 113,126	\$ 104,971	\$ 121,663	\$ 161,664	\$ 221,830	\$ 640,278	\$ 0	\$ 0	\$ 1,363,532
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Consumer - Direct									
Performing	\$ 34,987	\$ 11,109	\$ 11,207	\$ 7,430	\$ 6,887	\$ 12,427	\$ 2,282	\$ 0	\$ 86,329
Nonperforming	0	0	2	21	0	40	7	0	70
Total Consumer - Direct	\$ 34,987	\$ 11,109	\$ 11,209	\$ 7,451	\$ 6,887	\$ 12,467	\$ 2,289	\$ 0	\$ 86,399
Current-period gross writeoffs	\$ 2,220	\$ 15	\$ 17	\$ 17	\$ 20	\$ 55	\$ 0	\$ 0	\$ 2,344
Consumer - Indirect									
Performing	\$ 0	\$ 0	\$ 0	\$ 0	\$ 17	\$ 51	\$ 0	\$ 0	\$ 68
Nonperforming	0	0	0	0	0	0	0	0	0
Total Consumer - Indirect	\$ 0	\$ 0	\$ 0	\$ 0	\$ 17	\$ 51	\$ 0	\$ 0	\$ 68
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 15	\$ 0	\$ 0	\$ 15

December 31, 2024

<i>(In thousands)</i>	2024	2023	2022	2021	2020	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total Loans
Commercial and Industrial - Other:									
Pass	\$ 164,809	\$ 114,591	\$ 60,984	\$ 54,087	\$ 19,311	\$ 144,785	\$ 256,621	\$ 35,968	\$ 851,156
Special Mention	334	288	174	808	144	375	157	0	2,280
Substandard	425	0	41	43	4	608	1,011	0	2,132
Total Commercial and Industrial - Other	\$ 165,568	\$ 114,879	\$ 61,199	\$ 54,938	\$ 19,459	\$ 145,768	\$ 257,789	\$ 35,968	\$ 855,568
Current-period gross writeoffs	\$ 0	\$ 15	\$ 30	\$ 44	\$ 21	\$ 432	\$ 0	\$ 0	\$ 542
Commercial and Industrial - Agriculture:									
Pass	\$ 15,686	\$ 23,823	\$ 9,893	\$ 2,233	\$ 1,660	\$ 11,304	\$ 42,438	\$ 2,895	\$ 109,932
Special Mention	0	0	0	34	0	0	0	0	34
Substandard	0	0	0	0	41	0	0	0	41
Total Commercial and Industrial - Agriculture	\$ 15,686	\$ 23,823	\$ 9,893	\$ 2,267	\$ 1,701	\$ 11,304	\$ 42,438	\$ 2,895	\$ 110,007
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Commercial Real Estate									
Pass	\$ 331,943	\$ 242,564	\$ 324,510	\$ 355,090	\$ 277,220	\$ 1,088,575	\$ 50,632	\$ 16,958	\$ 2,687,492
Special Mention	0	0	1,499	599	15,205	12,637	4,452	0	34,392
Substandard	731	973	1,474	2,561	1,840	45,856	985	0	54,420
Total Commercial Real Estate	\$ 332,674	\$ 243,537	\$ 327,483	\$ 358,250	\$ 294,265	\$ 1,147,068	\$ 56,069	\$ 16,958	\$ 2,776,304
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Commercial Real Estate - Agriculture:									
Pass	\$ 23,754	\$ 11,594	\$ 37,398	\$ 21,510	\$ 19,853	\$ 96,967	\$ 4,169	\$ 1,950	\$ 217,195
Special Mention	0	0	0	0	0	217	0	0	217
Substandard	0	0	0	0	0	170	0	0	170
Total Commercial Real Estate - Agriculture	\$ 23,754	\$ 11,594	\$ 37,398	\$ 21,510	\$ 19,853	\$ 97,354	\$ 4,169	\$ 1,950	\$ 217,582
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Commercial Real Estate - Construction									
Pass	\$ 13,160	\$ 744	\$ 682	\$ 5,003	\$ 1,986	\$ 802	\$ 293,479	\$ 52,675	\$ 368,531
Special Mention	0	0	0	0	0	0	0	0	0
Substandard	0	0	0	0	0	0	17,400	0	17,400
Total Commercial Real Estate - Construction	\$ 13,160	\$ 744	\$ 682	\$ 5,003	\$ 1,986	\$ 802	\$ 310,879	\$ 52,675	\$ 385,931
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0

<i>(In thousands)</i>	2024	2023	2022	2021	2020	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total Loans
Residential - Home Equity									
Performing	\$ 15,181	\$ 3,106	\$ 2,383	\$ 1,053	\$ 784	\$ 12,993	\$ 163,202	\$ 2,603	\$ 201,305
Nonperforming	0	0	0	0	0	594	2,295	0	2,889
Total Residential - Home Equity	\$ 15,181	\$ 3,106	\$ 2,383	\$ 1,053	\$ 784	\$ 13,587	\$ 165,497	\$ 2,603	\$ 204,194
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Residential - Mortgages									
Performing	\$ 106,698	\$ 130,463	\$ 172,310	\$ 239,307	\$ 204,310	\$ 500,169	\$ 0	\$ 0	\$ 1,353,257
Nonperforming	0	707	612	737	948	10,385	0	0	13,389
Total Residential - Mortgages	\$ 106,698	\$ 131,170	\$ 172,922	\$ 240,044	\$ 205,258	\$ 510,554	\$ 0	\$ 0	\$ 1,366,646
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Consumer - Direct									
Performing	\$ 40,812	\$ 18,082	\$ 10,022	\$ 9,109	\$ 3,953	\$ 11,485	\$ 2,575	\$ 0	\$ 96,038
Nonperforming	0	4	24	8	4	77	8	0	125
Total Consumer - Direct	\$ 40,812	\$ 18,086	\$ 10,046	\$ 9,117	\$ 3,957	\$ 11,562	\$ 2,583	\$ 0	\$ 96,163
Current-period gross writeoffs	\$ 2,272	\$ 15	\$ 11	\$ 32	\$ 10	\$ 229	\$ 0	\$ 0	\$ 2,569
Consumer - Indirect									
Performing	\$ 0	\$ 0	\$ 0	\$ 52	\$ 23	\$ 141	\$ 0	\$ 0	\$ 216
Nonperforming	0	0	0	0	0	13	0	0	13
Total Consumer - Indirect	\$ 0	\$ 0	\$ 0	\$ 52	\$ 23	\$ 154	\$ 0	\$ 0	\$ 229
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 29	\$ 0	\$ 0	\$ 29

Note 6 Goodwill and Other Intangible Assets

<i>(In thousands)</i>	Banking	Insurance	Wealth Management	Total
Balance at January 1, 2024	\$ 64,524	\$ 19,867	\$ 8,211	\$ 92,602
Adjustment to goodwill	0	0	0	0
Balance at December 31, 2024	64,524	19,867	8,211	92,602
Adjustment to goodwill ¹	1	(19,867)	0	(19,866)
Balance at December 31, 2025	\$ 64,525	\$ 0	\$ 8,211	\$ 72,736

¹ In the fourth quarter of 2025, the Company wrote off \$19.9 million of Goodwill and \$0.8 million of Other Intangible Assets, as a result of the sale of its insurance subsidiary.

Goodwill is assigned to reporting units. The Company reviews its goodwill and intangible assets annually, or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. Based on the Company's review as of December 31, 2025, there was no impairment of its goodwill or intangible assets.

Other Intangible Assets

The following tables provide information regarding the Company's amortizing intangible assets:

<i>(In thousands)</i>	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
December 31, 2025			
Amortized intangible assets:			
Core deposit intangible	\$ 0	\$ 0	\$ 0
Customer relationships ¹	0	0	0
Other intangibles ¹	5,829	4,142	1,687
Total intangible assets	\$ 5,829	\$ 4,142	\$ 1,687
December 31, 2024			
Amortized intangible assets:			
Core deposit intangible	\$ 18,774	\$ 18,774	\$ 0
Customer relationships	9,048	8,237	811
Other intangibles	7,220	5,828	1,392
Total intangible assets	\$ 35,042	\$ 32,839	\$ 2,203

¹ In the fourth quarter of 2025, the Company wrote off \$19.9 million of Goodwill and \$0.8 million of Other Intangible Assets, as a result of the sale of its insurance subsidiary.

Amortization expense related to intangible assets totaled \$292,000 in 2025, \$332,000 in 2024 and \$334,000 in 2023. Amortization of mortgage servicing rights was \$120,000 in 2025, \$91,000 in 2024 and \$81,000 in 2023.

Note 7 Premises and Equipment

Premises and equipment at December 31 were as follows:

<i>(In thousands)</i>	2025	2024
Land	\$ 7,988	\$ 8,062
Premises and equipment	103,269	104,847
Furniture, fixtures, and equipment	89,962	91,146
Accumulated depreciation and amortization	(128,801)	(127,428)
Total	\$ 72,418	\$ 76,627

Depreciation and amortization expenses in 2025, 2024, and 2023 are included in operating expenses as follows:

<i>(In thousands)</i>	2025	2024	2023
Premises	\$ 2,607	\$ 2,713	\$ 2,844
Furniture, fixtures, and equipment	4,018	4,756	5,246
Total	\$ 6,625	\$ 7,469	\$ 8,090

The Company leases land, buildings and equipment under operating lease arrangements. Total gross rental expense amounted to \$3.9 million in 2025, \$4.1 million in 2024, and \$4.7 million in 2023. Most leases include options to renew for periods ranging from 5 to 20 years.

Lease components

Right-of-use lease assets totaled \$26.2 million and \$26.9 million at December 31, 2025 and 2024, respectively and are reported in accrued interest and other assets in the accompanying consolidated statements of condition. The related lease liabilities totaled \$27.7 million and \$28.5 million at December 31, 2025 and 2024, respectively, and are reported in other liabilities in the accompanying consolidated statements of condition. Lease payments under operating leases that were applied to our operating

lease liability totaled \$2.7 million during 2025 and \$2.9 million during 2024. Included in the lease payment figures above for December 31, 2025 and 2024 were lease termination payments totaling \$156,000 and \$579,000, respectively, which were applied to the lease liability.

The components of operating lease expense, primarily included in “Net occupancy expense of premises,” in 2025, 2024, and 2023 were as follows:

<i>(In thousands)</i>	2025	2024	2023
Operating lease cost	\$ 3,851	\$ 4,083	\$ 4,741
Variable lease cost	660	687	681
Short-term lease cost	20	9	2
Total lease cost	\$ 4,531	\$ 4,779	\$ 5,424

At December 31, 2025, we did not have any material finance lease assets or liabilities.

Other information related to operating leases for 2025 and 2024 was as follows:

<i>(In thousands)</i>	2025	2024
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 3,895	\$ 3,863
Weighted-average remaining lease term on operating leases	10.72	11.35
Weighted-average discount rates on operating leases	3.75 %	3.67 %
Right-of-use assets obtained in exchange for lease liabilities	1,916	2,341

The following table reconciles future undiscounted lease payments due under non-cancelable operating leases (those amounts subject to recognition) to the aggregate operating lessee lease liability as of December 31, 2025:

<i>(In thousands)</i>	
2026	\$ 3,724
2027	3,545
2028	3,342
2029	3,084
2030	3,014
2031 and subsequent years	19,256
Total lease payments	35,965
Less: Interest	8,253
Present value of lease liabilities	\$ 27,712

Note 8 Deposits

Aggregate time deposits of \$250,000 or more were \$551.9 million at December 31, 2025, and \$465.8 million at December 31, 2024. Scheduled maturities of time deposits at December 31, 2025, were as follows:

<i>(In thousands)</i>	Less than \$250,000	\$250,000 and over	Total
Maturity			
Three months or less	\$ 296,319	\$ 189,270	\$ 485,589
Over three through six months	213,862	188,428	402,290
Over six through twelve months	107,146	105,879	213,025
Total due in 2026	\$ 617,327	\$ 483,577	\$ 1,100,904
2027	67,349	50,982	118,331
2028	50,685	15,840	66,525
2029	9,464	1,275	10,739
2030	1,028	0	1,028
Thereafter	606	260	866
Total	\$ 746,459	\$ 551,934	\$ 1,298,393

Note 9 Federal Funds Purchased and Securities Sold Under Agreements to Repurchase

Information regarding securities sold under agreements to repurchase and Federal funds purchased is detailed in the following table for the years ended December 31:

Securities Sold Under Agreements to Repurchase

<i>(In thousands)</i>	2025	2024	2023
Total outstanding at December 31	\$ 45,569	\$ 37,036	\$ 50,996
Maximum month-end balance	74,531	67,506	71,031
Average balance during the year	41,251	42,739	55,773
Weighted average rate at December 31	0.11 %	0.10 %	0.11 %
Average interest rate paid during the year	0.11 %	0.11 %	0.10 %

Federal Funds Purchased

Total outstanding at December 31	\$ 50,000	\$ 0	\$ 0
Average balance during the year	2,109	13	0
Weighted average rate at December 31	3.90 %	N/A	N/A
Average interest rate paid during the year	4.80 %	5.99 %	0.00 %

Securities sold under agreements to repurchase ("repurchase agreements") are secured borrowings that typically mature within 30 to 90 days, although the Company has, at times, entered into repurchase agreements with the Federal Home Loan Bank ("FHLB") with longer maturities. The Company uses both retail and wholesale repurchase agreements. Retail repurchase agreements are arrangements with local customers of the Company, in which the Company agrees to sell securities to the customer with an agreement to repurchase those securities at a specified later date. Retail repurchase agreements totaled \$45.6 million at December 31, 2025. The Company had no outstanding wholesale repurchase agreements at December 31, 2025.

Securities sold under agreements to repurchase are stated at the amount of cash received in connection with the transaction. The Company may be required to provide additional collateral based on the fair value of the underlying securities.

Federal funds purchased are short-term borrowings that typically mature within one to 90 days.

The Company, through its subsidiary bank, had available line-of-credit agreements with correspondent banks permitting borrowings to a maximum of approximately \$149.0 million at December 31, 2025, and \$139.0 million at December 31, 2024. There were \$50.0 million and \$0 outstanding advances against those lines at December 31, 2025 and December 31, 2024, respectively.

Note 10 Other Borrowings

The following table summarizes the Company's borrowings as of December 31:

<i>(In thousands)</i>		2025		2024
Overnight FHLB advances	\$	395,000	\$	247,000
Term FHLB advances		169,446		543,247
Total other borrowings	\$	564,446	\$	790,247

Through its subsidiary bank, the Company has a borrowing relationship with the FHLB, which provides secured borrowing capacity, subject to available collateral. As a member of the FHLB, the Company can use certain unencumbered mortgage-related assets and securities to secure borrowings from the FHLB. Established borrowing capacity with the FHLB was \$1.3 billion and \$1.5 billion at December 31, 2025 and December 31, 2024, respectively. The unused borrowing capacity on established lines with the FHLB was \$525.5 million and \$502.8 million at December 31, 2025 and December 31, 2024, respectively.

At December 31, 2025, there were \$395.0 million in overnight advances and \$169.4 million in term advances with the FHLB, with a weighted average rate of 4.02%, compared to \$247.0 million in overnight advances and \$543.2 million in term advances with a weighted average rate of 4.52%, at December 31, 2024. At December 31, 2025, the term advances with the FHLB includes \$94.4 million which matures within one year and \$75.0 million which matures in over one year. Maturities of advances due in over one year include \$50.0 million in 2027 and \$25.0 million in 2028.

In addition to amounts presented above, availability of \$225 million and \$200 million, at December 31, 2025 and 2024, respectively, was utilized to collateralize municipal deposits through several standby letters of credit with the Federal Home Loan Bank.

The Company had no callable FHLB borrowings at December 31, 2025.

The Company has a \$25.0 million line of credit with a bank. As of December 31, 2025 and December 31, 2024, there was no outstanding balance on the line. The line matures in June 2027.

Note 11 Employee Benefit Plans

The Company maintains a noncontributory defined-benefit plan (the "DB Pension Plan") and a 401(k) plan (the "Retirement Savings Plan"). The Company makes matching contributions under the Retirement Savings Plan. The Company also sponsors an Employee Stock Ownership Plan ("ESOP") covering substantially all employees of the Company that have at least one year of service. The ESOP provides for Company contributions in the form of common stock of the Company. Annual contributions are limited to a maximum amount as stipulated in the ESOP.

The DB Pension Plan was closed to new employees at year-end 2009 and was frozen on July 31, 2015. The benefits under the DB Pension Plan are based on years of service, age and percentages of the employees' average final compensation. Assets of the Company's DB Pension Plan are invested in mutual funds and cash equivalents.

The Retirement Savings Plan covers substantially all employees of the Company who have reached the age of 21. Employees may contribute a percentage of their eligible compensation with a Company match of such contributions up to a maximum match of 2%. In 2025, 2024, and 2023, the Company also provided an additional employer contribution of 2% of the employee's base pay. The Company's expense associated with these contributions was \$3.4 million in 2025, \$3.4 million in 2024, and \$3.2 million in 2023. For employees hired prior to July 1, 2023, the Company may make annual discretionary contributions equal to a percentage of pay based on the participant's age and service with the Company. Expenses related to the discretionary contributions totaled \$3.8 million in 2025, \$3.9 million in 2024, and \$4.2 million in 2023.

Annually, the Tompkins Board of Directors determines a profit-sharing payout to its employees. A portion is paid out in cash, contributed to a health savings account, or deferred into the Retirement Savings Plan at the direction of the employee. The other portion of the approved amount is paid in Company common stock into the ESOP. Compensation expense related to the profit-sharing payout totaled \$3.9 million in 2025, \$3.8 million in 2024, and \$1.4 million in 2023.

The Company maintains supplemental executive retirement plans ("SERPs") for certain executives. In 2016, certain SERPs were amended and restated to reflect changes resulting from the freezing of the DB Pension Plan, and the Company entered into

additional SERP agreements with certain executives. All benefits provided under the SERPs are unfunded and the Company makes payments to plan participants.

The Company also maintains a post-retirement welfare benefit plan that provides health and death benefits for certain team members. Under this plan, as amended in 2005, the Company contributes toward post-retirement healthcare benefits for employees who commenced employment prior to January 1, 2005. Retirees and employees who were eligible to retire when the health benefit was amended were unaffected. Generally, all other employees were eligible for Health Reimbursement Accounts ("HRA") with an initial balance equal to the amount of the Company's estimated then current liability. Contributions to the plan are limited to an annual contribution of 4% of the total HRA balance. Employees, upon retirement, will be able to utilize their HRA for qualified health costs and deductibles. In 2019, the death benefit was discontinued for new entrants, and only employees who had attained age 50 as of February 1, 2020 are eligible to earn this benefit.

The Company engages independent, external actuaries to compute the amounts of liabilities and expenses relating to all of its employee benefits plans, subject to the assumptions that the Company selects. The benefit obligation for these plans represents the liability of the Company for current and former employees, and is affected primarily by the following: service cost (benefits attributed to employee service during the period); interest cost (interest on the liability due to the passage of time); actuarial gains/losses (experience during the year different from that assumed and changes in plan assumptions); and benefits paid to participants.

GAAP requires an employer to recognize in its statements of condition as an asset or liability the overfunded or underfunded status of a defined benefit postretirement plan, measured as the difference between the fair value of plan assets and the benefit obligation. For a pension plan, the benefit obligation is the projected benefit obligation; for any other postretirement benefit plan, such as a retiree health care plan, the benefit obligation is the accumulated postretirement benefit obligation. The following table sets forth the changes in the projected benefit obligation for the DB Pension Plan and SERPs and the accumulated post-retirement benefit obligation for the Life and Healthcare Plan, the respective plan assets, and the plans' funded status and amounts recognized in the Company's Consolidated Statements of Condition at December 31, 2025 and 2024 (the measurement dates of the plans).

<i>(In thousands)</i>	DB Pension Plan		Life and Healthcare Plan		DB SERP	
	2025	2024	2025	2024	2025	2024
Change in benefit obligation:						
Benefit obligation at beginning of year	\$ 65,266	\$ 70,718	\$ 6,905	\$ 7,603	\$ 22,872	\$ 24,961
Service cost	0	0	18	25	56	59
Interest cost	3,258	3,188	343	342	1,143	1,130
Plan participants' contributions	0	0	116	87	0	0
Amendments	(15)	0	0	0	0	0
Curtailments	0	0	(96)	0	(963)	0
Actuarial loss (gain)	1,978	(4,288)	(176)	(815)	(68)	(2,259)
Benefits paid	(4,728)	(4,352)	(381)	(337)	(1,117)	(1,019)
Benefit obligation at end of year	\$ 65,759	\$ 65,266	\$ 6,729	\$ 6,905	\$ 21,923	\$ 22,872
Change in plan assets:						
Fair value of plan assets at beginning of year	\$ 88,316	\$ 84,644	\$ 0	\$ 0	\$ 0	\$ 0
Actual return on plan assets	12,678	8,025	0	0	0	0
Plan participants' contributions	0	0	116	87	0	0
Employer contributions	0	0	265	250	1,117	1,019
Benefits paid	(4,728)	(4,353)	(381)	(337)	(1,117)	(1,019)
Fair value of plan assets at end of year	\$ 96,266	\$ 88,316	\$ 0	\$ 0	\$ 0	\$ 0
Funded (unfunded) status	\$ 30,507	\$ 23,050	\$ (6,729)	\$ (6,905)	\$ (21,923)	\$ (22,872)

The benefit obligation for the DB Pension Plan at December 31, 2025 and 2024, was \$65.8 million and \$65.3 million, respectively. The accumulated benefit obligation for the Life and Healthcare Plan at December 31, 2025 was \$6.7 million compared to \$6.9 million at December 31, 2024. The accumulated benefit obligation for the SERPs at December 31, 2025 was \$20.7 million and was \$20.0 million at December 31, 2024. The funded status of the DB Pension Plan of \$30.5 million was

recognized in accrued interest and other assets, and the unfunded status of the Life and Healthcare Plan and the SERPs of \$6.7 million and \$21.9 million, respectively, was recognized in other liabilities in the Consolidated Statements of Condition at December 31, 2025. The funded status of the DB Pension Plan of \$23.1 million was recognized in accrued interest and other assets, and the unfunded status of the Life and Healthcare Plan and the SERPs of \$6.9 million and \$22.9 million, respectively, was recognized in other liabilities in the Consolidated Statements of Condition at December 31, 2024.

The actuarial (gain) loss shown above totaling a gain of \$1.7 million in 2025 and a loss of \$7.4 million in 2024 were mainly the result of changes in the discount rates used to measure the benefit obligation of all plans at year end compared to those used at the prior year-end. The specific discount rates for each plan at December 31, 2025 and December 31, 2024 are provided below.

Net periodic benefit cost and other comprehensive income (loss) includes the following components:

<i>(In thousands)</i>	DB Pension Plan			Life and Healthcare Plan			DB SERP		
Components of net periodic benefit cost	2025	2024	2023	2025	2024	2023	2025	2024	2023
Service cost	\$ 0	\$ 0	\$ 0	\$ 18	\$ 25	\$ 33	\$ 56	\$ 59	\$ 43
Interest cost	3,258	3,188	3,275	343	342	354	1,143	1,130	1,148
Expected return on plan assets	(5,372)	(5,147)	(4,789)	0	0	0	0	0	0
Amortization of prior service (credit) cost	(1)	0	0	(17)	(42)	(61)	213	226	278
Recognized net actuarial loss (gain)	672	0	1,156	(270)	0	(40)	(22)	0	0
Recognized net actuarial gain due to curtailments	0	0	0	(99)	0	0	(817)	0	0
Net periodic benefit (credit) cost	\$ (1,443)	\$ (1,959)	\$ (358)	\$ (25)	\$ 325	\$ 286	\$ 573	\$ 1,415	\$ 1,469

Service cost is included in salaries and wages in the Consolidated Statements of Income. The other components of net periodic benefit cost are included in other operating expense in the Consolidated Statements of Income.

In connection with the sale of its insurance agency subsidiary in the fourth quarter of 2025, the Company recognized curtailment gains related to the SERPs and its Life and Healthcare Plan of \$817,000 and \$99,000, respectively.

Other changes in plan assets and benefit obligations recognized in other comprehensive income (loss):

<i>(In thousands)</i>	DB Pension Plan			Life and Healthcare Plan			DB SERP		
	2025	2024	2023	2025	2024	2023	2025	2024	2023
Net actuarial gain	\$ (5,328)	\$ (7,166)	\$ (4,048)	\$ (176)	\$ (815)	\$ (153)	\$ (68)	\$ (2,259)	\$ (315)
Recognized actuarial (loss) gain	(672)	(976)	(1,156)	270	61	40	22	0	0
Prior service credit	(15)	0	0	0	0	0	0	0	0
Recognized prior service cost (credit)	1	0	0	16	43	61	(213)	(226)	(278)
Prior service cost (credit) recognized due to curtailment	0	0	0	4	0	0	(145)	0	0
Recognized in other comprehensive loss	\$ (6,014)	\$ (8,142)	\$ (5,204)	\$ 114	\$ (711)	\$ (52)	\$ (404)	\$ (2,485)	\$ (593)
Total recognized in net periodic benefit cost and other comprehensive income (loss)	\$ (7,457)	\$ (10,101)	\$ (5,562)	\$ 89	\$ (386)	\$ 234	\$ 169	\$ (1,070)	\$ 876

Pre-tax amounts recognized as a component of accumulated other comprehensive income (loss) as of year-end that have not been recognized as a component of the Company's combined net periodic benefit cost of the Company's DB Pension Plan, Life and Healthcare Plan and SERPs are presented in the following table:

	DB Pension Plan			Life and Healthcare Plan			DB SERP		
	2025	2024	2023	2025	2024	2023	2025	2024	2023
Net actuarial loss (gain)	\$ 19,123	\$ 25,123	\$ 33,265	\$ (1,681)	\$ (1,775)	\$ (1,022)	\$ (2,018)	\$ (1,972)	287
Prior service cost (credit)	(15)	0	0	(42)	(62)	(104)	727	1,085	1,311
Total	\$ 19,108	\$ 25,123	\$ 33,265	\$ (1,723)	\$ (1,837)	\$ (1,126)	\$ (1,291)	\$ (887)	1,598

Weighted-average assumptions used in accounting for the plans were as follows:

	DB Pension Plan			Life and Healthcare Plan			DB SERP		
	2025	2024	2023	2025	2024	2023	2025	2024	2023
Discount Rates									
Benefit Cost for Plan Year	5.42 %	4.75 %	4.95 %	5.46 %	4.79 %	4.98 %	5.46 %	4.78 %	4.98 %
Benefit Obligation at End of Plan Year	5.28 %	5.42 %	4.75 %	5.35 %	5.46 %	4.79 %	5.32 %	5.46 %	4.78 %
Expected long-term return on plan assets	6.25 %	6.25 %	6.25 %	N/A	N/A	N/A	N/A	N/A	N/A
Rate of compensation increase									
Benefit Cost for Plan Year	N/A	N/A	N/A	4.00 %	4.00 %	4.00 %	5.00 %	5.00 %	5.00 %
Benefit Obligation at End of Plan Year	N/A	N/A	N/A	4.00 %	4.00 %	4.00 %	5.00 %	5.00 %	5.00 %

To develop the expected long-term rate of return on assets assumption for the DB Pension Plan, the Company considered the historical returns and the future expectations for returns for each asset class, as well as target asset allocations of the pension portfolio. Based on this analysis, the Company selected 6.25% as the long-term rate of return on assets assumption.

The discount rates used to determine the Company's DB Pension Plan and other post-retirement benefit obligations as of December 31, 2025, and December 31, 2024, were determined by matching estimated benefit cash flows to a yield curve derived from Citigroup's regular bond yield at December 31, 2025 and December 31, 2024.

Based on the Company's anticipation of future experience under the DB Pension Plan, the mortality tables used to determine future benefit obligations under the plan were updated as of December 31, 2021 to the PRI-2012 Mortality Tables with Mortality Improvement Scale MP 2021. The Company is using the most recent appropriate study of pension plan experience published by the Society of Actuaries. The appropriateness of the assumptions is reviewed annually.

Cash Flows

Plan assets are amounts that have been segregated and restricted to provide benefits, and include amounts contributed by the Company and amounts earned from investing contributions, less benefits paid. The Company funds the cost of the SERPs and the Life and Healthcare Plan benefits on a pay-as-you-go basis.

The benefits as of December 31, 2025, expected to be paid in each of the next five fiscal years, and in the aggregate for the five fiscal years thereafter were as follows:

<i>(In thousands)</i>	DB Pension Plan	Life and Healthcare Plan	DB SERP
2026	\$ 4,558	\$ 491	\$ 1,100
2027	4,567	501	1,077
2028	4,611	494	1,052
2029	4,801	480	993
2030	4,880	459	1,723
2031-2035	24,229	2,155	8,953
Total	\$ 47,646	\$ 4,580	\$ 14,898

Plan Assets

The DB Pension Plan's weighted-average asset allocations at December 31, 2025 and 2024, respectively, by asset category are as follows:

	2025	2024
Equity securities	61 %	60 %
Debt securities	38 %	39 %
Other	1 %	1 %
Total Allocation	100 %	100 %

It is the policy of the Trustees of the Plan to invest the Pension Trust Fund (the "Fund") for total return. The Trustees seek the maximum return consistent with the interests of the participants and beneficiaries and prudent investment management. The management of the Fund's assets is in compliance with the guidelines established in the Company's Pension Plan and Trust Investment Policy, which is reviewed and approved annually by the Tompkins Board of Directors, and the Retirement Plan Management Committee.

The intention is for the Fund to be prudently diversified. The Fund's investments will be invested among the fixed income, equity and cash equivalent sectors. The Retirement Plan Management Committee will designate minimum and maximum positions in any of the sectors. In no case shall more than 10% of the Fund assets consist of qualified securities or real estate of the Company. Unless otherwise approved by the Trustees of the Plan, the following investments are prohibited:

- Restricted stock, private placements, short positions, calls, puts, or margin transactions;
- Commodities, oil and gas properties, real estate properties, or
- Any investment that would constitute a prohibited transaction as described in the Employee Retirement Income Security Act of 1974 ("ERISA"), section 407, 29 U.S.C. 1106.

In general, the investment in debt securities is limited to readily marketable debt securities having a Standard & Poor's rating of "A" or Moody's rating of "A", securities of, or guaranteed by the United States Government or its agencies, or obligations of banks or their holding companies that are rated in the three highest ratings assigned by Fitch Investor Service, Inc. In addition, investments in equity securities must be listed on the NYSE or traded on the national Over-the-Counter market or listed on the NASDAQ. Cash equivalents generally may be United States Treasury obligations, commercial paper having a Standard & Poor's rating of "A-1" or Moody's National Credit Officer rating of "P-1" or higher.

The major categories of assets in the Company's DB Pension Plan as of year-end are presented in the following table. Assets are segregated by the level of valuation inputs within the fair value hierarchy established by ASC Topic 820 utilized to measure fair value (see "Note 19 - Fair Value Measurements").

Fair Value Measurements
(In thousands)

	Fair Value 2025	(Level 1)	(Level 2)	(Level 3)
December 31, 2025				
Cash and cash equivalents	\$ 555	\$ 555	\$ 0	\$ 0
Common stocks	42,824	42,824	0	0
Mutual funds	52,887	52,887	0	0
Total Fair Value of Plan Assets	\$ 96,266	\$ 96,266	\$ 0	\$ 0
December 31, 2024				
Cash and cash equivalents	\$ 966	\$ 966	\$ 0	\$ 0
Common stocks	34,249	34,249	0	0
Mutual funds	53,101	53,101	0	0
Total Fair Value of Plan Assets	\$ 88,316	\$ 88,316	\$ 0	\$ 0

The Company determines the fair value for its pension plan assets using an independent pricing service. The pricing service uses a variety of techniques to determine fair value, including market maker bids, quotes and pricing models. Inputs to the model include recent trades, benchmark interest rates, spreads, and actual and projected cash flows. Based on the inputs used by our independent pricing services, the Company identifies the appropriate level within the fair value hierarchy to report these fair values. U.S. Treasury securities, common stocks and mutual funds are considered Level 1 based on quoted prices in active markets.

Life insurance benefits are provided to certain officers of the Company. In connection with these policies, the Company reflected life insurance assets on its Consolidated Statements of Condition of \$77.8 million at December 31, 2025, and \$76.4 million at December 31, 2024. The insurance is carried at its cash surrender value on the Consolidated Statements of Condition. The Company purchased \$6.3 million of insurance in 2024. In the fourth quarter of 2023, the Company surrendered certain separate account BOLI policies. Increases in the cash surrender value of the insurance are reflected as noninterest income, net of any related mortality expense.

The Company provides split dollar life insurance benefits to certain employees. The plan is unfunded and the estimated liability of the plan is recorded in other liabilities in the Consolidated Statements of Condition at \$1.8 million as of December 31, 2025 and \$1.7 million as of December 31, 2024. Compensation expense related to the split dollar life insurance was approximately \$37,000 in 2025 and \$177,000 in 2024.

Note 12 Stock Plans and Stock-Based Compensation

In 2019, the 2009 Tompkins Financial Corporation Equity Plan ("2009 Equity Plan") expired and was replaced by the new Tompkins Financial Corporation 2019 Equity Plan ("2019 Equity Plan"). Under the 2019 Equity Plan, the Company may grant stock options, stock appreciation rights ("SARs"), shares of restricted stock, restricted units and performance share awards covering up to 2,275,000 shares of the Company's common stock to certain officers and employees. Restricted stock awards and restricted units and performance share awards will reduce the shares available for grant under the 2019 Equity Plan by 4.25 shares for each share subject to an award, resulting in a total number of full-value share awards that may be issued under the 2019 Equity Plan of 535,294.

Stock options and SARs are granted at an exercise price equal to the stock's fair value at the date of grant, may not have a term in excess of ten years, and have vesting periods of five and seven years from the grant date. Options and SARs with an expiration date in 2026 have a five-year vesting schedule with zero percent vesting in year one and 25% vesting in years two through five. All other options and SARs have a seven-year vesting schedule with zero percent vesting in year one, 17% vesting in years two through six and 15% vesting in year seven. Restricted stock awards and restricted stock units that were granted in the periods covering 2019 through 2025 have a five-year vesting schedule with zero percent vesting in year one and 25% vesting in years two through five. For performance share awards, there is a 3-year performance period in the fiscal years immediately following the grant date, at which time the performance goal is measured. If the goal is achieved, the value of the award either vests and is immediately payable, or is subject to additional time-based vesting, depending on the terms of the particular executive's award agreement.

The Company granted 87,584 equity awards to its employees in 2025, consisting of 61,575 shares of restricted stock, 22,380 performance stock units and 3,629 restricted stock units. The Company granted 84,019 equity awards to its employees in 2024, consisting of 57,060 shares of restricted stock, 19,929 performance share units and 7,030 restricted stock units.

The following table presents the activity related to stock options and SARs under the Company's 2009 Equity Plan and 2019 Equity Plan for the year ended December 31, 2025:

	Number of Shares/Rights	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 1, 2025	20,021	\$ 66.51		
Granted	0	0.00		
Exercised	(10,189)	56.29		
Forfeited	(1,604)	76.90		
Outstanding at December 31, 2025	8,228	\$ 77.15	0.83	\$ 0
Exercisable at December 31, 2025	8,228	\$ 77.15	0.83	\$ 0

Total stock-based compensation expense for stock options and SARs was \$0 in 2025, 2024, and 2023. As of December 31, 2025, unrecognized compensation cost related to unvested stock options and SARs totaled \$0. As of 12/31/2025, all outstanding SARs were "out of the money" based on that day's ending share price of \$72.52. Net cash proceeds, tax benefits and intrinsic value related to total stock options, SARs, and restricted stock exercised is as follows:

<i>(In thousands)</i>	2025	2024	2023
Proceeds from stock option exercises	\$ (33)	\$ (115)	\$ (124)
Tax benefits related to stock option exercises	(69)	(134)	(229)
Intrinsic value of stock option exercises	81	132	270

The Company uses the Black-Scholes option-valuation model to determine the fair value of incentive stock options and SARs at the date of grant. The valuation model estimates fair value based on the assumptions for the risk-free rate, expected dividend yield, volatility and expected life. The risk-free rate is the interest rate available on zero-coupon U.S. Treasury instruments with a remaining term equal to the expected term of the share option at the time of grant. The expected dividend yield is based on the dividend trends and the market price of the Company's stock price at grant. Volatility is largely based on historical volatility of the Company's stock price. The expected term is based upon historical experience of employee exercises and terminations as the vesting term of the grants. The fair values of the grants are expensed over the vesting periods. There were no incentive stock options or SARs granted in 2025, 2024 or 2023.

December 31, 2025

Options and SARs Outstanding			Options and SARs Exercisable		
Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$50.01-76.90	8,006	0.83	\$ 76.90	8,006	\$ 76.90
\$76.91-86.18	222	0.83	86.18	222	86.18
	8,228	0.83	\$ 77.15	8,228	\$ 77.15

The following table presents activity related to restricted stock awards and restricted stock units for the year ended December 31, 2025:

	Number of Shares	Weighted Average Grant Date Fair Value
Restricted Stock & Performance Awards		
Unvested at January 1, 2025	251,220	\$ 60.32
Granted	83,955	67.79
Vested	(42,329)	60.10
Forfeited	(51,401)	59.43
Unvested at December 31, 2025	241,445	\$ 60.80
Restricted Stock Units		
Unvested at January 1, 2025	30,377	\$ 67.83
Granted	3,629	67.59
Vested	(7,227)	66.68
Forfeited	(6,571)	67.42
Unvested at December 31, 2025	20,208	\$ 72.52

The Company granted 61,575 restricted stock awards, 3,629 restricted stock units, and 22,380 performance units in 2025, each at an average grant date fair value of \$67.79 and an additional 144 restricted share units at \$62.80. The Company granted 57,060 restricted stock awards, 7,030 restricted stock units, and 19,929 performance units in 2024, each at an average grant date fair value of \$72.29. The Company granted 79,140 restricted stock awards, 12,630 restricted stock units, 28,346 performance units and 0 performance share awards in 2023 at an average grant date fair value of \$51.02. The grant date fair values were the closing prices of the Company's common stock on the grant dates. Restricted stock awards and performance units are settled in stock, and restricted stock units are settled in cash. The Company recognized stock-based compensation related to restricted stock awards, restricted stock units, and performance share awards of \$3.5 million in 2025, \$4.6 million in 2024, and \$4.4 million in 2023. Unrecognized compensation costs related to restricted stock and performance awards totaled \$9.0 million, and restricted stock units totaled \$0.9 million at December 31, 2025 and will be recognized over 3.5 years on a weighted average basis.

Note 13 Other Noninterest Income and Expense

Other income and operating expense totals are presented in the table below. Components of these totals exceeding 1%, and other significant items, of the aggregate of total interest income and other income for any of the years presented below are stated separately.

<i>(In thousands)</i>	Year ended December 31,		
	2025	2024	2023
NONINTEREST INCOME			
Other service charges	\$ 2,790	\$ 2,753	\$ 2,625
Increase in cash surrender value of corporate owned life insurance	2,415	2,768	1,727
Net gain on sale of loans	2,161	1,001	96
Gain on sale of OREO	1,959	0	0
Other miscellaneous income	3,550	3,539	2,063
Total other noninterest income	\$ 12,875	\$ 10,061	\$ 6,511
NONINTEREST EXPENSES			
Marketing expense	\$ 4,980	\$ 4,075	\$ 5,264
Professional fees	9,443	6,514	7,535
Technology expense	14,219	14,686	15,939
Cardholder expense	4,286	4,053	4,238
FDIC insurance	5,778	5,696	4,298
Legal expense	1,666	1,185	1,709
Other miscellaneous expenses	13,586	14,990	17,331
Total other noninterest expenses	\$ 53,958	\$ 51,199	\$ 56,314

Note 14 Revenue Recognition

The Company recognizes revenue in accordance with ASU No. 2014-09, Revenue from Contracts with Customers (ASC 606), and all subsequent ASUs that modified ASC 606. ASC 606 is applicable to the Company's noninterest revenue streams including its deposit related fees, card services income, trust and management, and insurance commissions and fees. Noninterest revenue streams in-scope of Topic 606 are discussed below.

Insurance Commissions and Fees

Insurance commissions and fees from insurance product sales are typically earned upon the effective date of bound coverage, as no significant performance obligation remains after coverage is bound. Commission revenue on policies billed in installments is accrued based upon the completion of the performance obligation creating a current asset for the unbilled revenue until such time as an invoice is generated, typically not to exceed twelve months. Contingent commissions are estimated based upon management's expectations for the user with an appropriate constraint applied and accrued relative to the recognition of the corresponding core commissions.

Trust & Asset Management

Trust and asset management income is primarily comprised of fees earned from the management and administration of trusts and other customer assets. The Company's performance obligation is generally satisfied over time and the resulting fees are recognized monthly, based upon the month-end fair value of the assets under management and the applicable fee rate. Payment is generally received a few days after month end through a direct charge to customers' accounts. The Company does not earn performance-based incentives. Optional tax return preparation services are also available to existing trust and asset management customers. The Company's performance obligation for these transactional-based services is generally satisfied, and related revenue recognized, at a point in time (i.e., as incurred). Payment is received shortly after services are rendered.

Mutual Fund & Investment Income

Mutual fund and investment income consists of other recurring revenue streams such as commissions from sales of mutual funds and other investments, and investment advisory fees from the Company's Strategic Asset Management Services wealth management product. Commissions from the sale of mutual funds and other investments are recognized on the trade date, which is when the Company has satisfied its performance obligation. The Company also receives periodic service fees (i.e., trailers) from mutual fund companies typically based on a percentage of net asset value, recorded over time, usually monthly or quarterly, as net asset value is determined. Investment advisor fees from the wealth management product are earned over time

and based on an annual percentage rate of the net asset value. The investment advisor fees are charged to the customer's account in advance on the first month of the quarter, and the revenue is recognized over the following three-month period. The Company engaged a third party, LPL Financial, LLC (LPL), through April 2025, to satisfy part of this performance obligation, and therefore this income is reported net of any corresponding expenses paid to LPL.

Service Charges on Deposit Accounts

Service charges on deposit accounts consist of account analysis fees (i.e., net fees earned on analyzed business and public checking accounts), monthly service fees, check orders, and other deposit account related fees. The Company's performance obligation for account analysis fees and monthly service fees is generally satisfied, and the related revenue recognized, over the period in which the service is provided. Check orders and other deposit account related fees are largely transactional based, and therefore, the Company's performance obligation is satisfied and related revenue recognized, at a point in time. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customers' accounts.

Card Services Income

Fees, exchange, and other service charges are primarily comprised of debit and credit card income, ATM fees, merchant services income, and other service charges. Debit and credit card income is primarily comprised of interchange fees earned whenever the Company's debit and credit cards are processed through card payment networks such as MasterCard. ATM fees are primarily generated when a Company cardholder uses a non-Company ATM or a non-Company cardholder uses a Company ATM. Merchant services income mainly represents fees charged to merchants to process their debit and credit card transactions, in addition to account management fees. The Company's performance obligation for fees and exchange are largely satisfied, and related revenue recognized, when the services are rendered or upon completion. Payment is typically received immediately or in the following month.

Other

Other service charges include revenue from processing wire and ACH transfers, lock box service and safe deposit box rental. Payment on these revenue streams is received primarily through a direct charge to the customer's account, immediately or in the following month, and therefore, the Company's performance obligation is satisfied, and related revenue recognized, at a point in time.

The following presents noninterest income, segregated by revenue streams in-scope and out-of-scope of ASC 606, for the years ended December 31, 2025, 2024, and 2023:

<i>(In thousands)</i>	Year ended December 31,		
	2025	2024	2023
Noninterest Income			
<i>In-scope of Topic 606:</i>			
Insurance Revenues	\$ 35,569	\$ 39,100	\$ 37,351
Investment Service Income	20,115	19,589	17,951
Service Charges on Deposit Accounts	7,258	7,288	6,913
Card Services Income	11,502	12,057	11,488
Other	1,298	1,296	1,324
Noninterest Income (in-scope of ASC 606)	75,742	79,330	75,027
Noninterest Income (out-of-scope of ASC 606)	121,129	8,797	(64,786)
Total Noninterest Income	\$ 196,871	\$ 88,127	\$ 10,241

Contract Balances

A contract asset balance occurs when an entity performs a service for a customer before the customer pays consideration or before payment is due, which would result in contract receivables or assets, respectively. A contract liability balance is an entity's obligation to transfer a service to a customer for which the entity has already received payment or for which payment is due from the customer. The Company's noninterest revenue streams, excluding some insurance commissions and fees, are largely based on transactional activity, or standard month-end revenue accruals such as asset management fees based on month-end market values. Receivables primarily consist of amounts due for insurance and wealth management services performed for which the Company's performance obligations have been fully satisfied. Consideration is often received immediately or shortly after the Company satisfies its performance obligation and revenue is recognized. The Company does not typically enter into long-term revenue contracts with customers, and therefore, does not experience significant contract balances.

Contract Acquisition Costs

In connection with the adoption of ASC 606, an entity is required to capitalize, and subsequently amortize into expense, certain incremental costs of obtaining a contract with a customer if these costs are expected to be recovered. The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained (for example, sales commission). The Company utilizes the practical expedient which allows entities to immediately expense contract acquisition costs when the asset that would have resulted from capitalizing these costs would have been amortized in one year or less. Upon adoption of ASC 606, the Company did not capitalize any contract acquisition costs.

Note 15 Income Taxes

The income tax expense (benefit) attributable to income from operations is summarized as follows:

<i>(In thousands)</i>	Current	Deferred	Total
2025			
Federal	\$ 46,904	\$ (970)	\$ 45,934
State	18,236	(385)	17,851
Total	\$ 65,140	\$ (1,355)	\$ 63,785
2024			
Federal	\$ 20,248	\$ (3,313)	\$ 16,935
State	4,837	231	5,068
Total	\$ 25,085	\$ (3,082)	\$ 22,003
2023			
Federal	\$ 2,583	\$ 381	\$ 2,964
State	346	(815)	(469)
Total	\$ 2,929	\$ (434)	\$ 2,495

The primary reasons for the differences between the Company's income tax expense and the amount computed by applying the statutory federal income tax rate to earnings are as follows:

(In thousands)	2025		2024		2023	
	Amount	% of pretax income	Amount	% of pretax income	Amount	% of pretax income
Federal income tax at statutory rate	\$ 47,220	21.0 %	\$ 19,499	21.0 %	\$ 2,520	21.0 %
State and local income taxes, net of federal benefit^{1, 2, 3}	14,102	6.3 %	4,004	4.3 %	(371)	(3.1)%
Tax credits						
Low income housing tax credits	(252)	(0.1)%	(224)	(0.2)%	(99)	(0.8)%
Nontaxable or nondeductible items						
Tax exempt income, net	(1,005)	(0.4)%	(1,219)	(1.3)%	(1,131)	(9.4)%
Equity-based compensation ⁴	(140)	(0.1)%	(74)	(0.1)%	132	1.1 %
Bank-owned life insurance income	(500)	(0.2)%	(579)	(0.6)%	(361)	(3.0)%
Section 162(m) limitation	212	0.1 %	113	0.1 %	127	1.1 %
Non-deductible meals & entertainment	155	0.1 %	100	0.1 %	152	1.3 %
Additional tax gain on sale of subsidiary	3,137	1.4 %	0	0.0 %	0	0.0 %
Proportional amortization expense	241	0.1 %	252	0.3 %	170	1.4 %
Other	55	0.0 %	114	0.1 %	80	0.7 %
Other adjustments						
Surrender of bank-owned life insurance	0	0.0 %	0	0.0 %	1,628	13.6 %
Deductible ESOP dividends under Section 404(k)	(288)	(0.1)%	(310)	(0.3)%	(305)	(2.5)%
All other	848	0.3 %	327	0.3 %	(47)	(0.6)%
Effective tax rate	\$ 63,785	28.4 %	\$ 22,003	23.7 %	\$ 2,495	20.8 %

¹ State taxes in New York made up the majority (greater than 50 percent) of the tax effect in this category for the December 31, 2025 period.

² State taxes in New York made up the majority (greater than 50 percent) of the tax effect in this category for the December 31, 2024 period.

³ State tax benefit in New York and state tax expense in Pennsylvania made up the majority (greater than 50 percent) of the tax effect in this category for the December 31, 2023 period.

⁴ Equity-based compensation includes any excess benefits or shortfalls from vestings and exercises.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities as of December 31 were as follows:

<i>(In thousands)</i>	2025	2024
Deferred tax assets:		
Allowance for credit losses	\$ 14,787	\$ 14,733
Lease liability	6,933	7,119
Interest income on nonperforming loans	684	870
Compensation and benefits	12,600	12,936
Purchase accounting adjustments	454	323
Liabilities held at fair value	83	78
Deferred loan fees and costs	1,206	1,290
Net operating loss carryforwards	0	0
Other	502	753
Total	\$ 37,249	\$ 38,102
Deferred tax liabilities:		
Prepaid pension	12,387	12,019
Right of use asset	6,584	6,763
Depreciation	2,926	3,068
Intangibles	157	1,675
Leases	1,866	2,199
Taxable bank-owned life insurance policies	0	0
Contingent Commissions	0	871
Other	1,803	1,336
Total deferred tax liabilities	\$ 25,723	\$ 27,931
Net deferred tax asset at year-end	11,526	10,171
Net deferred tax asset at beginning of year	10,171	7,200
Increase in net deferred tax asset	1,355	2,971
Investments in tax credit structures accounting standard adoption recorded through equity	0	111
Deferred tax benefit	\$ (1,355)	\$ (3,082)

Net operating loss carryforwards for New York and New York City purposes of \$8.5 million and \$344,000, respectively, were generated in 2023. These net operating losses were fully utilized in 2024.

The above analysis does not include recorded deferred tax assets (liabilities) of \$2.3 million and \$33.9 million as of December 31, 2025 and 2024, respectively, related to net unrealized holdings losses/(gains) in the available-for-sale debt securities portfolio. In addition, the analysis excludes recorded deferred tax assets of \$4.0 million and \$5.6 million, as of December 31, 2025 and 2024, respectively, related to employee benefit plans.

Realization of deferred tax assets is dependent upon the generation of future taxable income or the existence of sufficient taxable income. A valuation allowance is provided when it is more likely than not that some portion of the deferred tax assets will not be realized. In assessing the need for a valuation allowance, management considers the scheduled reversal of the deferred tax liabilities, the level of historical taxable income, and the projected future taxable income over the periods in which the temporary differences comprising the deferred tax assets will be deductible. Based on its assessment, management determined that no valuation allowance was necessary at December 31, 2025 and 2024.

Cash paid (net of refunds) during the year for taxes was as follows:

<i>(In thousands)</i>	2025	2024	2023
Federal	\$ 20,850	\$ 12,384	\$ 8,000
State and local			
New York	5,594	2,093	1,604
All other state and local jurisdictions	920	349	777
Total	\$ 27,364	\$ 14,826	\$ 10,381

At December 31, 2025 and December 31, 2024, the Company had no ASC 740-10 unrecognized tax benefits. The Company recognizes interest and penalties on unrecognized tax benefits in income tax expense in its Consolidated Statements of Income.

The Company is subject to U.S. federal income tax and income tax in New York and various state jurisdictions. All tax years ending after December 31, 2021 are open to examination by the taxing authorities.

Note 16 Other Comprehensive Income (Loss)

The tax effect allocated to each component of other comprehensive income (loss) was as follows:

December 31, 2025	Before-Tax Amount	Tax (Expense) Benefit	Net of Tax
<i>(In thousands)</i>			
Available-for-sale debt securities:			
Change in net unrealized gain (loss) during the period	\$ 47,559	\$ (11,890)	\$ 35,669
Reclassification adjustment for net realized gain (loss) on sale of available-for-sale debt securities included in net income	78,721	(19,680)	59,041
Net unrealized gains/losses	126,280	(31,570)	94,710
Employee benefit plans:			
Net retirement plan gain (loss)	5,572	(1,393)	4,179
Amortization of net retirement plan actuarial gain (loss)	380	(95)	285
Amortization of net retirement plan prior service cost	352	(88)	264
Employee benefit plans	6,304	(1,576)	4,728
Other comprehensive income	\$ 132,584	\$ (33,146)	\$ 99,438

December 31, 2024	Before-Tax Amount	Tax (Expense) Benefit	Net of Tax
<i>(In thousands)</i>			
Available-for-sale debt securities:			
Change in net unrealized gain (loss) during the period	\$ (3,709)	\$ 1,588	\$ (2,121)
Reclassification adjustment for net realized gain (loss) on sale of available-for-sale debt securities included in net income	(50)	12	(38)
Net unrealized losses	(3,759)	1,600	(2,159)
Employee benefit plans:			
Net retirement plan gain (loss)	10,240	(2,408)	7,832
Amortization of net retirement plan actuarial gain (loss)	915	(215)	700
Amortization of net retirement plan prior service cost	182	(42)	140
Employee benefit plans	11,337	(2,665)	8,672
Other comprehensive income	\$ 7,578	\$ (1,065)	\$ 6,513

December 31, 2023	Before-Tax Amount	Tax (Expense) Benefit	Net of Tax
<i>(In thousands)</i>			
Available-for-sale debt securities:			
Change in net unrealized gain (loss) during the period	\$ 35,008	\$ (8,578)	\$ 26,430
Reclassification adjustment for net realized gain (loss) on sale of available-for-sale debt securities included in net income	69,984	(17,146)	52,838
Net unrealized gain (loss)	104,992	(25,724)	79,268
Employee benefit plans:			
Net retirement plan gain (loss)	4,516	(1,106)	3,410
Amortization of net retirement plan actuarial gain (loss)	1,116	(273)	843
Amortization of net retirement plan prior service cost	217	(54)	163
Employee benefit plans	5,849	(1,433)	4,416
Other comprehensive income	\$ 110,841	\$ (27,157)	\$ 83,684

The following table presents the activity in our accumulated other comprehensive (loss) income for the periods indicated:

<i>(In thousands)</i>	Available-for-Sale Debt Securities	Employee Benefit Plans	Accumulated Other Comprehensive (Loss) Income
Balance at January 1, 2023	\$ (178,803)	\$ (29,886)	\$ (208,689)
Other comprehensive income (loss)	79,268	4,416	83,684
Balance at December 31, 2023	\$ (99,535)	\$ (25,470)	\$ (125,005)
Balance at January 1, 2024	(99,535)	(25,470)	(125,005)
Other comprehensive income (loss)	(2,159)	8,672	6,513
Balance at December 31, 2024	\$ (101,694)	\$ (16,798)	\$ (118,492)
Balance at January 1, 2025	(101,694)	(16,798)	(118,492)
Other comprehensive income (loss)	94,710	4,728	99,438
Balance at December 31, 2025	\$ (6,984)	\$ (12,070)	\$ (19,054)

December 31, 2025

Details about Accumulated other Comprehensive Income (Loss) Components (In thousands)	Amount Reclassified from Accumulated Other Comprehensive (Loss) ¹	Affected Line Item in the Statement Where Net Income is Presented
Available-for-sale debt securities:		
Unrealized gain (loss) on available-for-sale debt securities	\$ (78,721)	Net loss on securities transactions
	19,680	Income tax expense
	(59,041)	Net of tax
Employee benefit plans:		
Amortization of the following ²		
Net retirement plan actuarial gain (loss)	(380)	Other operating expense
Net retirement plan prior service cost	(352)	Other operating expense
	(732)	Total before tax
	183	Income tax expense
	\$ (549)	Net of tax

December 31, 2024

Details about Accumulated other Comprehensive Income (Loss) Components (In thousands)	Amount Reclassified from Accumulated Other Comprehensive (Loss) ¹	Affected Line Item in the Statement Where Net Income is Presented
Available-for-sale debt securities:		
Unrealized gain (loss) on available-for-sale debt securities	\$ 50	Net loss on securities transactions
	(12)	Income tax expense
	38	Net of tax
Employee benefit plans:		
Amortization of the following ²		
Net retirement plan actuarial gain (loss)	(915)	Other operating expense
Net retirement plan prior service cost	(182)	Other operating expense
	(1,097)	Total before tax
	257	Income tax expense
	\$ (840)	Net of tax

¹ Amounts in parentheses indicate debits in income statement.

² The accumulated other comprehensive income (loss) components are included in the computation of net periodic benefit cost (See "Note 11 - Employee Benefit Plans").

Note 17 Commitments and Contingent Liabilities

The Company, in the normal course of business, is a party to financial instruments with off-balance-sheet risk to meet the financial needs of its customers. These financial instruments include loan commitments, standby letters of credit, and unused portions of lines of credit. The contract, or notional amount, of these instruments represents the Company's involvement in particular classes of financial instruments. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized on the Consolidated Statements of Condition.

The Company's maximum potential obligations to extend credit for loan commitments (unfunded loans, unused lines of credit, and standby letters of credit) outstanding on December 31 were as follows:

<i>(In thousands)</i>	2025	2024
Loan commitments	\$ 238,042	\$ 152,255
Standby letters of credit	36,480	38,525
Undisbursed portion of lines of credit	1,117,162	1,134,554
Total	\$ 1,391,684	\$ 1,325,334

Commitments to extend credit (including lines of credit) are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Standby letters of credit are conditional commitments to guarantee the performance of a customer to a third party. The Company extends standby letters of credit to its customers in the normal course of business. The standby letters of credit are generally short-term. As of December 31, 2025, the Company's maximum potential obligation under standby letters of credit was \$36.5 million. Management uses the same credit policies in making commitments to extend credit and standby letters of credit as are used for on-balance-sheet lending decisions. Based upon management's evaluation of the counterparty, the Company may require collateral to support commitments to extend credit and standby letters of credit. The credit risk amounts are equal to the contractual amounts, assuming the amounts are fully advanced and collateral or other security is of no value. The Company does not anticipate losses as a result of these transactions. These commitments also have off-balance-sheet interest-rate risk, in that the interest rate at which these commitments were made may not be at market rates on the date the commitments are fulfilled. Since some commitments and standby letters of credit are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash flow requirements.

The Company may also have rate lock agreements associated with mortgage loans to be sold in the secondary market (certain of which relate to loan applications for which no formal commitment has been made). In order to limit the interest rate risk associated with rate lock agreements, as well as the interest rate risk associated with mortgages held for sale, if any, the Company enters into agreements to sell loans in the secondary market to unrelated investors on a loan-by-loan basis. At December 31, 2025, the Company had approximately \$7.0 million of commitments to sell mortgages to unrelated investors on a loan-by-loan basis.

In the normal course of business, the Company is involved in various legal proceedings, investigations, and administrative proceedings. Civil litigation may range from individual actions involving a single plaintiff to putative class action lawsuits with potentially thousands of class members. Investigations may involve both formal and informal proceedings, by both government agencies and self-regulatory bodies. Based on information presently known to us, we do not believe there is any matter to which we are a party, or involving any of our properties, that individually or in the aggregate, would reasonably be expected to have a material adverse effect on our financial statements.

Note 18 Earnings Per Share

Calculation of basic earnings per share (Basic EPS) and diluted earnings per share (Diluted EPS) is shown below.

<i>(In thousands, except share and per share data)</i>	Year ended December 31,		
	2025	2024	2023
Basic			
Net income available to common shareholders	\$ 161,071	\$ 70,850	\$ 9,505
Less: income attributable to unvested stock-based compensation awards	0	0	(42)
Net earnings allocated to common shareholders	161,071	70,850	9,463
Weighted average shares outstanding, including unvested stock-based compensation awards	14,433,382	14,404,233	14,442,077
Less: unvested stock-based compensation awards	(180,572)	(186,127)	(187,416)
Weighted average shares outstanding - Basic	14,252,810	14,218,106	14,254,661
Diluted			
Net earnings allocated to common shareholders	\$ 161,071	\$ 70,850	\$ 9,463
Weighted average shares outstanding - Basic	14,252,810	14,218,106	14,254,661
Plus: incremental shares from assumed conversion of stock-based compensation awards	82,548	50,337	46,560
Weighted average shares outstanding - Diluted	14,335,358	14,268,443	14,301,221
Basic EPS	\$ 11.30	\$ 4.98	\$ 0.66
Diluted EPS	\$ 11.24	\$ 4.97	\$ 0.66

Stock-based compensation awards representing 5,770, 8,476, and 39,266 common shares for 2025, 2024, and 2023, respectively, were not included in the computations of diluted earnings per common share because the effect on those periods would have been antidilutive.

Note 19 Fair Value Measurements

FASB ASC Topic 820, *Fair Value Measurements and Disclosures*, defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements. FASB ASC Topic 820 also establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – Quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The following table summarizes financial assets and financial liabilities measured at fair value on a recurring basis as of December 31, 2025 and 2024 segregated by the level of valuation inputs within the fair value hierarchy used to measure fair value:

Recurring Fair Value Measurements

(In thousands)

	Fair Value	(Level 1)	(Level 2)	(Level 3)
December 31, 2025				
Assets				
Available-for-sale debt securities				
U.S. Treasuries	\$ 53,780	\$ 0	\$ 53,780	0
Obligations of U.S. Government sponsored entities	348,403	0	348,403	0
Obligations of U.S. states and political subdivisions	76,310	0	76,310	0
Mortgage-backed securities – residential, issued by:				
U.S. Government agencies	313,496	0	313,496	0
U.S. Government sponsored entities	587,632	0	587,632	0
U.S. corporate debt securities	2,447	0	2,447	0
Total Available-for-sale debt securities	\$ 1,382,068	\$ 0	\$ 1,382,068	0
Equity securities, at fair value	800	0	0	800
Derivatives designated as hedging instruments	33	0	33	0
Derivatives not designated as hedging instruments	5,032	0	5,032	0
Liabilities				
Derivatives not designated as hedging instruments	\$ 5,389	\$ 0	\$ 5,389	0
December 31, 2024				
Assets				
Available-for-sale debt securities				
U.S. Treasuries	\$ 71,497	\$ 0	\$ 71,497	0
Obligations of U.S. Government sponsored entities	380,280	0	380,280	0
Obligations of U.S. states and political subdivisions	77,694	0	77,694	0
Mortgage-backed securities – residential, issued by:				
U.S. Government agencies	63,254	0	63,254	0
U.S. Government sponsored entities	636,360	0	636,360	0
U.S. corporate debt securities	2,447	0	2,447	0
Total Available-for-sale debt securities	\$ 1,231,532	\$ 0	\$ 1,231,532	0
Equity securities, at fair value	768	0	0	768
Derivatives designated as hedging instruments	864	0	864	0
Derivatives not designated as hedging instruments	1,831	0	1,831	0
Liabilities				
Derivatives not designated as hedging instruments	\$ 2,073	\$ 0	\$ 2,073	0

The change in the fair value of the \$800,000 of equity securities valued using significant unobservable inputs (level 3), between January 1, 2025 and December 31, 2025 was immaterial.

Securities: Fair values for U.S. Treasury securities are based on quoted market prices. Fair values for obligations of U.S. government sponsored entities, mortgage-backed securities-residential, obligations of U.S. states and political subdivisions, and U.S. corporate debt securities are based on quoted market prices, where available, as provided by third party pricing vendors. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments in active markets and/or based upon matrix pricing methodology, which uses comprehensive interest rate tables to determine market price, movement and yield relationships. These securities are reviewed periodically to determine if there are any events or changes in circumstances that would adversely affect their value.

The Company determines fair value for its available-for-sale debt securities using an independent bond pricing service for identical assets or very similar securities. The pricing service uses a variety of techniques to determine fair value, including market maker bids, quotes and pricing models. Inputs to the model include recent trades, benchmark interest rates, spreads, and actual and projected cash flows. The Company reviews the prices supplied by the independent pricing service, as well as their underlying pricing methodologies, for reasonableness and to ensure such prices are aligned with traditional pricing matrices. In general, the Company's investment portfolio consists of traditional investments, nearly all of which are U.S. Treasury obligations, federal agency bullet or mortgage pass-through securities, or general obligation municipal bonds. Pricing for such instruments is fairly generic and is easily obtained. Quarterly, the Company will validate prices supplied by the independent pricing service by comparing to prices obtained from a second third-party source. Based on the inputs used by our independent pricing services, the Company identifies the appropriate level within the fair value hierarchy to report these fair values.

Derivatives: The Company has contracted with a third party vendor to provide periodic valuations for its interest rate derivatives to determine the fair value of its interest rate contracts. The vendor utilizes standard valuation methodologies applicable to interest rate derivatives such as discounted cash flow analysis. Such valuations are based upon readily observable market data and are therefore considered Level 2 valuations by the Company.

Certain assets are measured at fair value on a nonrecurring basis, that is, they are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances. For the Company, these include loans held for sale, collateral dependent individually evaluated loans, other real estate owned, goodwill and other intangible assets. During 2025, certain collateral dependent individually evaluated loans and other real estate owned at December 31, 2025, were adjusted down to fair value. Collateral values are estimated using Level 3 inputs based upon observable market data. Real estate is generally valued using independent appraisals or other indications of value based on recent comparable sales of similar properties or assumptions generally available in the market.

The below table provides certain assets measured at fair value on a nonrecurring basis at December 31, 2025:

Fair value measurements at reporting date using:					
(In thousands)	Quoted prices in active markets for identical assets		Significant other observable inputs	Significant unobservable inputs	Gain (losses) from fair value changes
Assets:	(Level 1)		(Level 2)	(Level 3)	
December 31, 2025					
Individually evaluated loans	\$	25,394	\$ 0	\$ 25,394	\$ (7,673)
Other real estate owned		229	0	229	1,954
December 31, 2024					
Individually evaluated loans	\$	7,471	\$ 0	\$ 7,471	\$ 249
Other real estate owned		14,314	0	14,314	43

The following table presents the carrying amounts and estimated fair values of the Company's financial instruments at December 31, 2025 and 2024. The carrying amounts shown in the table are included in the Consolidated Statements of Condition under the indicated captions. The fair value estimates, methods and assumptions set forth below for the Company's financial instruments, including those financial instruments carried at cost, are made solely to comply with disclosures required by GAAP and does not always incorporate the exit-price concept of fair value prescribed by ASC Topic 820-10 and should be read in conjunction with the financial statements and notes included in this Report.

Estimated Fair Value of Financial Instruments

<i>(In thousands)</i>	Carrying Amount	Fair Value	(Level 1)	(Level 2)	(Level 3)
December 31, 2025					
Financial Assets:					
Cash and cash equivalents	\$ 132,817	\$ 132,817	\$ 132,817	\$ 0	\$ 0
Securities - held-to-maturity	312,528	283,860	0	283,860	0
FHLB stock and other stock	32,307	32,307	0	32,307	0
Accrued interest receivable	30,697	30,697	0	30,697	0
Loans/leases, net ¹	6,432,014	6,129,089	0	0	6,129,089
Financial Liabilities:					
Time deposits	\$ 1,298,393	\$ 1,296,714	\$ 0	\$ 1,296,714	\$ 0
Other deposits	5,639,369	5,639,369	0	5,639,369	0
Fed funds purchased and securities sold under agreements to repurchase	95,569	95,569	0	95,569	0
Other borrowings	564,446	565,568	0	565,568	0
Accrued interest payable	4,920	4,920	0	4,920	0
December 31, 2024					
Financial Assets:					
Cash and cash equivalents	\$ 134,398	\$ 134,398	\$ 134,398	\$ 0	\$ 0
Securities - held-to-maturity	312,462	267,295	0	267,295	0
FHLB stock and other stock	42,255	42,255	0	42,255	0
Accrued interest receivable	28,823	28,823	0	28,823	0
Loans/leases, net ¹	5,963,426	5,584,661	0	0	5,584,661
Financial Liabilities:					
Time deposits	\$ 1,068,375	\$ 1,064,548	\$ 0	\$ 1,064,548	\$ 0
Other deposits	5,403,430	5,403,430	0	5,403,430	0
Fed funds purchased and securities sold under agreements to repurchase	37,036	37,036	0	37,036	0
Other borrowings	790,247	789,915	0	789,915	0
Accrued interest payable	4,854	4,854	0	4,854	0

¹ Lease receivables, although excluded from the scope of ASC Topic 825, are included in the estimated fair value amounts at their carrying value.

The following methods and assumptions were used in estimating fair value disclosures for financial instruments:

Cash and Cash Equivalents: The carrying amounts reported in the Consolidated Statements of Condition for cash, noninterest-bearing deposits, money market funds, and Federal funds sold approximate the fair value of those assets.

Securities - Held-to-Maturity: Fair values for U.S. Treasury securities are based on quoted market prices. Fair values for obligations of U.S. government sponsored entities, and mortgage-backed securities-residential are based on quoted market prices, where available, as provided by third party pricing vendors. If quoted market prices were not available, fair values are based on quoted market prices of comparable instruments in active markets and/or based upon a matrix pricing methodology, which uses comprehensive interest rate tables to determine market price, movement and yield relationships. These securities are reviewed periodically to determine if there are any events or changes in circumstances that would adversely affect their value.

FHLB Stock and Other Stock: The carrying amount of FHLB stock approximates fair value. If the stock is redeemed, the Company will receive an amount equal to the par value of the stock. For miscellaneous equity securities, carrying value is cost.

Loans and Leases: Fair value for loans is calculated using an exit price notion. The Company's valuation methodology takes into account factors such as estimated cash flows, including contractual cash flow and assumptions for prepayments; liquidity risk; and credit risk. The fair values of residential loans were estimated using discounted cash flow analyses, based upon available market benchmarks for rates and prepayment assumptions. The fair values of commercial and consumer loans were estimated using discounted cash flow analyses, based upon interest rates currently offered for loans and leases with similar terms and credit quality. The fair values of loans held for sale were determined based upon contractual prices for loans with similar characteristics.

Accrued Interest Receivable and Accrued Interest Payable: The carrying amount of these short-term instruments approximates fair value.

Deposits: The fair values disclosed for noninterest bearing accounts and accounts with no stated maturities are equal to the amount payable on demand at the reporting date. The fair value of time deposits is based upon discounted cash flow analyses using rates offered for FHLB advances, which is the Company's primary alternative source of funds.

Fed Funds Purchased and Securities Sold Under Agreements to Repurchase: The carrying amount of these instruments approximates fair value because the instruments have short-term maturities.

Other borrowings: The fair value of other borrowings is based upon discounted cash flow analyses using current rates offered for FHLB advances, with similar terms.

Note 20 Regulations and Supervision

Capital Requirements:

The Company and its subsidiary bank are subject to various regulatory capital requirements administered by federal bank regulatory agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material adverse effect on the Company's business, results of operation and financial condition. Under capital adequacy guidelines and the regulatory framework for prompt corrective action (PCA), banks must meet specific guidelines that involve quantitative measures of assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. Capital amounts and classifications of the Company and its subsidiary bank are also subject to qualitative judgments by regulators concerning components, risk weightings, and other factors. Quantitative measures established by regulation to ensure capital adequacy require the maintenance of minimum amounts and ratios (set forth in the table below) of common equity Tier I capital, total capital and Tier 1 capital to risk-weighted assets (as defined in the regulation), and of Tier 1 capital to average assets (as defined in the regulation). Management believes that the Company and its subsidiary bank meet all capital adequacy requirements to which they are subject.

As of December 31, 2025, the most recent notifications from Federal bank regulatory agencies categorized the Company's subsidiary bank as "well capitalized" under the regulatory framework for PCA. To be categorized as well capitalized, the Company and its subsidiary bank must maintain total risk-based, Tier 1 risk-based, common equity Tier 1 capital and Tier 1 leverage ratios as set forth in the table below. There are no conditions or events since that notification that management believes have changed the capital category of the Company or its subsidiary bank.

In the first quarter of 2020, U.S. Federal regulatory authorities issued an interim final rule that provided banking organizations that adopt CECL during the 2020 calendar year with 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 the capital benefit provided during the initial two-year delay (i.e., a five-year transition in total). In connection with our adoption of CECL on January 1, 2020, we elected to utilize the five-year CECL transition.

The following table presents actual and required capital ratios as of December 31, 2025 and December 31, 2024 for Tompkins and its banking subsidiary. The minimum capital amounts required under Basel III include the capital conservation buffer of 2.5%, which must be added to each of the minimum required risk-based capital ratios (Total capital to risk-weighted assets, Common equity Tier 1 capital to risk-weighted assets and Tier 1 capital to risk weighted assets). Capital levels required to be considered well capitalized are based upon prompt corrective action regulations, as amended to reflect the changes under the Basel III Capital Rules.

Actual capital amounts and ratios of the Company and its subsidiary bank are as follows:

	Actual	Minimum Capital Required- Basel III Fully-Phased-In	Required to be Considered Well Capitalized
<i>(dollar amounts in thousands)</i>	Amount/Ratio	Amount/Ratio	Amount/Ratio
December 31, 2025			
Total Capital (to risk-weighted assets)			
The Company (consolidated)	\$943,769 /14.6%	\$680,588/>10.5%	\$648,179/>10.0%
Tompkins Community Bank	\$805,222/12.4%	\$682,452/>10.5%	\$649,954/> 10.0%
Common Equity Tier 1 Capital (to risk-weighted assets)			
The Company (consolidated)	\$884,665/13.6%	\$453,725/>7.0%	\$421,316/>6.5%
Tompkins Community Bank	\$746,118/11.5%	\$454,968/>7.0%	\$422,470/>6.5%
Tier 1 Capital (to risk-weighted assets)			
The Company (consolidated)	\$884,665/13.6%	\$550,952/>8.5%	\$518,543/>8.0%
Tompkins Community Bank	\$746,118/11.5%	\$552,461/>8.5%	\$519,964/>8.0%
Tier 1 Capital (to average assets)			
The Company (consolidated)	\$884,665/10.6%	\$333,205/>4.0%	\$416,507/>5.0%
Tompkins Community Bank	\$746,118/8.9%	\$334,481/>4.0%	\$418,102/>5.0%
December 31, 2024			
Total Capital (to risk-weighted assets)			
The Company (consolidated)	\$796,226 /13.1%	\$639,844/>10.5%	\$609,375/>10.0%
Tompkins Community Bank	\$754,991/12.4%	\$638,719/>10.5%	\$608,304/>10.0%
Common Equity Tier 1 Capital (to risk-weighted assets)			
The Company (consolidated)	\$738,266/12.1%	\$426,563/>7.0%	\$396,094/>6.5%
Tompkins Community Bank	\$697,031/11.5%	\$425,813/>7.0%	\$395,398/>6.5%
Tier 1 Capital (to risk-weighted assets)			
The Company (consolidated)	\$738,266/12.1%	\$517,969/>8.5%	\$487,500/>8.0%
Tompkins Community Bank	\$697,031/11.5%	\$517,058/>8.5%	\$486,643/>8.0%
Tier 1 Capital (to average assets)			
The Company (consolidated)	\$738,266/9.3%	\$318,498/>4.0%	\$398,123/>5.0%
Tompkins Community Bank	\$697,031/8.8%	\$317,914/>4.0%	\$397,393/>5.0%

Note 21 Condensed Parent Company Only Financial Statements

Condensed financial statements for Tompkins (the Parent Company) are presented below.

Condensed Statements of Condition <i>(In thousands)</i>	As of 12/31/2025	As of 12/31/2024
Assets		
Cash	\$ 195,928	\$ 23,866
Investment in subsidiaries	798,581	689,485
Other	5,872	1,272
Total Assets	\$ 1,000,381	\$ 714,623
Liabilities and Shareholders' Equity		
Other liabilities	62,003	1,179
Tompkins Financial Corporation Shareholders' Equity	938,378	713,444
Total Liabilities and Shareholders' Equity	\$ 1,000,381	\$ 714,623

Condensed Statements of Income
(In thousands)

	Year ended December 31,		
	2025	2024	2023
Dividends received from subsidiaries	\$ 46,886	\$ 51,473	\$ 42,634
Other income	188,414	305	297
Total Operating Income	\$ 235,300	\$ 51,778	\$ 42,931
Other expenses	16,615	12,929	13,117
Total Operating Expenses	\$ 16,615	\$ 12,929	\$ 13,117
Income Before Taxes and Equity in Undistributed			
Earnings of Subsidiaries	218,685	38,849	29,814
Income tax (expense) benefit	(51,135)	3,170	3,223
Equity in undistributed earnings of subsidiaries	(6,479)	28,831	(23,532)
Net Income	\$ 161,071	\$ 70,850	\$ 9,505

Condensed Statements of Cash Flows
(In thousands)

	Year ended December 31,		
	2025	2024	2023
Operating activities			
Net income	\$ 161,071	\$ 70,850	\$ 9,505
Adjustments to reconcile net income to net cash provided by operating activities			
Equity in undistributed earnings of subsidiaries	6,479	(28,831)	23,532
Gain on sale of TIA	(188,241)	0	0
Transaction costs related to the sale of TIA	(11,586)	0	0
Other, net	72,342	7,644	(7,350)
Net Cash Provided by Operating Activities	40,065	49,663	25,687
Investing activities			
Payments for investments in and advances to subsidiaries	(50,000)	0	0
Proceeds from business divestitures	220,665	0	0
Other, net	0	(271)	1,015
Net Cash (Used in) Provided by Investing Activities	170,665	(271)	1,015
Financing activities			
Cash dividends	(36,092)	(35,049)	(34,512)
Repurchase of common shares	(1,650)	0	(8,726)
Net proceeds from restricted stock awards	(1,012)	(1,242)	(1,173)
Shares issued for employee and other stock ownership plans	119	170	0
Net proceeds from exercise of stock options	(33)	(115)	(124)
Net Cash Used in Financing Activities	(38,668)	(36,236)	(44,535)
Net increase (decrease) in cash	172,062	13,156	(17,833)
Cash at beginning of year	23,866	10,710	28,543
Cash at End of Year	\$ 195,928	\$ 23,866	\$ 10,710

A Statement of Changes in Shareholders' Equity has not been presented since it is the same as the Consolidated Statement of Changes in Shareholders' Equity previously presented for the consolidated Company.

Note 22 Segment and Related Information

The Company adopted ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures," effective December 15, 2024. In accordance with Topic 280, the Company manages its operations through two reportable business segments as of December 31, 2025: (i) banking and financial services ("Banking") and (ii) wealth management ("Tompkins Financial Advisors"). The Company's wealth management services are managed separately from the Banking segment.

On October 31, 2025, the Company sold all of the issued and outstanding shares of capital stock of its insurance subsidiary, TIA, to Gallagher. For the first 10 months of 2025, the Company had three operating segments: (i) banking and financial services, (ii) insurance services, and (iii) wealth management.

Banking

Tompkins Community Bank has twelve banking offices located in Ithaca, NY and surrounding communities; fourteen banking offices located in the Genesee Valley region of New York State as well as Erie County; twelve full-service banking offices located in the counties north of New York City; and sixteen banking offices headquartered and operating in the areas surrounding southeastern Pennsylvania.

Banking services consist primarily of attracting deposits from the areas served by the Company's banking subsidiary and using those deposits to originate a variety of commercial loans, agricultural loans, consumer loans, real estate loans and leases in those same areas. The Company's subsidiary bank provides a variety of retail banking services including checking accounts, savings accounts, time deposits, IRA products, residential mortgage loans, personal loans, home equity loans, credit cards, debit cards and safe deposit services delivered through its branch facilities, ATMs, voice response, mobile banking, Internet banking and remote deposit services. The Company's subsidiary bank also provides a variety of commercial banking services such as lending activities for a variety of business purposes, including real estate financing, construction, equipment financing, accounts receivable financing and commercial leasing. Other commercial services include deposit and cash management services, letters of credit, sweep accounts, credit cards, Internet-based account services, mobile banking and remote deposit services. The banking subsidiary does not engage in sub-prime lending.

Insurance

Until October 31, 2025, the Company provided property and casualty insurance services and employee benefits consulting through Tompkins Insurance Agencies, Inc., a 100% wholly-owned subsidiary of the Company, which was headquartered in Batavia, New York.

Wealth Management

The wealth management segment is generally organized under the Tompkins Financial Advisors brand. Tompkins Financial Advisors offers a comprehensive suite of financial services to customers, including trust and estate services, investment management and financial and insurance planning for individuals, corporate executives, small business owners and high net worth individuals. Tompkins Financial Advisors has offices in each of the Company's regional markets.

Chief Operating Decision Maker

Our Chief Executive Officer ("CEO") is our chief operating decision maker. In order to allocate costs, capital and resources to each operating segment, we (i) identify the cost or opportunity value of funds within each business segment, (ii) measure the profitability of a particular business segment by relating appropriate costs to revenues, (iii) evaluate each business segment in a manner consistent with its economic impact on consolidated earnings, and (iv) enhance asset and liability pricing decisions. Our CEO reviews actual net income versus budgeted net income on a monthly basis to assess segment performance and to make decisions about allocating capital and personnel among the segments.

Summarized financial information concerning the Company's reportable segments and the reconciliation to the Company's consolidated results is shown in the following table. Investment in subsidiaries is netted out of the presentations below. The "Intercompany" column identifies the intercompany activities of revenues, expenses and other assets between the banking and financial services segments. The Company accounts for intercompany fees and services at an estimated fair value according to regulatory requirements for the services provided. Intercompany items relate primarily to the use of human resources, information systems, accounting and marketing services provided by any of the banks and the holding company. All other accounting policies are the same as those described in "Note 1 - Summary of Significant Accounting Policies" in this Report.

The Banking segment also includes the operating results of the parent holding company, which have historically been immaterial. As mentioned above, Tompkins Financial Corporation sold all of the issued and outstanding shares of capital stock of TIA to Gallagher during the fourth quarter of 2025. The gross purchase price was \$223.0 million. In connection with the sale, the Company recognized a gain on sale of \$188.2 million subject to certain post-closing adjustments during the 120-day post-closing settlement period ending on February 28, 2026, which amount was included in noninterest income. In addition, the Company recognized \$4.3 million of noninterest expenses related to the sale. The net after-tax impact was approximately \$129.0 million. Since Tompkins Financial Corporation was the sole owner of TIA, the transaction was recorded on the parent's books, and therefore the sale is reflected in the below table for 2025 within the Banking segment.

As of and for the year ended December 31, 2025

<i>(In thousands)</i>	Banking	Insurance	Wealth Management	Intercompany	Consolidated
Interest income	\$ 382,074	\$ 2	\$ 0	\$ (2)	\$ 382,074
Interest expense	132,345	0	0	(2)	132,343
Net interest income	249,729	2	0	0	249,731
Provision for credit loss expense	11,534	0	0	0	11,534
Noninterest income	141,196	36,294	21,433	(2,052)	196,871
Noninterest expense	170,191	25,255	16,818	(2,052)	210,212
Income before income tax expense	209,200	11,041	4,615	0	224,856
Income tax expense	59,689	2,953	1,143	0	63,785
Net Income attributable to Tompkins Financial Corporation	\$ 149,511	\$ 8,088	\$ 3,472	\$ 0	\$ 161,071
Depreciation and amortization	\$ 8,019	\$ 131	\$ 175	\$ 0	\$ 8,325
Assets	8,639,330	0	28,938	0	8,668,268
Goodwill	64,525	0	8,211	0	72,736
Other intangibles, net	1,687	0	0	0	1,687
Net loans and leases	6,388,574	0	0	0	6,388,574
Deposits	6,937,969	0	0	(207)	6,937,762
Total equity	912,908	0	25,469	0	938,377

As of and for the year ended December 31, 2024

<i>(In thousands)</i>	Banking	Insurance	Wealth Management	Intercompany	Consolidated
Interest income	\$ 347,574	\$ 5	\$ 0	\$ (5)	\$ 347,574
Interest expense	136,477	0	0	(5)	136,472
Net interest income	211,097	5	0	0	211,102
Provision for credit loss expense	6,611	0	0	0	6,611
Noninterest income	29,991	39,762	20,488	(2,114)	88,127
Noninterest expense	157,320	28,983	15,453	(2,114)	199,642
Income before income tax expense	77,157	10,784	5,035	0	92,976
Income tax expense	17,807	2,943	1,253	0	22,003
Net Income attributable to noncontrolling interests and Tompkins Financial Corporation	59,350	7,841	3,782	0	70,973
Less: Net income attributable to noncontrolling interests	123	0	0	0	123
Net Income attributable to Tompkins Financial Corporation	\$ 59,227	\$ 7,841	\$ 3,782	\$ 0	\$ 70,850
Depreciation and amortization	\$ 9,816	\$ 159	\$ 168	\$ 0	\$ 10,143
Assets	8,048,149	47,059	29,367	(15,495)	8,109,080
Goodwill	64,524	19,867	8,211	0	92,602
Other intangibles, net	1,166	1,015	22	0	2,203
Net loans and leases	5,963,426	0	0	0	5,963,426
Deposits	6,495,526	0	0	(23,721)	6,471,805
Total equity	637,414	38,534	37,496	0	713,444

As of and for the year ended December 31, 2023

<i>(In thousands)</i>	Banking	Insurance	Wealth Management	Intercompany	Consolidated
Interest income	\$ 297,358	\$ 5	\$ 0	\$ (5)	\$ 297,358
Interest expense	87,849	0	0	(5)	87,844
Net interest income	209,509	5	0	0	209,514
Provision for credit loss expense	4,339	0	0	0	4,339
Noninterest income	(43,667)	37,868	18,262	(2,222)	10,241
Noninterest expense	162,312	28,770	14,432	(2,222)	203,292
Income before income tax expense	(809)	9,103	3,830	0	12,124
Income tax expense	(1,007)	2,548	954	0	2,495
Net Income attributable to noncontrolling interests and Tompkins Financial Corporation	198	6,555	2,876	0	9,629
Less: Net income attributable to noncontrolling interests	124	0	0	0	124
Net Income attributable to Tompkins Financial Corporation	\$ 74	\$ 6,555	\$ 2,876	\$ 0	\$ 9,505
Depreciation and amortization	\$ 11,047	\$ 176	\$ 176	\$ 0	\$ 11,399
Assets	7,760,160	44,143	29,089	(13,643)	7,819,749
Goodwill	64,524	19,867	8,211	0	92,602
Other intangibles, net	956	1,336	35	0	2,327
Net loans and leases	5,554,351	0	0	0	5,554,351
Deposits	6,419,872	0	0	(20,025)	6,399,847
Total equity	601,598	36,176	32,160	0	669,934

Note 23 Derivatives and Hedging Activities

Risk Management Objective of Using Derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk, primarily by managing the amount, sources, and duration of its assets and liabilities and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company also enters into interest rate derivatives to accommodate the business requirements of certain qualifying customers. All derivatives are recognized as other assets or other liabilities on the Company's Consolidated Statements of Condition at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and resulting designation.

Derivatives Designated as Hedging Instruments

Fair Value Hedges of Interest Rate Risk

The Company is exposed to changes in the fair value of certain of its fixed-rate assets due to changes in benchmark interest rates. The Company uses interest rate swaps to manage its exposure to changes in fair value on these instruments attributable to changes in the designated benchmark interest rate. Interest rate swaps designated as fair value hedges involve the payment of fixed-rate amounts to a counterparty in exchange for the Company receiving variable-rate payments over the life of the agreements without the exchange of the underlying notional amount. As of December 31, 2025, the Company had interest rate swaps with a total notional amount of \$50.0 million hedging fixed-rate residential mortgage loans.

For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in interest income.

As of December 31, 2025 and December 31, 2024, the following amounts were recorded on the Consolidated Statements of Condition related to cumulative basis adjustment for fair value hedges.

Line Item in the Statement of Financial Position in Which the Hedged Item is Included	Carrying Amount of the Hedged Assets/(Liabilities)	Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets/(Liabilities)	Carrying Amount of the Hedged Assets/(Liabilities)	Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets/(Liabilities)
	December 31, 2025		December 31, 2024	
Fixed Rate Loans ¹	\$49,962	\$(38)	\$149,175	\$(825)
Total	\$49,962	\$(38)	\$149,175	\$(825)

¹ These amounts include the amortized cost basis of closed portfolios of fixed rate loans used to designate hedging relationships in which the hedged item is the stated amount of assets in the closed portfolio anticipated to be outstanding for the designated hedged period. At December 31, 2025 and December 31, 2024, the amortized cost basis of the closed portfolios used in these hedging relationships was \$658.5 million and \$711.0 million respectively; the cumulative basis adjustments associated with these hedging relationships was \$38,000 and \$0.8 million, respectively; and the amount of the designated hedged items was \$100.0 million for both periods.

Derivatives Not Designated as Hedging Instruments

The Company enters into interest rate swaps to help commercial loan borrowers manage their interest rate risk. These interest rate swap contracts allow borrowers to convert variable-rate loan payments to fixed-rate loan payments. When the Company enters into an interest rate derivative contract with a commercial loan borrower, it simultaneously enters into a “mirror” interest rate contract with a third party. For interest rate swaps, the third party exchanges the client’s fixed-rate loan payments for variable-rate loan payments. The Company’s credit policies with respect to interest rate contracts with commercial borrowers are similar to those used for loans. The Company retains the risk that is associated with the potential failure of counterparties and the risk inherent in originating loans. The interest rate contracts with counterparties are generally subject to bilateral collateralization terms. These derivatives are not designated as hedges and therefore, changes in fair value are recognized in earnings.

The Company has entered into risk participation agreements with other banks in commercial loan arrangements. Participating banks guarantee the performance on borrower-related interest rate swap contracts. These derivatives are not designated as hedges and therefore, changes in fair value are recognized in earnings.

Under a risk participation-out agreement, a derivative asset, the Company participates out a portion of the credit risk associated with the interest rate swap position executed with the commercial borrower for a fee paid to the participating bank. Under a risk participation-in agreement, a derivative liability, the Company assumes, or participates in, a portion of the credit risk associated with the interest rate swap position with the commercial borrower for a fee received from the other bank.

Tabular Disclosure of Fair Values of Derivative Instruments on the Consolidated Statements of Condition

The tables below present the fair value of the Company’s derivative financial instruments as well as their classification on the consolidated statements of condition as of December 31, 2025 and December 31, 2024. Amounts below are presented on a net basis in accordance with applicable accounting guidance.

	December 31, 2025		December 31, 2024	
(In thousands)	Notional Amount	Fair Value	Notional Amount	Fair Value
Derivative Assets				
Derivatives designated as hedging instruments				
Interest Rate Products	\$ 50,000	\$ 33	\$ 150,000	\$ 864
Total derivatives designated as hedging instruments		\$ 33		\$ 864
Derivatives not designated as hedging instruments				
Interest Rate Products	\$ 249,273	\$ 5,032	\$ 175,865	\$ 1,831
Total derivatives not designated as hedging instruments		\$ 5,032		\$ 1,831
Derivative Liabilities				
Derivatives not designated as hedging instruments				
Interest Rate Products	\$ 249,273	\$ 5,312	\$ 178,646	\$ 1,990
Risk Participation Agreement	64,282	77	44,387	83
Total derivatives not designated as hedging instruments		\$ 5,389		\$ 2,073

Tabular Disclosure of the Effect of Fair Value and Cash Flow Hedge Accounting on the Consolidated Statements of Income

The table below presents the effect of the Company's derivative financial instruments on the consolidated statements of income for the years ended December 31, 2025, 2024, and 2023:

The Effect of Fair Value and Cash Flow Hedge Accounting on the Consolidated Statements of Income

	Location of Gain or (Loss) Recognized in Income on Derivative		
	2025	2024	2023
(In thousands)	Interest Income		
Total amounts of income and expense line items presented in the statement of financial performance in which the effects of fair value or cash flow hedges are recorded	\$ 869	\$ 2,423	\$ 1,650
The effects of fair value and cash flow hedging:			
Gain or (loss) on fair value hedging relationships in Subtopic 815-20			
Hedged items	787	542	(1,367)
Derivatives designated as hedging instruments	82	1,882	3,017

Tabular Disclosure of the Effect of Derivatives Not Designated as Hedging Instruments on the Income Statement

The table below presents the effect of the Company's derivative financial instruments that are not designated as hedging instruments on the consolidated statements of income for the years ended December 31, 2025, 2024, and 2023:

Effect of Derivatives Not Designated as Hedging Instruments on the Consolidated Statements of Income

Derivatives Not Designated as Hedging Instruments under Subtopic 815-20	Location of Gain or (Loss) Recognized in Income on Derivative	Amount of Gain or (Loss) Recognized in Income on Derivative	Amount of Gain or (Loss) Recognized in Income on Derivative	Amount of Gain or (Loss) Recognized in Income on Derivative
(In thousands)		2025	2024	2023
Interest Rate Products	Other Income	\$ (121)	\$ 9	\$ (168)
Risk Participation Agreement	Other Income	84	295	114
Total		\$ (37)	\$ 304	\$ (54)
Fee Income	Other income / (expense)	\$ 999	\$ 1,175	\$ 0

Credit-risk-related Contingent Features

Applicable for OTC derivatives with dealers

The Company has agreements with each of its derivative counterparties that contain a provision where if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations.

As of December 31, 2025 and December 31, 2024, the fair value of derivatives in a net liability position, which includes accrued interest but excludes any adjustment for nonperformance risk, related to these agreements was \$5.3 million and \$1.3 million, respectively. As of December 31, 2025 and December 31, 2024, the Company had posted \$1.9 million and \$260,000, respectively, in collateral related to these agreements. The interest rate hedge counterparty has posted \$3.3 million and \$890,000 of collateral in proportion to potential losses in the derivative position at December 31, 2025 and December 31, 2024, respectively.

Unaudited Quarterly Financial Data

The Company has adopted certain provisions within the amendments to Regulation S-K that eliminate tabular presentation of unaudited quarterly financial information. There have been no material retrospective changes to financial statements for any of the quarters within the fiscal years ended December 31, 2025 and December 31, 2024.

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

The Company's management, including its Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of December 31, 2025. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that as of the end of the period covered by this Report on Form 10-K, the Company's disclosure controls and procedures were effective.

Management's Annual Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. As of December 31, 2025, management evaluated the effectiveness of the Company's internal control over financial reporting based on the framework for effective internal control over financial reporting established in "Internal Control - Integrated Framework (2013)," issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. Based on its evaluation under the COSO framework, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2025. The results of management's assessment were reviewed with the Company's Audit Committee of its Board of Directors. The independent registered public accounting firm that audited the Company's consolidated financial statements included in this Annual Report on Form 10-K has issued an attestation report on the Company's internal control over financial reporting as of December 31, 2025, which is included in Part II, Item 8 of this Report.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting that occurred during the quarter ended December 31, 2025, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

None

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

None

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated herein by reference to the material under the captions "Proposal No. 1 – Election of Directors", the discussion of the Company's code of ethics under "Corporate Governance Matters - Code of Ethics", the discussion of the Audit Committee and identification of the members of the Audit Committee under "Matters Relating to the Board of Directors", the discussion of any failures to timely file reports required by Section 16(a) of the Exchange Act under "Delinquent Section 16(a) Reports", and the discussion of the Company's insider trading policy under the heading "Corporate Governance Matters - Insider Trading Policy", all in the Company's proxy statement relating to its 2026 annual meeting of shareholders (the "Proxy Statement"), which the Company intends to file with the SEC on or about April 6, 2026; and the material captioned "Information About Our Executive Officers" in Part I of this Report on Form 10-K.

Item 11. Executive Compensation

The information called for by this item is incorporated herein by reference to the material under the captions, "Executive Compensation" (excluding the information presented under the subheading, "Pay Versus Performance"), "Matters Relating to the Board of Directors - Director Compensation", "Matters Relating to the Board of Directors – Compensation Committee – Compensation Committee Interlocks and Insider Participation", and "Corporate Governance Matters - Risk and Influence on Compensation Programs" in the Proxy Statement.

The material incorporated herein by reference to the material under the caption "Executive Compensation - Compensation Committee Report" in the Proxy Statement is deemed "furnished" within this Report on Form 10-K and shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A, or to the liabilities of Section 18 of the Exchange Act, and shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically requests that the information be treated as soliciting material or specifically incorporates it by reference into such filing.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information regarding security ownership of management and certain beneficial owners is incorporated by reference to the information under the caption "Security Ownership of Certain Beneficial Owners and Management" in the Proxy Statement.

Information regarding stock-based compensation awards outstanding and available for future grant as of December 31, 2025 is presented in the table below.

Equity Compensation Plan Information			
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 Plans (excluding Securities Reflected in Column (a))
	(a)	(b)	(c)
Equity Compensation Plans Approved by Security Holders	82,151 ¹	\$77.15	839,503 ²
Equity Compensation Plans Not Approved by Security Holders	0	\$0.00	0

¹ Includes 73,923 Performance Stock Units to be issued in shares of the Company's common stock if certain target metrics are met. No weighted average exercise price is included in Column (b) for these securities.

² Represents shares that are available for issuance under the 2019 Equity Incentive Plan, which became effective May 7, 2019, as amended effective May 9, 2023.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information called for by this item is incorporated herein by reference to the material under the captions "Corporate Governance Matters - Affirmative Determination of Director Independence" and "Transactions with Related Persons" in the Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information called for by this item is incorporated herein by reference to the material under the caption "Independent Registered Public Accounting Firm" in the Proxy Statement. Our independent registered public accounting firm is KPMG LLP, Rochester, NY, Auditor Firm ID 185.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1) The following financial statements and Reports of KPMG LLP are included in this Annual Report on Form 10-K:

Reports of KPMG LLP, Independent Registered Public Accounting Firm on Consolidated Financial Statements and Internal Control over Financial Reporting
Consolidated Statements of Condition as of December 31, 2025 and 2024
Consolidated Statements of Income for the years ended December 31, 2025, 2024, and 2023
Consolidated Statements of Comprehensive Income for the years ended December 31, 2025, 2024, and 2023
Consolidated Statements of Cash Flows for the years ended December 31, 2025, 2024, and 2023
Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2025, 2024, and 2023
Notes to Consolidated Financial Statements

(a)(2) List of Financial Statement Schedules

Not Applicable.

(a)(3) Exhibits

The following exhibits are filed as a part of this report:

Item No.	Description
2.1	Stock Purchase Agreement, dated as of October 31, 2025, by and among the Company, Tompkins Insurance Agencies, Inc. and Arthur J. Gallagher Risk Management Services, LLC, incorporated herein by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, filed with the SEC on November 3, 2025.
3.1	Amended and Restated Certificate of Incorporation of the Company, incorporated herein by reference to Exhibit 3(i) to the Company's Form 10-Q, filed with the SEC on August 11, 2008.
3.2	Second Amended and Restated Bylaws of the Company, incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the SEC on January 31, 2011.
4.1	Form of Specimen Common Stock Certificate of the Company, incorporated herein by reference to Exhibit 4 to the Company's Registration Statement on Form 8-A (No. 0-27514), filed with the SEC on December 29, 1995.
4.2	Description of Securities Registered Under Section 12 of the Securities Exchange Act of 1934, incorporated herein by reference to Exhibit 4.2 to the Company's Annual Report on Form 10-K, filed with the SEC on March 2, 2020.
10.1*	Amended and Restated Supplemental Executive Retirement Agreement, dated November 9, 2016, between Tompkins Financial Corporation and Stephen S. Romaine, incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on November 9, 2016.
10.2*	Amended and Restated Supplemental Executive Retirement Agreement, dated November 9, 2016, between Tompkins Financial Corporation and Francis M. Fetsko, incorporated herein by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on November 9, 2016.
10.3*	Amended and Restated Supplemental Executive Retirement Agreement, dated November 9, 2016, between Tompkins Financial Corporation and David S. Boyce, incorporated herein by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on November 9, 2016.
10.4*	Form of Officer Group Term Life Replacement Plan (the "Plan") among Tompkins Trust Company and the Participants in the Plan, incorporated herein by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K, filed with the SEC on March 16, 2006.
10.5*	Tompkins Trustco, Inc. Officer Group Term Life Replacement Plan, as amended on June 26, 2006, incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on August 9, 2006.
10.6*	Amended and Restated Retainer Plan for Eligible Directors of Tompkins Financial Corporation and Its Wholly-owned Subsidiaries, incorporated herein by reference to Exhibit 10.2 to the Company's Annual Report on Form 10-K, filed with the SEC on March 16, 2009.
10.7*	2009 Equity Plan, incorporated herein by reference to Exhibit 99 to the Company's Registration Statement on Form S-8 (No. 333-160738), filed with the SEC on July 22, 2009.
10.8*	Form of Award Agreement under 2009 Equity Plan (Restricted Stock), incorporated herein by reference to Exhibit 10.11 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on November 9, 2016.
10.9*	Form of Award Agreement under 2009 Equity Plan (Stock-Settled Stock Appreciation Right), incorporated herein by reference to Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on November 9, 2016.

- 10.10* [Form of Supplemental Executive Retirement Agreement, dated November 9, 2016, between Tompkins Financial Corporation and each of Stephen S. Romaine, David S. Boyce, and Francis M. Fetsko, incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on November 9, 2016.](#)
- 10.11* [Form of Supplemental Executive Retirement Agreement, dated November 9, 2016, between Tompkins Financial Corporation and each of Alyssa Hochberg Fontaine, Scott L. Gruber, Gregory J. Hartz, Gerald J. Klein, Jr., and John M. McKenna, incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on November 9, 2016.](#)
- 10.12* [Amended and Restated Supplemental Executive Retirement Agreement, dated November 9, 2016, between Tompkins Financial Corporation and Alyssa Hochberg Fontaine, incorporated herein by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on November 9, 2016.](#)
- 10.13* [Amended and Restated Supplemental Executive Retirement Agreement, dated November 9, 2016, between Tompkins Financial Corporation and John M. McKenna, incorporated herein by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on November 9, 2016.](#)
- 10.14* [Amendment No. 1 to Amended and Restated Retainer Plan for Eligible Directors of Tompkins Financial Corporation and Its Wholly-owned Subsidiaries, dated January 1, 2018, incorporated herein by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K, filed with the SEC on March 1, 2018.](#)
- 10.15* [Amendment No. 1 to the 2009 Equity Plan, incorporated herein by reference to Appendix A to the Company's Proxy Statement for the 2016 Annual Meeting of Shareholders, filed with the SEC on April 1, 2016.](#)
- 10.16* [Form of Performance Share Award Agreement under Tompkins Financial Corporation 2019 Equity Plan, incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC on November 12, 2019.](#)
- 10.17* [Form of Award Agreement \(Time-Based Restricted Stock\) under Tompkins Financial Corporation 2019 Equity Plan, incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on November 12, 2019.](#)
- 10.18* [Amendment No. 1 to Supplemental Executive Retirement Agreement by and between the Company and Stephen S. Romaine, effective November 12, 2019, incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed with the SEC on November 12, 2019.](#)
- 10.19* [Amendment to the TFC Officer Group Term Replacement Plan by and between the Company and Stephen S. Romaine, dated as of February 28, 2020, incorporated herein by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K, filed with the SEC on March 2, 2020.](#)
- 10.20* [Amendment to the TFC Officer Group Term Replacement Plan by and between the Company and Francis M. Fetsko, dated as of February 28, 2020, incorporated herein by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K, filed with the SEC on March 2, 2020.](#)
- 10.21* [Amendment to the TFC Officer Group Term Replacement Plan by and between the Company and David S. Boyce, dated as of February 28, 2020, incorporated herein by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K, filed with the SEC on March 2, 2020.](#)
- 10.22* [Second Amended and Restated Retainer Plan for Eligible Directors of Tompkins Financial Corporation and Its Wholly-owned Subsidiaries, incorporated herein by reference to Exhibit 10.30 to the Company's Annual Report on Form 10-K, filed with the SEC on March 1, 2021.](#)
- 10.23* [Form of Performance Share Award Agreement \(PSUs\) under Tompkins Financial Corporation 2019 Equity Plan, incorporated by reference to exhibit 10.31 to the Company's Annual Report on Form 10-K, filed with the SEC on March 1, 2023.](#)
- 10.24* [Tompkins Financial Corporation 2019 Equity Incentive Plan, incorporated herein by reference to Appendix A of the Company's DEF 14A, filed with the SEC on March 29, 2019.](#)

- 10.25* [Amendment No. 1 to Tompkins Financial Corporation 2019 Equity Incentive Plan, incorporated herein by reference to Appendix A of the Company's DEF 14A, filed with the SEC on March 30, 2023.](#)
- 10.26* [Letter Agreement, dated August 4, 2023, between Tompkins Financial Corporation and Francis M. Fetsko, incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on November 8, 2023.](#)
- 10.27* [Amendment No. 1 to Performance Share Award Agreements, dated August 4, 2023, between Tompkins Financial Corporation and Francis M. Fetsko, incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on November 8, 2023.](#)
- 10.28* [Amendment to the Officer Group Replacement Plan, dated August 4, 2023, between Tompkins Financial Corporation and Francis M. Fetsko, incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on November 8, 2023.](#)
- 10.29* [Letter Agreement, dated July 12, 2023, between Tompkins Financial Corporation and Matthew Tomazin, incorporated herein by reference to Exhibit 10.31 to the Company's Annual Report on Form 10-K, filed with the SEC on February 29, 2024.](#)
- 10.30* [Letter Agreement, dated October 24, 2021, between Tompkins Financial Corporation and Ginger G. Kunkel, incorporated herein by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K, filed with the SEC on February 29, 2024.](#)
- 10.31* [Supplemental Executive Retirement Agreement, dated December 27, 2023, between Tompkins Financial Corporation and Ginger G. Kunkel, incorporated herein by reference to Exhibit 10.33 to the Company's Annual Report on Form 10-K, filed with the SEC on February 29, 2024.](#)
- 10.32* [Form of Performance Share Award Agreement \(PSUs\) under Tompkins Financial Corporation 2019 Equity Plan, incorporated herein by reference to Exhibit 10.34 to the Company's Annual Report on Form 10-K, filed with the SEC on February 29, 2024.](#)
- 10.33* [Tompkins Financial Non-Equity Short Term Incentive Plan, incorporated herein by reference to Exhibit 10.35 to the Company's Annual Report on Form 10-K, filed with the SEC on February 29, 2024.](#)
- 10.34* [Tompkins Financial Corporation Deferred Compensation Plan for Selected Officers, incorporated herein by reference to Exhibit 10.36 to the Company's Annual Report on Form 10-K, filed with the SEC on February 29, 2024.](#)
- 10.35* [Supplemental Executive Retirement Agreement, dated May 7, 2024, between Tompkins Financial Corporation and David M. Demilia, incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on August 8, 2024.](#)
- 10.36* [Retention Award Agreement effective October 31, 2025 between Tompkins Insurance Agencies, Inc. and David S. Boyce \(filed herewith\).](#)
- 10.37* [Notice of Transaction Bonus from the Company to David S. Boyce \(filed herewith\).](#)
- 10.38* [Notice, dated October 31, 2025, from the Company to David S. Boyce regarding freeze of benefit accrual under the Amended and Restated Supplemental Executive Retirement Agreement dated November 9, 2016 and the Supplemental Executive Retirement Agreement dated November 9, 2016 \(filed herewith\).](#)
- 10.39* [Amendment to the TFC Officer Group Replacement Plan by and between the Company and David S. Boyce, dated October 31, 2025 \(filed herewith\).](#)
- 10.40* [Non-Competition Agreement between the Company and David S. Boyce, dated October 31, 2025 \(filed herewith\).](#)
- 10.41* [Supplemental Executive Retirement Agreement, dated December 16, 2025, between the Company and Matthew D. Tomazin \(filed herewith\).](#)
- 10.42* [Supplemental Executive Retirement Agreement, dated December 16, 2025, between the Company and Stephen S. Romaine \(filed herewith\).](#)

10.43*	Amendment No. 2 to the Amended and Restated Supplemental Executive Retirement Agreement between the Company and Stephen S. Romaine, dated December 16, 2025 (filed herewith).
10.44*	Form of Award Agreement (Time-Based Restricted Stock) under Tompkins Financial Corporation 2019 Equity Plan (filed herewith).
10.45*	Tompkins Financial Non-Equity Short Term Incentive Plan 2026 (filed herewith).
19	Tompkins Financial Corporation Insider Trading Policy incorporated herein by reference to Exhibit 19 to the Company's Annual Report on Form 10-K, filed with the SEC on February 28, 2025.
21	Subsidiaries of the Registrant (filed herewith).
23	Consent of Independent Registered Public Accounting Firm (filed herewith).
24	Power of Attorney, included on signature page of this Report on Form 10-K.
31.1	Certification of the Chief Executive Officer as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	Certification of the Chief Financial Officer as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1	Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.2	Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
97	Tompkins Financial Corporation Amended and Restated Clawback Policy, incorporated herein by reference to Exhibit 97 to the Company's Annual Report on Form 10-K, filed with the SEC on February 29, 2024.
101 INS**	The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document
101 SCH**	Inline XBRL Taxonomy Extension Schema Document
101 CAL**	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101 DEF**	Inline XBRL Taxonomy Extension Definition Linkbase Document
101 LAB**	Inline XBRL Taxonomy Extension Label Linkbase Document
101 PRE**	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the interactive data file because its XBRL tags are embedded with the inline XBRL document.

*Denotes management contract or compensatory plan or arrangement

** Attached as Exhibit 101 to this report are the following formatted in Inline XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Condition as of December 31, 2025 and December 31, 2024; (ii) Consolidated Statements of Income as of December 31, 2025, 2024, and 2023; (iii) Consolidated Statements of Comprehensive Income as of December 31, 2025, 2024, 2023 and ; (iv) Consolidated Statements of Cash Flows as of December 31, 2025, 2024, and 2023; (v) Consolidated Statements of Changes in Shareholders' Equity as of December 31, 2025, 2024, and 2023; and (vi) Notes to Unaudited Condensed Consolidated Financial Statements.

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.

TOMPKINS FINANCIAL CORPORATION

/s/ Stephen S. Romaine

By: Stephen S. Romaine
President and Chief Executive Officer
(Principal Executive Officer)

Date: February 26, 2026

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, jointly and severally, Stephen S. Romaine and Matthew D. Tomazin, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution, for him or her, and in his or her name, place and stead, in any and all capacities, to sign any amendments to this Report on Form 10-K, and to file the same, with Exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

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

<i>Signature</i>	<i>Date</i>	<i>Capacity</i>	<i>Signature</i>	<i>Date</i>	<i>Capacity</i>
<u>/s/Daniel J. Fessenden</u> Daniel J. Fessenden	<u>2/26/2026</u>	Chair of the Board Director	<u>/s/Helen Eaton</u> Helen Eaton	<u>2/26/2026</u>	Director
<u>/s/Stephen S. Romaine</u> Stephen S. Romaine	<u>2/26/2026</u>	President and Chief Executive Officer (Principal Executive Officer) Director	<u>/s/Patricia A. Johnson</u> Patricia A. Johnson	<u>2/26/2026</u>	Director
<u>/s/Matthew D. Tomazin</u> Matthew D. Tomazin	<u>2/26/2026</u>	Executive Vice President Chief Financial Officer (Principal Financial Officer)	<u>/s/Angela B. Lee</u> Angela B. Lee	<u>2/26/2026</u>	Director
<u>/s/David K. Kershaw</u> David K. Kershaw	<u>2/26/2026</u>	Chief Accounting Officer (Principal Accounting Officer)	<u>/s/John D. McClurg</u> John D. McClurg	<u>2/26/2026</u>	Director
<u>/s/Nancy E. Catarisano</u> Nancy E. Catarisano	<u>2/26/2026</u>	Director	<u>/s/Ita M. Rahilly</u> Ita M. Rahilly	<u>2/26/2026</u>	Director
<u>/s/Janet M. Coletti</u> Janet M. Coletti	<u>2/26/2026</u>	Director	<u>/s/Michael H. Spain</u> Michael H. Spain	<u>2/26/2026</u>	Director
<u>/s/Heidi M. Davidson</u> Heidi M. Davidson	<u>2/26/2026</u>	Director			



118 E. Seneca Street, P.O. Box 460, Ithaca, New York 14851
(607) 273-3210

www.tompkinsfinancial.com

RETENTION AWARD AGREEMENT

This **RETENTION AWARD AGREEMENT** (this “Agreement”) is effective as of October 31, 2025 (the “Effective Date”), by and between Tompkins Insurance Agencies, Inc., a New York corporation (the “Company”), and David Boyce, an individual (“Employee” and, together with the Company, the “Parties”).

RECITALS

WHEREAS, the Company and its parent, Tompkins Financial Corporation (“Parent”), are exploring a transaction involving the purchase by one or more unaffiliated third parties of more than 50% of the capital stock or assets of the Company (the “Transaction”);

WHEREAS, Employee has been identified as a key employee of the Company whose efforts are important for the successful completion of the Transaction; and

WHEREAS, subject to Employee’s continued service with the Company or a successor, the Company wishes to pay a retention bonus to Employee subject to the terms and conditions herein.

NOW, THEREFORE, in consideration of the foregoing recitals, the mutual covenants and conditions herein, and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Parties hereby agree as follows:

AGREEMENT

1. DEFINITIONS

1.1 “Affiliate” means any company that directly or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with the Company.

1.2 “Board” means the Board of Directors of the Company.

1.3 “Cause” means the definition of Cause as provided for in Employee’s employment or service agreement; however, if no such agreement is in effect or no definition of Cause is included in such agreement, the definition of Cause will mean (i) gross negligence or gross neglect of duties; or (ii) commission of a felony or of a gross misdemeanor involving moral turpitude in connection with Employee’s employment or service, as the case may be, with the Company or any of its Affiliates; or (iii) fraud, disloyalty, dishonesty or willful violation of any law or significant policy of the Company or its Affiliates committed in connection with Employee’s employment or provision of services, as the case may be; or (iv) issuance of an order for removal of Employee by any agency which regulates the activities of the Company or any of its Affiliates. Any determination of “Cause” under this Agreement shall be made by the Board in its sole discretion.

1.4 “Code” means the Internal Revenue Code of 1986, as amended from time to time.

1.5 “Continuous Service” means Employee’s uninterrupted employment by the Company or an Affiliate.

1.6 “Section 409A” means Section 409A of the Code and the regulations promulgated thereunder.

2. RETENTION AWARD AND ELIGIBILITY.

2.1 Retention Award. The Company shall pay Employee a Retention Award in the amount set forth below so long as Employee remains employed with the Company or an Affiliate or successor on the applicable Retention Award Date in accordance with the following schedule:

Retention Award Amount

\$333,333

\$166,667

Retention Award Date

Closing Date of Transaction

One-Year Anniversary of Closing Date

2.2 The occurrence of a Retention Award Date shall be determined by the Board in its sole discretion.

2.3 Payment and Distribution. The Company shall pay the applicable Retention Award amount in accordance with the Company’s normal payroll practices for the payroll period that includes the applicable Retention Award Date.

2.4 Employment Requirements. Except as set forth in Section 2.4, Employee must remain in Continuous Employment from the Effective Date through the applicable Retention Award Date in order to be entitled to the payment of the applicable portion of Retention Award.

2.5 Termination of Employment Without Cause. Notwithstanding the foregoing, if Employee’s Continuous Service is terminated after the Effective Date as a result of termination by the Company without Cause, Employee shall be entitled to the Retention Award amount that would otherwise have become payable on the next Retention Award Date, without the requirement of Continuous Service through such date; provided that Employee executes a general release of claims in favor of the Company and its Affiliates and successors no later than 45 days following Employee’s termination of employment and does not revoke such release. The Company’s payment to Employee pursuant to this Section 2.4 shall be paid at such time as the Retention Award amount would otherwise have been paid, and shall not be payable in the event the Retention Award Date does not occur.

2.6 Termination for Cause. Notwithstanding anything in this Agreement to the contrary, in the event Employee’s Continuous Service is terminated by the Company for Cause, all of Employee’s rights to payment under this Agreement shall automatically, and without the further act of any person or entity, be forfeited in their entirety without further consideration.

2.7 No Completion of Transaction. In the event the Closing Date of the Transaction does not occur by the one-year anniversary of the Effective Date, this Agreement shall terminate.

3. CONFIDENTIALITY; COOPERATION; NON-DISPARAGEMENT

3.1 Confidentiality of Transaction. By entering into this Agreement, Employee acknowledges and agrees that the Transaction has not, as of the Effective Date, been announced publicly, and that knowledge of the potential Transaction constitutes material non-public information. Employee agrees not to publish, distribute, or disclose any information related to the Transaction to anyone, including, without limitation, other Company employees and family members, without the prior written consent of the Company. Employee's confidentiality obligations will cease once the Company provides a public notice or official announcement of the Transaction.

3.2 Confidentiality of Agreement. Employee agrees not to discuss or disclose the terms and conditions of this Agreement or the Retention Award, unless legally compelled to do so. Employee may, however, disclose the terms of this Agreement of the Retention Award to Employee's attorney and/or financial advisor as is necessary to obtain legal and financial advice concerning this Agreement.

3.3 Cooperation. Employee agrees to make all reasonable efforts, consistent with Employee's duties to the Company, to proactively support and promote the Company's efforts to successfully complete the Transaction.

3.4 Non-Disparagement. Employee agrees not to make any statement that criticizes, ridicules, disparages, or is otherwise derogatory of the Company, Parent, their successors, or the Transaction; provided, however, that nothing in this Agreement shall restrict Employee from making truthful statements (a) when required by law, subpoena, court order or the like; (b) when requested by a governmental, regulatory, or similar body or entity; or (c) in confidence to a professional advisor for the purpose of securing professional advice.

3.5 Forfeiture of Retention Award for Breach. If the Compensation Committee of the Parent's Board of Directors determines, in its sole discretion, that Employee has violated this Section 3, Employee will forfeit the Retention Award and will be required to repay any portion of the Retention Award that has already been paid, and may be subject to disciplinary action, including termination for cause.

4. MISCELLANEOUS PROVISIONS

4.1 Authority and Powers of the Board. The Board shall have full power, discretion and authority to construe and interpret this Agreement; to resolve any ambiguity in this Agreement; to resolve any questions concerning the amount of benefits payable to Employee and to make all other determinations required under this Agreement.

4.2 Adjustments. This Agreement shall not affect in any manner the right or power of the Company to make or authorize any or all adjustments, recapitalizations, reorganizations or other changes in the unit structure of the Company, its business, or any sale or transfer of all or any part of the assets or business of the Company, or any other act or proceeding of any kind, whether or not of a character similar to that of the acts or proceedings listed herein.

4.3 Amendments. The Board may amend, suspend or terminate this Agreement at any time; provided, however, that no amendment or termination shall cancel or otherwise adversely affect Employee's benefit without Employee's prior written consent; and provided further that the Board may amend this Agreement at any time it deems to be necessary, appropriate or advisable to comply with the provisions of Section 409A.

4.4 Benefits Not Guaranteed. Neither the establishment nor maintenance of this Agreement shall provide any guarantee or other assurance that any amount will be payable under this Agreement.

4.5 Other Compensation. The Retention Award amounts shall not be deemed to be compensation or earnings for purposes of calculating any other payment or benefit from the Company or its Affiliates or successors, including, without limitation, severance of any kind.

4.6 Employment Status. This Agreement does not provide Employee with any right to remain employed by the Company or to continue to provide service to the Company and this Agreement shall not be construed or applied as an employment or consulting contract or obligation of any kind. Nothing in this Agreement shall abridge or diminish the rights of the Company to determine the terms and conditions of employment or contracts for services of Employee or to terminate the employment or contract for services of Employee with or without reason at any time.

4.7 Unfunded Status. This Agreement is unfunded. The rights of Employee to payments under this Agreement shall be subject to the general creditors of the Company.

4.8 Assignment. This Agreement shall be binding upon and inure to the benefit of Company and any successor of Company, including without limitation any person, association, or entity which may hereafter acquire or succeed to all or substantially all of the business or assets of Company by any means whether direct or indirect, by purchase, merger, consolidation, or otherwise. Employee's rights and obligations under this Agreement are personal and such rights, benefits, and obligations of Employee shall not be voluntarily or involuntarily assigned, alienated, or transferred, whether by operation of law or otherwise, without the prior written consent of Company.

4.9 Integration; Successors. All obligations of the Company under this Agreement shall be binding on its successors, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all or substantially all of the business and/or assets of the entity.

4.10 Taxes. The Company may make such provisions and take such action as it deems necessary or appropriate for the withholding of any taxes which Company is required by any law or regulation of any governmental authority, whether Federal, state or local, to withhold in connection with any benefits under the Agreement, including, but not limited to, the withholding of appropriate sums from any amount otherwise payable to Employee. Employee, however, shall be responsible for the payment of all individual tax liabilities relating to any such benefits.

4.11 Section 409A. This Agreement is intended to be exempt from Section 409A, and to the extent it is not, to comply with the requirements of Section 409A so as to avoid the imposition of additional taxes and interest. This Agreement shall always be construed and applied in accordance with such intentions. The tax treatment of the benefits provided under this Agreement is not warranted or guaranteed. Neither the Company nor any of its directors, officers, or advisers shall be held liable for any taxes, interest, penalties, or other monetary amounts owed by Employee as a result of the application of the Code (including Section 409A) or any state tax law. Notwithstanding any provision of this Agreement to the contrary, if Employee is a "specified employee" within the meaning of Section 409A, any portion of the Retention Award due under this Agreement upon a termination of Employee's employment that constitutes a "nonqualified deferral of compensation" within the meaning of Section 409A and which does not otherwise qualify under the exemptions under Treas. Regs. Section 1.409A-1 (including without limitation, the short-term deferral exemption or the permitted payments under Treas. Regs. Section 1.409A-1(b)(9)(iii)(A)), shall be delayed and paid or provided on the earlier

of (i) the date which is six months after Employee's "separation from service" (as such term is defined in Section 409A and the regulations and other published guidance thereunder) for any reason other than death, and (ii) the date of Employee's death.

4.12 Governing Law. This Agreement shall be construed under and by the laws of the State of New York, other than the conflict of laws provisions thereof.

4.13 Severability. If any provision of this Agreement is held unenforceable, the remainder of the Agreement shall continue in full force and effect without regard to such unenforceable provision and shall be applied as though the unenforceable provision were not contained in the Agreement.

4.14 Compliance with Laws. In the event the grant, continuation or payment of any Retention Bonus Amount would, as determined in the sole discretion of the Board, be held illegal or invalid for any reason, this Agreement will be terminated and expire, and no payment will be made with respect thereto.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Parties have duly executed this Agreement as of the day and year first above written.

TOMPKINS INSURANCE AGENCIES, INC.:

By: /s/ Stephen S. Romaine

Name: Stephen S. Romaine

Title: President & Chief Executive Officer

EMPLOYEE:

/s/ David S. Boyce

SIGNATURE PAGE FOR RETENTION AWARD AGREEMENT



To: David Boyce

As you are aware, effective October 31, 2025, Tompkins entered into an agreement to sell Tompkins Insurance Agencies, Inc. to Gallagher. As we begin transition process, I want to take a moment to recognize the significance of this change — not just for the business, but for each of you personally.

We understand that transitions like this can bring a mix of emotions and uncertainty. Many of you have invested years of dedication, talent, and care into your work here, and we deeply value everything you've contributed to Tompkins.

Due to the timing of the sale, we recognize that some of the benefits you would normally be eligible for under Tompkins' programs are no longer available to you effective October 31, 2025. We know this may have a financial impact, and because of your dedication to Tompkins we want to acknowledge that.

In recognition of your dedication, we will be providing you a **one-time transition bonus payment** in the amount of **\$355,850**. This payment is intended to offset the economic value of those benefits you are no longer eligible for and to show our appreciation for your commitment during this period of change. The bonus will be issued on **November 14, 2025**, and will follow standard payroll procedures, including applicable taxes.

In addition to the transition bonus listed above you will be provided with a retention agreement with a total value of **\$500,000**. This agreement is payable in (2) two installments as listed below.

Event	Date Payable	Amount
Closing Date of Transaction	November 14, 2025	\$333,500
One year anniversary of Closing Date	October 31, 2026*	\$166,500
* The Company shall pay the applicable Retention Award amount in accordance with the Company's normal payroll practices for the payroll period that includes the applicable Retention Award Date.		

In the meantime, if you have questions or concerns, please don't hesitate to reach out to Sue Winkelman at swinkelman@tompkinsfinancial.com or at x48061.

Thank you again for your resilience, your professionalism, and your contributions. We are committed to making this transition as smooth and respectful as possible, and we're here to support you every step of the way.

Warm regards,

Stacie Mastin
SVP, Director of Human Resources Tompkins Financial Corporation



October 31, 2025

David Boyce

[Address]

[E-Mail Address]

Re: Freeze of Benefit Accrual Under SERP Agreements

Dear David:

This letter hereby provides notice to you, as required under Section 2.1 of the Amended and Restated Supplemental Executive Retirement Agreement dated November 9, 2016 (the "SERP") and Section 2.1 of the Supplemental Executive Retirement Agreement dated November 9, 2016 (the "2016 SERP") that, on October 23, 2025, the Board of Directors of Tompkins Financial Corporation determined that, due to the planned transaction involving Tompkins Insurance Agencies, Inc. (the "Transaction"), you will cease to continue accruing retirement benefits under the SERP and the 2016 SERP, as of the closing of the Transaction. Your years of service and earnings, for purposes of calculation benefits under the SERP and the 2016 SERP, will be determined based on your years of service and earnings as of the closing date of the Transaction. Your accrued retirement benefit under the SERP and the 2016 SERP as of the closing date of the Transaction will not be reduced.

Tompkins Financial Corporation

By: /s/ Stacie Mastin

Stacie Mastin

SVP, Director of Human Resources

Amendment to the TFC Officer Group Term Replacement Plan for David Boyce

Reference is hereby made to the Officer Group Term Replacement Plan, dated on or about December 13, 2005, and the amendment thereto, dated on or about February 28, 2020 (collectively, the “Plan”) between Tompkins Financial Corporation (the “Company”) and David Boyce (the “Participant”). The parties agree that the Plan is hereby amended as set forth below. All other sections of the Plan shall continue in full force and effect except as expressly amended hereby.

1. The Participant’s employment with the Company shall be deemed to have terminated due to the Participant’s retirement on October 31, 2025, pursuant to Section 2.5 of the Plan.
2. For purposes of determining the Participant’s benefit under Schedule C of the Plan, the Participant shall be considered to have reached age 59 as of the date of the Participant’s retirement.

IN WITNESS WHEREOF, the parties have executed this Amendment as of October 31, 2025:

TOMPKINS FINANCIAL CORPORATION

PARTICIPANT

By: /s/ Stacie Mastin

/s/ David S. Boyce

David Boyce

Name: Stacie Mastin

Title: SVP, Director of Human Resources

NON-COMPETITION AGREEMENT

This NON-COMPETITION AGREEMENT (“**Agreement**”) is entered into, effective as of October 31, 2025 (“**Effective Date**”), by and between TOMPKINS FINANCIAL CORPORATION, a New York business corporation (“**Company**”), and DAVID S. BOYCE, a natural person having an address at [address] (“**Executive**”).

RECITALS:

WHEREAS, Executive, while an employee of Tompkins Insurance Agencies, Inc. (“TIA”), received awards of restricted stock units (“**Awards**”) under the 2019 Tompkins Financial Corporation Equity Incentive Plan (as amended, the “**Plan**”), which Awards were memorialized in certain Performance Share Award Agreements dated as of November 9, 2022, November 9, 2023 and November 12, 2024 (individually and collectively, the “**Award Agreement**”); and

WHEREAS, effective as of October 31, 2025 (“**Retirement Date**”), Executive’s employment with the TIA terminated, which termination qualified as “Retirement,” as that term is defined by the Plan; and

WHEREAS, as of the Retirement Date, Executive was an “Eligible Retiree” under the Award Agreement;

WHEREAS the Award Agreement provides that an Eligible Retiree remains eligible to vest in the shares granted under the Award Agreement if the Eligible Retiree “agrees in writing not to compete with the Company during the three-year period following the Retirement Date; and

WHEREAS, Executive and Company desire to satisfy the additional vesting requirement described above and more specifically in Section 5 of the Award Agreement;

NOW, THEREFORE, for and in consideration of the foregoing and of the mutual covenants and obligations set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Executive and Company hereby agree as follows:

1. Non-Competition.

(a) During the Restricted Period, Executive agrees that Executive shall not engage in any Prohibited Activity within the Restricted Territory or directed at a Person located or engaging in activity within the Restricted Territory.

(b) Executive represents and warrants to Company that, during the period commencing on the Retirement Date and ending on the day immediately preceding the Effective Date, Executive has not engaged in any Prohibited Activity within the Restricted Territory.

2. Acknowledgements by Executive. Executive acknowledges that:

(a) during Executive's employment with TIA, Executive was a key member of the executive leadership team of Company who provided services to the Company Group which were of a unique, special, or extraordinary nature, and who acquired insight and information on the Company Group's activities, operations, strategies, and objectives which are and/or were of a highly sensitive nature, and that the foregoing would make any Prohibited Activity by Executive likely to cause serious competitive harm to the Company Group;

(b) Executive's entry into this Agreement is entirely voluntary, that Executive has had ample opportunity to review this Agreement with Executive's legal and other advisors, and that Executive understood, when entering into this Agreement, and understands that Executive was, prior to entering into this Agreement, free to choose to forego benefits under the Award Agreement in lieu of agreeing to become bound by this Agreement; and

(c) any stock or other benefit to which Executive may become entitled under the Plan or the Award Agreement remains, in all respects, subject to the satisfaction of any conditions thereto as may be set forth in the Plan and/or the Award Agreement, including, without limitation, meeting Performance Goals for the applicable Performance Period.

3. Remedies.

(a) In the event of any actual breach of this Agreement by Executive, Executive agrees that Executive's rights to any portion of the Award that has not been paid to Executive prior to the date of such breach shall be immediately forfeited, and all of Executive's other rights under the Award Agreement and the Plan shall immediately terminate, in each case without the necessity of Company providing any notice to Executive or taking any other action with respect to the same.

(b) In the event of any actual or threatened breach of this Agreement by Executive of any provision of this Agreement, Executive agrees that Company shall be entitled to temporary, preliminary, and permanent injunctive and other equitable relief against such breach or threatened breach from any court of competent jurisdiction, without the necessity of proving actual damages or that monetary damages would not afford Company an adequate remedy, and without the necessity of posting any bond or other security. Company shall be further entitled to reimbursement from Executive of all of Company's reasonable legal fees and disbursements and other collection costs as Company and the other members of the Company Group incur in enforcing this Agreement in the event of a breach hereof by Executive.

(c) The remedies described in this Section shall be in addition to and not in lieu of any other right or remedy as may be available under this Agreement, under any other agreement between Executive and Company, or under applicable law.

4. No Guaranty of Benefits. Nothing in this Agreement is intended to or shall be construed as constituting any guarantee that Executive shall receive all or any portion of the Award or receive any other compensation under the Award Agreement or the Plan, all of which shall remain subject to and governed by the applicable terms and conditions of the Award Agreement and the Plan.

5. Definitions.

(a) The following terms, when capitalized, shall have the meanings given them by this Section:

“Company Group” means the Company and its subsidiaries and other corporate affiliates and their respective successors and assigns.

“Prohibited Activity” is an activity in which the Executive, directly or indirectly (i) comes to own, manage, operate, control, provide services to, be employed by or participate in the ownership, management, operation or control of, or be connected in any other manner with, any business (but which shall exclude Executive’s ownership of less than 1% of any class of equity or debt security of a publicly-traded financial services business) which, in the judgment of the Committee, is in substantial competition with the Company Group; (ii) solicits a customer of any member of the Company Group to reduce or stop doing business with any member of the Company Group, or initiates any customer contact, for any reason, except for social contact with customers with whom Executive has a long-standing social or familial relationship, and such contact leads to the loss of business or business opportunities by a member of the Company Group; or (iii) solicits an employee of a member of the Company Group to leave such employment, or offers employment to an employee of a member of the Company Group, or initiates any employee contact, for any reason, except for social contact with employees with whom Executive has a long-standing social or familial relationship, and such contact leads to a member of the Company’s Group losing such employee’s services.

“Restricted Territory” means any location within twenty-five (25) miles of any office or other location of any member of the Company Group.

“Restricted Period” means the period commencing on the Effective Date and ending on the third (3rd) anniversary of the Retirement Date.

(b) Capitalized terms but not otherwise defined in this Agreement shall have the meanings given them by the Plan.

6. Notices. All notices, elections, offers, acceptances, demands, consents, approvals, communications and reports (each, a **“Notice”**) provided for in this Agreement or given in

connection with this Agreement shall be in writing and shall be given to the intended recipient at its addresses set forth below or at such other address the intended recipient may hereafter specify in writing given in accordance with this Section not less than five (5) business days prior to the giving of any notice under this Agreement:

(a) Company:

Tompkins Financial Corporation
Attention: Stacie Mastin
118 East Seneca Street
Ithaca, New York 14850
Email: smastin@tompkinsfinancial.com

(b) Executive:

David S. Boyce
[address]
Email: [email]

Notices shall be either (i) personally delivered, (ii) sent by a nationally recognized overnight courier delivery service, (iii) mailed by United States registered or certified mail, return receipt requested, postage prepaid, deposited in a United States post office or a depository for the receipt of mail regularly maintained by the post office, or (iv) sent via electronic mail with confirmation of receipt requested. If personally delivered, then a Notice shall be effective when received as evidenced by affidavit of the Person making such delivery; if sent by overnight courier delivery service then a Notice shall be deemed to have been received by the addressee on the next business day following the date so sent; if mailed, then a Notice shall be deemed to have been received by the addressee on the date received as evidenced by the return receipt; and if sent via electronic mail, then a Notice shall be deemed to have been received when received by the addressee, with the burden of proving receipt to be borne by the sender. The inability to make delivery because of changed address of which no Notice was given or by reason of rejection or refusal to accept delivery of any Notice shall be deemed to be receipt of the Notice as of the date of such inability to deliver or rejection or refusal to accept.

7. Successors and Assigns. Company may assign this Agreement to any member of Company Group or to any successor or assign (whether direct or indirect, by purchase, merger, consolidation, or otherwise) to all or substantially all of the business or assets of Company. This Agreement shall inure to the benefit of each member of the Company Group and their respective permitted successors and assigns. Executive may not assign this Agreement or any part hereof. Any assignment or attempted assignment by Executive of any right or obligation under this Agreement shall be void *ab initio*.

8. Governing Law; Dispute Resolution. This Agreement and any dispute arising out of this Agreement or its subject matter shall be, as applicable, governed by and construed in accordance with the laws of the State of New York, determined without regard for conflict of

laws principles. Any dispute arising out of this Agreement or its subject matter shall be resolved by litigation in the courts of the State of New York situate in Tompkins County, which courts shall have exclusive jurisdiction over any such dispute. Company and Executive hereby agree to the jurisdiction of and the laying of venue in such courts to waive any objection they may now or in the future have to the same and consent to worldwide service of process by any means permitted under the laws of the State of New York or the laws of the jurisdiction in which process is served.

9. Entire Agreement. This Agreement, together with the Award Agreement and the Plan, constitutes the entire, integrated agreement between Executive and Company with respect to the subject matter hereof and supersedes all prior and contemporaneous understandings, agreements, representations, and warranties, both written and oral, with respect to such subject matter.

10. Modification and Waiver. No provision of this Agreement may be amended or modified unless such amendment or modification is agreed to in writing and signed by Executive and by a duly authorized officer of Company. No waiver by either party to this Agreement of any breach by the other party hereto of any condition or provision of this Agreement to be performed by the other party hereto shall be deemed a waiver of any similar or dissimilar provision or condition at the same or any prior or subsequent time, nor shall the failure of or delay by either of the parties in exercising any right, power, or privilege hereunder operate as a waiver thereof to preclude any other or further exercise thereof or the exercise of any other such right, power, or privilege.

11. Severability. Should any provision of this Agreement be held by a court of competent jurisdiction to be enforceable only if modified, or if any portion of this Agreement shall be held as unenforceable and thus stricken, such holding shall not affect the validity of the remainder of this Agreement, the balance of which shall continue to be binding upon the parties to this Agreement with any such modification to become a part hereof and treated as though originally set forth in this Agreement. Executive and Company agree that any such court is expressly authorized to modify any such unenforceable provision of this Agreement in lieu of severing such unenforceable provision from this Agreement in its entirety, whether by rewriting the offending provision, deleting any or all of the offending provision, by adding additional language to this Agreement or by making such other modifications as it deems warranted to carry out the intent and agreement of Executive and Company as embodied herein to the maximum extent permitted by law. In the event that one or more of the provisions of this Agreement be held to be invalid, illegal, or unenforceable in any respect or to any degree, such invalidity, illegality, or unenforceability shall not affect any other provisions hereof, and if such provision or provisions are not modified as provided in the preceding portions of this Section, this Agreement shall be construed as if such invalid, illegal, or unenforceable provisions had not been set forth herein.

12. Captions. Captions and headings of the sections and paragraphs of this Agreement are intended solely for convenience of reference, and no provision of this Agreement is to be construed by reference to the caption or heading of any section or paragraph.

13. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument. Delivery of an executed counterpart's signature page of this Agreement by facsimile, email in portable document format (.pdf), or by any other electronic means intended to preserve the original graphic and pictorial appearance of a document has the same effect as delivery of an executed original of this Agreement.

[SIGNATURE PAGE IMMEDIATELY FOLLOWS]

IN WITNESS WHEREOF, the undersigned have caused this Noncompetition Agreement to be duly executed and delivered as of the date first set forth above.

COMPANY: TOMPKINS FINANCIAL CORPORATION

By: /s/ Stacie Mastin

Name: Stacie Mastin

Title: Human Resources Director

EXECUTIVE: /s/ David S. Boyce

David S. Boyce

SUPPLEMENTAL EXECUTIVE RETIREMENT AGREEMENT

This Supplemental Executive Retirement Agreement (the "Agreement") is entered into effective December 16, 2025 (the "Effective Date") by Tompkins Financial Corporation, with offices at 118 E. Seneca St., Ithaca, New York 14850, and **Matthew Tomazin**, residing at [] (the "Executive"). The Executive and the Company are sometimes referred to herein individually as "Party" and together as "Parties."

PREAMBLE

The principal objective of this Agreement is to ensure the payment of competitive levels of retirement income to the Executive, who has been determined to be a key executive of Tompkins Financial Corporation and its subsidiaries, in order to retain and motivate such Executive, on the terms and conditions described herein. Therefore, for good and valuable consideration, including without limitation the supplementary benefits under this Agreement, the receipt and sufficiency of which is acknowledged, the Parties desire to enter into this Agreement.

SECTION I. DEFINITIONS

- 1.1. "Accrued Benefits" means, as of any specified point in time, the balance of the SERP Account, less the Initial Vested Amount.
 - 1.2. "Board of Directors" means the Board of Directors of Tompkins Financial Corporation.
 - 1.3. "Cause" means (a) the conviction of the Executive by a court of competent jurisdiction of a crime which constitutes a felony under any state or federal law, (b) an act by the Executive which in the reasonable opinion of the Board of Directors constitutes an intentional theft of property of the Company or its subsidiaries, (c) the willful and continued failure or refusal of the Executive to perform his duties, or (d) gross
-

negligence or willful misconduct on the part of the Executive (as determined by the Board of Directors in its reasonable discretion).

1.4. “Code” means the Internal Revenue Code of 1986, as amended.

1.5. “Committee” means the Compensation Committee of the Board of Directors, which has been given authority by the Board of Directors to administer this Agreement.

1.6. “Company” means Tompkins Financial Corporation.

1.7. “Compensation” has the meaning set forth in Section 7.1(b).

1.8. “Disabled” means that by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months, the Executive is unable to engage in any substantial gainful activity.

1.9. “Entire Balance” means, as of any specified point in time, the balance credited to the SERP Account, including the Accrued Benefits (if any) and the Initial Vested Amount (if any).

1.10. “Earnings” means the Executive's annual base salary (which excludes, among other things, any bonuses/incentive payments, profit sharing, benefits, fringe or other supplemental income)

1.11. “Excise Tax” has the meaning set forth in Section 7.1(c).

1.12. “Good Reason” exists in the event of (i) a material diminution in the Executive’s base compensation, authority, duties or responsibilities; (ii) a material change in the geographic location at which the Executive is required to perform the duties of the Executive’s position; or (iii) a material breach of this Agreement by the Company or its successor, or of any other agreement pursuant to which the Executive provides services for the Company or its successor, provided the Executive gives written notice to the Company or its successor, as applicable, within ninety (90) days of the initial existence

of the condition described in (i), (ii) or (iii), above, and the Company or its successor fails to remedy such condition within thirty (30) days after receipt of such notice. For the avoidance of doubt, for purposes of this Agreement, a resignation by the Executive for Good Reason shall be treated as an involuntary termination of the Executive's employment.

1.13. "Initial Vested Amount" means the balance credited to the Account on the sixth (6th) anniversary of the Effective Date, plus that portion of the remainder of the SERP Account representing interest accrued on such balance from and after the (6th) anniversary of the Effective Date at the Interest Rate.

1.14. "Interest Rate" means the Prime Rate as published in The Wall Street Journal on the first business day of the calendar year in which the interest is accrued, plus one percent (1%); in the event that The Wall Street Journal does not publish a Prime Rate, the Committee is authorized to select a comparable rate or method of interest calculation, which rate or method shall be adopted by the Committee in its sole discretion.

1.15. "Prohibited Activity" is an activity in which the Executive, directly or indirectly (a) comes to own, manage, operate, control, provide services to, be employed by or participate in the ownership, management, operation or control of, or be connected in any other manner with, any financial services business (but which shall exclude Executive's ownership of less than 1% of any class of equity or debt security of a publicly-traded financial services business), (b) solicits customers of the Company or any of its subsidiaries to reduce or stop doing business with the Company or any of its subsidiaries, or initiates any customer contact, for any reason, except for social contact with customers with whom Executive has a long-standing social or familial relationship, and such contact leads to the Company/subsidiary's loss of business or business opportunities, or (c) solicits employees of the Company or any of its subsidiaries to leave

such employment, or offers employment to employees of the Company or any of its subsidiaries, or initiates any employee contact, for any reason, except for social contact with employees with whom Executive has a long-standing social or familial relationship, and such contact leads to the Company/subsidiary's loss of such employee's services.

- 1.16. "Qualifying Disability" has the meaning set forth in Section 6.1(c).
- 1.17. "Qualifying Termination" has the meaning set forth in Section 4.2.
- 1.18. "Release" has the meaning set forth in Section 8.12.
- 1.19. "Release Date" has the meaning set forth in Section 8.12.
- 1.20. "Restricted Area" means located within, or actively directing marketing efforts within, twenty-five (25) miles of any location of the Company or any of its subsidiaries.
- 1.21. "Retirement Benefit Freeze" has the meaning set forth in Section 2.1.
- 1.22. "Retirement Date" has the meaning set forth in Section 2.2.
- 1.23. "Senior Leadership Team" means the group of employees of the Company consisting of "officers" of the Company within the meaning of Section 16(a) of the Securities Exchange Act of 1934, as amended, and 17 C.F.R. § 240.16a-2.
- 1.24. "SERP Account" or the "Account" means an account maintained under this Agreement on or after the Effective Date.
- 1.25. "Vested" means that the Executive has, subject to the terms and conditions of this Plan which would require forfeiture or adjustment of the same, if any, become entitled to a benefit hereunder.

SECTION II. ELIGIBILITY FOR BENEFITS

2.1 Eligibility. The Executive is eligible to participate in this Agreement by designation of the Board of Directors, in its sole discretion. The Board of Directors may determine, in its sole discretion, that the Executive should cease to continue accruing retirement benefits under this Agreement (a "Retirement Benefit Freeze"), and, in such event, the Board of Directors shall

notify the Executive in writing of such determination. Such determination shall not reduce the then-accrued retirement benefit of the Executive under this Agreement, as follows. The Executive will remain entitled to receive, in accordance with Section 3.3, the balance of his SERP Account, determined as of the date of the Retirement Benefit Freeze, which shall continue to be credited with the addition of interest until the date the balance of his SERP Account has been completely distributed. A Retirement Benefit Freeze will not impair Executive's rights under Section 7 (Change in Control) except as expressly set forth herein.

2.2 Retirement Date. The Executive is eligible to retire under this Agreement and receive a benefit under Section 3.3 beginning on his "Retirement Date" which is the first day of the month following the month in which the Executive terminates employment with the Company, so long as the Executive has attained age 58 on such date. For clarity, failure to reach age 58 prior to the Executive's termination of employment means that no Retirement Date shall have occurred hereunder, and Executive shall not be entitled to a benefit under Section 3.3.

Payments shall commence on the first day of the year following such Retirement Date. Immediately prior to the first payment following Retirement Date, the value of Executive's SERP Account shall be recalculated by multiplying the Accrued Benefit by an adjustment factor according to the following schedule:

Attained Age at Time of Retirement Date	Adjustment Factor (% Vested)
58	50%
59	60%
60	70%
61	80%
62	90%
63 and later	100%

2.3 Termination; Prohibited Activity.

(a) *Involuntary Termination.* Anything herein to the contrary notwithstanding, (i) if within two (2) years after involuntary termination (including resignation with Good Reason), the Executive engages in a Prohibited Activity in the Restricted Area (without prior authorization given by the Committee in writing), or (ii) if the Executive is discharged by the Company or its subsidiaries for Cause, then, in either case, the Entire Balance and all sums otherwise payable under this Agreement to the Executive or the Executive's beneficiary or beneficiaries will, in the sole discretion of the Committee, be forfeited, and the Company will have no further obligation under this Agreement to the Executive or the Executive's beneficiary or beneficiaries.

(b) *Voluntary Termination.* Anything herein to the contrary notwithstanding, the Entire Balance and all sums otherwise payable under this Agreement shall be forfeited and no sums shall thereafter be payable under this Agreement to the Executive if the Executive engages in a Prohibited Activity at any time before, during, or after his voluntary resignation (unless otherwise expressly authorized by the Committee in writing, and except in the case of Prohibited Activity that begins more than two (2) years after a resignation with Good Reason).

(c) *Executive Choice.* Executive acknowledges and agrees that following his termination, he has a choice of either:

- Engaging in a Prohibited Activity and forfeiting any post-employment benefits payable under this Agreement; or,
- Accepting any post-employment benefits payable under this Agreement and not engaging in Prohibited Activities.

Executive further agrees that, as a key senior leader of the Company, Executive provides services to the Company which are unique, special, or extraordinary; and that Company makes strategic business decisions, as well as decisions regarding business succession planning and recruitment, in reliance on Executive's commitment to provide his services exclusively to Company. In light

of all of these factors, Executive agrees that the restrictions (and associated forfeiture provisions) of this Section 2.3 are reasonable and justified to protect the Company's business interests. (For clarity, no benefits shall be payable under any provision of this Agreement to the Executive following termination for Cause, and no benefits shall be payable under Section 3.3 if the Executive's employment is involuntarily terminated without Cause before Executive attains the age of fifty-eight (58); therefore, this Agreement does not restrict Executive's ability to engage in Prohibited Activities following such events.)

SECTION III. AMOUNT AND FORM OF RETIREMENT BENEFIT

3.1 SERP Benefit. The Executive's SERP Account will be credited annually with a sum equal to 20% of Earnings as of the annual contribution date. The first credit to the Executive's SERP Account will be made as of the Effective Date. For years thereafter, the annual contribution date will occur on each November 8th that the Executive remains a member of the Senior Leadership Team of Tompkins Financial Corporation (or is otherwise determined to be a key executive by the Committee in its sole discretion), and the annual credit amount will be credited to the Executive's SERP Account as a cash amount in United States Dollars. Executive will be notified in writing by the Committee if it makes a determination that the Executive has not satisfied the above-referenced "key executive" standard in a given year. No contributions described in this paragraph will be credited to the Executive's SERP Account after the calendar year in which the Executive has attained age 65.

The SERP Account will be credited with the addition of interest, to be accrued during each quarter and to be credited to such Account on the first business day following the end of such quarter, on the basis of the day weighted average balance in such Account during each

quarter, at an annual rate equal to the Interest Rate. Interest credited to the SERP Account shall be compounded quarterly.

3.2 Initial Benefit. The Executive shall become fully Vested in the then-current balance of the SERP Account upon the sixth (6th) anniversary of the Effective Date, so long the Executive is an employee of the Company on such date. The Initial Vested Amount shall be payable upon the occurrence of such payment events and in accordance with such schedule as set forth in an election made by the Executive via delivery of a completed Election Form (defined below) on the Effective Date. The Initial Vested Amount shall not be subject to any age-based adjustment factors described in Sections 2.2, 4.2, or 6.1.

3.3 Benefit Upon Retirement. The Accrued Benefit shall be paid in annual installments by the Company on the first business day of each calendar year following the Executive's Retirement Date. Such payments shall be paid, pursuant to the Executive's election, in at least five (5) annual installments, but no more than twenty (20) annual installments (election must be in whole years only). The Executive's election shall be made in writing upon execution of this Agreement, and, except as set forth in Section 8.2, shall be irrevocable. The amount of each payment shall be determined by dividing the Accrued Benefit immediately prior to such payment by the number of payments remaining to be paid. The final installment payment shall be equal to the balance of the SERP Account on such date.

3.4 Death Benefit.

(a) Upon the death of the Executive after the commencement of payments of any benefits under this Agreement, the Executive's named beneficiary or beneficiaries shall be paid the remaining value of the SERP Account in one single lump sum as soon as administratively feasible after the Company's receipt of notice of the Executive's death.

(b) If the Executive has attained age 58 at the time of his death, then upon the death of the Executive prior to the commencement of the payment of benefits under Section 3.3 (that

is, the first date on which the Executive receives a payment hereunder), the Executive's named beneficiary or beneficiaries shall be paid the then-Vested balance of the SERP Account in one single lump sum as soon as administratively feasible after the Company's receipt of notice of the Executive's death.

(c) If the Executive dies after the sixth (6th) anniversary of the Effective Date and prior to attaining age 58, Executive's named beneficiary or beneficiaries shall be paid the Initial Vested Amount in one single lump sum as soon as administratively feasible after the Company's receipt of notice of the Executive's death.

(d) If Executive's named beneficiary or beneficiaries have predeceased Executive, the benefit under this Section 3.4 will be paid to the Executive's estate.

(e) The Executive shall be permitted to designate one or more beneficiaries by completing and delivering a Benefit and Beneficiary Designation Form in the form attached hereto as **Exhibit A** ("Election Form") to the Committee. Any beneficiary designation made on an Election Form shall supersede any beneficiary designation made by any preceding Election Form as may have been delivered by the Executive to the Committee. For the avoidance of doubt, in the event that the Executive delivers an Election Form to the Committee indicating an intent to make a change in the timing or form of payment of any benefit under this Agreement which is not permitted to be made under the terms and conditions of this Agreement, any beneficiary designation made on such Election Form shall be binding, notwithstanding the invalidity of such payment election.

3.5 Specified Employee Delay. Notwithstanding any other provision of this Agreement to the contrary, in the event the Executive is determined to be a "specified employee" as such term is defined in Treasury Regulations §1.409A-1(i), then any benefit payable on a "separation from service" as defined in Treasury Regulations §1.409A-1(h) that is otherwise payable on or before the date which is six (6) months after the Executive's termination of employment date shall be

delayed until the earlier of the Executive's date of death or the first (1st) day of the seventh (7th) month after the Executive's termination of employment date; provided, however, that such delay is only required for benefits constituting nonqualified deferred compensation under Code Section 409A, and the delay will apply only to those benefits that are not exempt from Code Section 409A. The Committee shall have the sole discretion to select the date on which the "specified employee" determination is made for purposes of determining "specified employee" status or effective dates, so long as such date is compliant with Code Section 409A. Payments thereafter will be made as scheduled in accordance with the applicable section of this Agreement.

SECTION IV. PAYMENT OF RETIREMENT BENEFITS

4.1 [Reserved.]

4.2 Termination. Notwithstanding any contrary provision herein, if (i) the Executive terminates employment voluntarily before attaining the age of fifty-eight (58), or (ii) the Executive is terminated by the Company without Cause before Executive attains the age of fifty-eight (58), or (iii) if Executive is terminated by the Company for Cause at any time, then in any such case, the Company shall have no obligation to pay, and the Executive shall have no right to receive, the Accrued Benefit under this Agreement whatsoever.

In the event of the Executive's involuntary termination of employment (other than for Cause) on or after the attainment of age fifty-eight (58), or resignation with Good Reason on or after the attainment of age fifty-eight (58) (each, a "Qualifying Termination"), the benefit payable to the Executive shall be determined as set forth in Section 3.3, and payments shall commence on the first day of the year following such Qualifying Termination. Immediately prior to the first payment following a Qualifying Termination, the Accrued Benefit shall be recalculated by multiplying the Accrued Benefit by an adjustment factor according to the following schedule:

Attained Age at Time of Qualifying Termination	Adjustment Factor (% Vested)
58	50%
59	60%
60	70%
61	80%
62	90%
63 and later	100%

4.3 Health-Related Leave of Absence. Provided there is a reasonable expectation that the Executive will return to perform services for the Company at the same professional level of performance as existed prior to the leave of absence (an “Expected Return”), the Committee may determine that the Executive has not separated from service for purposes of this Agreement during a leave of absence of up to twenty-nine (29) months, if such leave of absence is due to any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than six months, and such impairment causes the Executive to be unable to perform the duties of his position or any substantially similar position (a “Qualified Impairment”). For clarity, even if a Qualified Impairment and Expected Return exist, the Committee is not obligated to defer the Employee’s separation from service during this period, and (subject to applicable federal and state law pertaining to medical leaves of absence) the Committee may instead elect to involuntarily terminate the Executive’s employment (other than for Cause) under Section 4.2 during this period. The determination as to the existence or absence of such Qualified Impairment will be made by an independent physician identified by the Company, and the determination as to the existence or absence of an Expected Return will be made by the Committee in its sole discretion. For purposes of this Agreement, if the Executive is treated as not having experienced a separation from service with the Company on account of the application of this Section 4.3

during a leave of absence, the Executive will be deemed to have experienced a separation from service, if the Executive has not recommenced employment with the Company or an affiliate of the Company, effective as of the earliest of: (i) the expiration of twenty-nine (29) months after commencement of the leave of absence; (ii) if the Executive retains one or more rights to reemployment under applicable law or by contract during the leave of absence, the expiration or termination of rights; and (iii) the Company ceasing to have a reasonable expectation that the Executive will return to employment with the Company.

SECTION V. DEATH BENEFITS PAYABLE

5.1 Death Benefit. Other than the death benefit under Section 3.4, no death benefits are payable under this Agreement.

SECTION VI. DISABILITY BENEFITS PAYABLE

6.1 Disability Benefit.

(a) In the event that the Executive becomes Disabled, prior to the sixth (6th) anniversary of the Effective Date the Company shall have no obligation to pay, and the Executive shall have no right to receive, any benefit under this Agreement.

(b) In the event that the Executive becomes Disabled, as determined by an independent physician identified by the Company, after the sixth (6th) anniversary of the Effective Date (other than at a time when facts and circumstances exist under which the Company could, and does, terminate the Executive's employment for Cause), the Executive shall be entitled to payment of the Initial Vested Amount upon the occurrence of such payment events and in accordance with such schedule as set forth in Executive's Election Form.

(c) In the event that the Executive becomes Disabled, as determined by an independent physician identified by the Company (other than at a time when facts and

circumstances exist under which the Company could, and does, terminate the Executive's employment for Cause) at any time on or after the attainment of age fifty-eight (58) (a "Qualifying Disability"), the Executive shall be entitled to the benefit payable to the Executive as set forth in Section 3.3, and payments shall commence on the first day of the year following the year in which the Executive attains Social Security normal retirement age. The value of Executive's Accrued Benefit shall be recalculated as of the date the Qualifying Disability began by multiplying the Accrued Benefit on such date by an adjustment factor according to the following schedule:

Attained Age at first day of Qualifying Disability	Adjustment Factor (% Vested)
58	50%
59	60%
60	70%
61	80%
62	90%
63 and later	100%

SECTION VII. CHANGE IN CONTROL

7.1 Change in Control.

(a) In the event of a Change in Control while the Executive is employed, as defined in Section 7.2, of the Company, the Executive shall be deemed to have completed service to age 63 and shall be 100 percent Vested in the benefits described in Section 3 of this Agreement, and the retirement benefit described in Sections 3.2 and 3.3 shall commence, with no adjustment to the Accrued Benefit, at the Executive's Retirement Date. The Executive shall not be entitled to the accelerated service completion set forth in this subsection following a Retirement Benefit Freeze, unless the effective date of such Retirement Benefit Freeze occurs within the two-year period immediately prior to announcement of the Change in Control and, in such event, the Executive shall remain so entitled.

(b) In the event of a Change in Control of the Company, if the employment of the Executive is thereafter involuntarily terminated without Cause, or if the Executive voluntarily terminates employment for Good Reason (i) within two (2) years after a Change in Control, or (ii) in anticipation of a Change in Control which then occurs within two (2) years, then the Executive shall receive a benefit, in addition to any benefit under Section 3 of this Agreement, under this Section 7.1(b). The benefit under this Section 7.1(b) shall be the continuation of the Executive's Compensation, as defined below, for a period of three (3) years (payable in accordance with the Company's or its successor's regular payroll procedures for executive employees, but in any event not less frequently than monthly), plus continuation of all employee welfare benefits that the Executive was participating in (health insurance, disability insurance, life insurance and the like) immediately prior to the Change in Control (or cash in an amount equal to the value of the Company's or its successor's contributions for such welfare benefits to the extent that the Executive is no longer eligible to participate in such programs); provided, however, that, for purposes of this Section 7.1(b), the amount of the Executive's Compensation taken into account shall be reduced by (20%) if the Executive has attained age sixty-one (61), by 40% if the Executive has attained age sixty-two (62), by 60% if the Executive has attained age sixty-three (63), by 80% if the Executive has attained age sixty-four (64), and by 100% if the Executive has attained age sixty-five (65), with all such age determinations made as of the date of the Executive's termination of employment. The continuation of the Executive's employee welfare benefits under this Section 7.1(b) shall be on the same terms and conditions (subject to the aforementioned substitution of cash in lieu of benefit plan participation to the extent the Executive is ineligible therefor) as such employee welfare benefits are offered to other similarly situated executive employees of the Company or of its successor, as applicable, and such continuation shall be for a three-year period even if there is no continuation payment of the Executive's Compensation because of the 100% reduction under the preceding sentence. For

purposes of this Section VII only, the term "Compensation" shall mean the Executive's base pay (at the rate in effect immediately prior to the Change in Control) plus the Executive's bonus and profit sharing compensation (which for this purpose shall be the average of the Executive's bonus and profit sharing compensation earned for the two (2) most recently completed fiscal years of the Company immediately preceding the Change in Control).

(c) In the event it shall be determined that any payment or distribution by the Company to or for the benefit of the Executive under this Section VII (whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise) would be subject to the excise tax imposed by Section 4999 of the Code, including any successor to such statute of like import (the "Excise Tax"), then the amount of the benefit otherwise payable under Section 7.1(b), if any, shall be reduced, but not below zero, to the maximum amount upon which no such Excise Tax is imposed.

(d) For purposes of this Section 7.1, the proper amounts, if any, of the Excise Tax and the adjustment under Section 7.1(c) to eliminate the Excise Tax shall be determined in the first instance by the Company. Within forty-five (45) days of being provided with written notice of any such determination, the Executive may provide written notice to the Committee of any disagreement, in which event the amounts, if any, of the Excise Tax and any adjustment under Section 7.1(c) shall be determined by independent tax counsel selected by the Company's independent auditors. The determination of the Company (or, in the event of disagreement, the tax counsel selected) shall be final.

7.2 For purposes of this Section VII, a "Change in Control" shall be deemed to have occurred upon the earliest of the following: (i) the date of acquisition by any one person, or more than one person acting as a group (as defined in Treasury Regulations §1.409A-3(i)(5)(v)(B)), of stock of the Company that, together with stock held by such person or group, constitutes more than fifty percent (50%) of the total fair market value or total voting power of the stock of the Company;

provided, however, that if any one person, or more than one person acting as a group, is considered to own more than fifty percent (50%) of the total fair market value or total voting power of the stock of the Company, the acquisition of additional stock by the same person or persons shall not be deemed to result in a Change in Control; (ii) the date a majority of members of the Company's Board of Directors is replaced during any twelve-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board of Directors before the date of the appointment or election; or (iii) the date that any one person, or more than one person acting as a group, acquires (or has acquired during the twelve-month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value of more than seventy percent (70%) of the total gross fair market value of all of the assets of the Company immediately before such acquisition or acquisitions; provided, however, that transfers of assets of the Company of any value to a related person or entity as described in Treasury Regulations §1.409A-3(i)(5)(vii)(B) shall not be deemed to result in a Change in Control.

SECTION VIII. MISCELLANEOUS

8.1 Termination, Amendment and Subsequent Deferrals. The Committee may, in its sole discretion, terminate, suspend or amend this Agreement at any time or from time to time, in whole or in part; provided, however, that no termination, suspension or amendment of this Agreement will, without the written consent of the Executive or the Executive's beneficiary or beneficiaries (if the Executive is not then living), reduce the Executive's right or the right of the Executive's beneficiary or beneficiaries to receive or continue receiving a benefit accrued at the time of the termination, suspension or amendment in accordance with this Agreement. The Parties agree that a Retirement Benefit Freeze, as described in Section 2.1, shall not be deemed a reduction of rights requiring consent hereunder. A termination or suspension of this Agreement

shall not result in the acceleration of any benefit provided pursuant to this Agreement except as permitted in connection with a plan termination satisfying the conditions set forth in Treasury Regulations §1.409A-3(j)(ix), where the Committee decides to accelerate such benefit in accordance with the requirements of such regulation. If the Executive is not, at the effective date of the termination or suspension of this Agreement, entitled to a benefit under this Agreement, the Executive shall not become entitled to any such benefit merely by reason of such termination or suspension.

8.2 Subsequent Deferral Elections. The Executive may make an election to defer the timing of a payment of the Initial Vested Amount or the Accrued Benefit only if the change complies with Treasury Regulations § 1.409A-2(b)(1) (the “Subsequent Deferral Rules”). In the event that an Executive wishes to elect to defer one or more payments, he must provide written notice thereof to the Committee (the “Deferral Notice”) at least one (1) year prior to the date the payments being deferred are then scheduled to be made, or such longer notice period as may then be required under the Subsequent Deferral Rules. The Deferral Notice shall be irrevocable and shall specify the date on which the deferred payments are to be made, and each deferred payment date must be at least five (5) years later than the date the payment otherwise would have been made or such other period as may then be required under the Subsequent Deferral Rules. Elective changes to the timing of payments may be made by the Executive only via delivery of a duly completed Election Form to the Company. The Executive will not be permitted to make an election to (i) change the timing of payment with respect to some (but not all) of the payments of the Initial Vested Amount or the Accrued Benefit, or (ii) make the frequency or structure of payments different from what is permitted by the Election Form. The Company may refuse to honor a Deferral Notice if, in the reasonable opinion of the Company’s external legal counsel, the Deferral Notice does not comply with the Subsequent Deferral Rules, is not fully or properly

completed, describes an election not permitted under this Agreement, or is otherwise reasonably likely to adversely affect the Company under the Subsequent Deferral Rules.

8.3 No Employment Agreement; Entire Agreement. Nothing contained herein will confer upon the Executive the right to be retained in the service of the Company or its subsidiaries, nor will it interfere with the right of the Company or its subsidiaries to discharge or otherwise deal with the Executive without regard to the existence of this Agreement. This Agreement (which expressly includes the Preamble), together with those certain agreements expressly referred to herein, constitute the sole and entire agreement of the Parties with respect to the subject matter of this Agreement, and supersedes all prior and contemporaneous understandings, agreements, representations and warranties, both written and oral, with respect to the subject matter.

8.4 Unfunded Arrangement. The benefits under this Agreement are unfunded, and the Company will make benefit payments solely on a current disbursement basis from the Company's general assets. Notwithstanding anything herein to the contrary, the Executive and the Executive's beneficiary or beneficiaries shall have the status of general unsecured creditors of the Company.

8.5 Assignment. To the maximum extent permitted by law, no benefit under this Agreement shall be assignable or made subject by Executive in any manner to alienation, sale, transfer, claims of Executive's creditors, pledge, attachment or encumbrances of any kind.

8.5 Rules. The Committee may adopt rules and regulations to assist it in the administration of this Agreement. This Agreement shall be administered and construed entirely in the discretion of the Committee and the Board of Directors, as applicable.

8.6 Information. The Executive shall receive a copy of this Agreement and the Committee will make available for inspection by the Executive a copy of any rules and regulations used by the Committee in administering this Agreement.

8.7 Construction. The masculine gender, where appearing in this Agreement, will be deemed to include the feminine gender, and the singular may include the plural, unless the context clearly indicates the contrary. For purposes of complying with Code Section 409A, or any successor to such statute of like import, it is acknowledged that no benefit payments may be made under this Agreement prior to the Executive's termination of employment with the Company, that the payment of benefits pursuant to this Agreement may not be accelerated by the Company or the Executive, and that there are no elections provided under the Agreement to defer compensation or to delay a payment of benefits other than in the case of an election made pursuant to the Subsequent Deferral Rules, as described in Section 8.1.

8.8 Controlling Law. This Agreement is established under and will be construed according to the laws of the State of New York, without regard for principles of conflicts of law. Notwithstanding the foregoing, this Agreement shall be construed consistent with the requirements of Code Section 409A, the regulations promulgated thereunder and other official guidance relating thereto such that the operation or terms of this Agreement do not result in the inclusion in income of any amount under such Code provision. For purposes of this Agreement, any term hereunder relating to the Executive's termination of employment, the Executive terminating employment, the Executive being terminated or similar expression shall be deemed to refer to a "separation from service," as defined in Treasury Regulations §1.409A-1(h). If an amount is to be paid under this Agreement in two or more installments, each installment shall be treated as a separate payment for purposes of Code Section 409A.

8.10 Legal Expenses. If the Executive/Executive's beneficiary or beneficiaries under this Agreement are the substantially prevailing party in a final judicial determination, then the Company shall pay, upon request and documentation thereof (and not later than ninety (90) days after receipt of such request and documentation), all reasonable legal fees and expenses which the Executive/Executive's beneficiary or beneficiaries may incur as a result of the Company

contesting the validity or enforceability of any provision of this Agreement or any claim by the Executive/Executive's beneficiary or beneficiaries under this Agreement.

8.11 Disputes & Severability. In the event of any dispute after the occurrence of a Change in Control (as defined in Section 7.2) between the Company and the Executive with respect to the Executive's rights to any payment under this Agreement, the Company shall pay all disputed amounts to the Executive in the time and manner otherwise specified by this Agreement, and, if it is finally judicially determined that the Executive was not entitled to all or a portion of such disputed amounts, the Executive shall repay to the Company the amount to which the Executive was not entitled, together with interest thereon at the judgment rate of interest then applicable in New York State. If any term or provision of this Agreement is invalid, illegal or unenforceable in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other term or provision of this Agreement or invalidate or render unenforceable such term or provision in any other jurisdiction. Upon a determination that any term or provision is invalid, illegal or unenforceable, the court may modify this Agreement to effect the original intent of the Parties as closely as possible in order that the transactions contemplated hereby be consummated as originally contemplated to the greatest extent possible.

8.12 Release.

(a) In connection with Executive's receipt of the retirement benefit described in Section 3.2 and 3.3, the Executive shall execute (and not revoke) a standard, customary form of release agreement (the "Release"), including without limitation the following terms: Pursuant to the Release, the Executive, on behalf of himself and his heirs, shall agree to waive any and all claims he or they have, had, or may have had, in each case as of the date the Executive signs the Release, in connection with his employment by the Company or its affiliates, as against the Company, its affiliates, and its and their directors and employees, other than claims arising out of the Company's breach of its obligations under this Agreement. The Release will not prohibit or

restrict the Executive (or Executive's attorney) from initiating communications directly with, or responding to any inquiry from, or providing testimony before, any self-regulatory organization or any state or federal regulatory authority regarding the Company or the facts or circumstances of Executive's employment with the Company.

(b) The Release must be given no more than ninety (90) days following the Executive's employment termination, with sufficient time to allow applicable revocation period(s) to expire before the end of such ninety- (90-) day period (the final day of such 90-day period to be the "Release Date"). Except as set forth in Section 8.12(c), should the Executive fail to return to the Company the executed Release on or before the Release Date, the Executive shall forfeit all benefits then unpaid that otherwise would have been payable to the Executive pursuant to this Agreement. If any amount would, under another provision of this Agreement, be payable on or prior to the Release Date, notwithstanding such other provision, such benefit shall not be payable until the first business day following the Release Date.

(c) If Executive is continuously incapacitated from the date of his separation from service with the Company through the Release Date, the requirements of Section 8.11 shall be waived.

8.13 Post-Employment Consulting. Following the Executive's termination, if the Company requests, and Executive agrees, that Executive provide occasional services not exceeding 20% of the average level of services provided by Executive, whether as an employee or independent contractor, prior to his termination over the immediately preceding 36 months (or, if the Executive has been providing services for less than 36 months, over such shorter period), the provision of such limited services shall not extend the date of the Executive's termination for purposes of this Agreement.

8.14 Non-Disparagement. The Executive agrees and covenants that he will not at any time make, publish or communicate to any person or entity or in any public forum any defamatory or

disparaging remarks, comments, or statements concerning the Company or its businesses, or any of its employees or directors. This Section 8.14 does not, in any way, restrict or impede the Executive from exercising protected rights to the extent that such rights cannot be waived by agreement or from complying with any applicable law or regulation or a valid order of a court of competent jurisdiction or an authorized government agency. This section does not prohibit or restrict the Executive (or Executive's attorney) from initiating communications directly with, or responding to any inquiry from, or providing testimony before, any self-regulatory organization or any state or federal regulatory authority regarding the Company or the facts or circumstances of Executive's employment with the Company. The Company agrees and covenants that it shall cause its officers and directors to refrain from making any defamatory or disparaging remarks, comments, or statements concerning the Executive to any third parties. In the event of the Executive's violation, at any time, of his commitment under this Section 8.14, the Executive will, in the discretion of the Committee, forfeit all benefits then unpaid that otherwise would have been payable to the Executive pursuant to this Agreement.

8.15 Tax Matters.

(a) The Company shall have the right to withhold from any payment made under this Agreement, any federal, state, or local income, payroll, and/or other taxes required by law to be withheld and to take such other action as the Committee may deem advisable to enable the Company to satisfy its obligations for the withholding and remittance of taxes and other tax obligations relating to this Agreement.

(b) The Executive hereby irrevocably consents to the Company reporting to the Internal Revenue Service and other governmental authorities of such information about the Executive's participation in this Agreement and the benefits afforded to the Executive under this Agreement, as required by applicable law.

(c) Neither the Company nor the Committee has made or hereby makes any representation or warranty to the Executive about the tax treatment of any benefit or other sum described in this Agreement or the application of the Code, the Employee Retirement Income Security Act of 1974 (as amended), or any other provision of applicable law to this Agreement or any such benefit or sum. The Executive has relied exclusively on independent counsel and tax advisers in evaluating such matters and in deciding to enter into this Agreement.

8.16 Notices. Any notices, requests, demands, or other communication required or permitted to be given to a Party under this Agreement shall be deemed given if personally delivered or if mailed, postage prepaid, by certified mail, return receipt requested, to the Party at the address listed below, or at such other address as one such Party may by written notice specify to the other.

(a) if to the Company:

Tompkins Financial Corporation
Attn.: Compensation Committee
118 East Seneca Street, Ithaca, New York 14850

(b) if to the Executive, to the address of the Executive first set forth above.

IN WITNESS WHEREOF, this Agreement has been executed this 16th day of December, 2025.

TOMPKINS FINANCIAL CORPORATION

By: /s/ Stephen S. Romaine

Name: Stephen S. Romaine

ATTEST: /s/ Tracy L. Kinner Title: President & Chief Executive Officer

/s/ Matthew D. Tomazin

Matthew Tomazin, Individually

ATTEST: /s/ Tracy L. Kinner

Exhibit A

SUPPLEMENTAL EXECUTIVE RETIREMENT AGREEMENT

Form of Benefit and Beneficiary Designation Form

As an Executive participating in a Supplemental Executive Retirement Agreement with Tompkins Financial Corporation, I hereby elect the following form of benefit payments pursuant to this Agreement:

Accrued Benefit

Payment of any Accrued Benefit to which I become entitled shall be made in 12 annual installments (minimum of 5 installments, maximum of 20 installments, no partial installments).

Initial Vested Amount

Subject to Section 7.1 of the Supplemental Executive Retirement Agreement, I elect to have any Initial Vested Amount to which I become entitled paid in 12 annual installments (minimum of 5 installments, maximum of 20 installments, no partial installments), starting on the first day of the first month commencing on or after the earlier of the payment dates selected below:

☒ The termination of my employment with the Company (involuntarily without Cause, voluntarily for Good Reason, or on account of my death or a Qualifying Disability).

☐ The following date: _____

As an Executive participating in a Supplemental Executive Retirement Agreement with Tompkins Financial Corporation, I hereby designate the following beneficiary/beneficiaries to receive my death benefits due under the Agreement.

Beneficiary: ____

Name: ____

Relationship to Executive: ____

Social Security Number: ____

Date of Birth: ____

Home Address: ____

Executive's Signature: ____

Witness' Signature: ____

Spouse's Signature (if waiving right to benefits under this Agreement):

Date: __

Witness' Signature: __

2025 SUPPLEMENTAL EXECUTIVE RETIREMENT AGREEMENT

This 2025 Supplemental Executive Retirement Agreement (the "**Agreement**") is entered into effective as of December 16, 2025 ("**Effective Date**"), by and between TOMPKINS FINANCIAL CORPORATION, with offices at 118 E. Seneca St., Ithaca, New York 14850 (the "**Company**"), and STEPHEN S. ROMAINE, residing at [] (the "**Executive**"). The Executive and the Company are sometimes referred to herein individually as "**Party**" and together as "**Parties**."

PREAMBLE

The principal objective of this Agreement is to the Executive, who has been determined to be a key executive of the Company and its subsidiaries, in order to retain and motivate such Executive, on the terms and conditions described herein. Therefore, for good and valuable consideration, including without limitation the supplementary benefits under this Agreement, the receipt and sufficiency of which is acknowledged, the Parties desire to enter into this Agreement.

SECTION I. DEFINITIONS

- 1.1. "**Annual Contribution Date**" means the Effective Date, and for years thereafter, each July 26th falling on or prior to the calendar year in which the Executive attains age 65.
- 1.2. "**Board of Directors**" means the Board of Directors of Tompkins Financial Corporation.
- 1.3. "**Cause**" means (a) the conviction of the Executive by a court of competent jurisdiction of a crime which constitutes a felony under any state or federal law, (b) an act by the Executive which in the reasonable opinion of the Board of Directors constitutes an intentional theft of property of the Company or its subsidiaries, (c) the willful and continued failure or refusal of the Executive to perform his duties, or (d) gross negligence or willful misconduct on the part of the Executive (as determined by the Board of Directors in its reasonable discretion).

- 1.4. **“Code”** means the Internal Revenue Code of 1986, as amended.
- 1.5. **“Committee”** means the Compensation Committee of the Board of Directors, which has been given authority by the Board of Directors to administer this Agreement.
- 1.6. **“Company”** has the meaning set forth in the initial paragraph of this Agreement.
- 1.7. **“Earnings”** means the Executive's annual base salary (which excludes, among other things, any bonuses/incentive payments, profit sharing, benefits, fringe or other supplemental income).
- 1.8. **“Effective Date”** has the meaning set forth in the initial paragraph of this Agreement.
- 1.9. **“Executive”** has the meaning set forth in the initial paragraph of this Agreement.
- 1.10. **“Interest Rate”** means the Prime Rate as published in The Wall Street Journal on the first business day of the calendar year in which the interest is accrued, plus one percent (1%); in the event that The Wall Street Journal does not publish a Prime Rate, the Committee is authorized to select a comparable rate or method of interest calculation, which rate or method shall be adopted by the Committee in its sole discretion.
- 1.11. **“Party”** has the meaning set forth in the initial paragraph of this Agreement.
- 1.12. **“Prohibited Activity”** is an activity in which the Executive, directly or indirectly (a) comes to own, manage, operate, control, provide services to, be employed by or participate in the ownership, management, operation or control of, or be connected in any other manner with, any financial services business (but which shall exclude the Executive's ownership of less than 1% of any class of equity or debt security of a publicly-traded financial services business), (b) solicits customers of the Company or any of its subsidiaries to reduce or stop doing business with the Company or any of its subsidiaries, or initiates any customer contact, for any reason, except for social contact with customers with whom the Executive has a long-standing social or familial relationship, and such contact leads to the Company/subsidiary's loss of business or

business opportunities, or (c) solicits employees of the Company or any of its subsidiaries to leave such employment, or offers employment to employees of the Company or any of its subsidiaries, or initiates any employee contact, for any reason, except for social contact with employees with whom the Executive has a long-standing social or familial relationship, and such contact leads to the Company/subsidiary's loss of such employee's services.

1.13. **"Restricted Area"** means located within, or actively directing marketing efforts within, twenty-five (25) miles of any location of the Company or any of its subsidiaries.

1.14. **"Retirement Benefit Freeze"** has the meaning set forth in Section 2.1.

1.15. **"SERP Account"** or the **"Account"** means an account maintained under this Agreement on or after the Effective Date.

SECTION II. ELIGIBILITY FOR BENEFITS

2.1 Accrual of Benefits. The Board of Directors may determine, in its sole discretion, that the Executive should cease to continue accruing benefits under this Agreement (a **"Retirement Benefit Freeze"**), and, in such event, the Board of Directors shall notify Executive in writing of such determination. Such a determination shall not reduce the then-accrued benefit of the Executive under this Agreement. The Executive will remain entitled to receive, subject to the other provisions of this Agreement, the balance of his SERP Account, determined as of the date of the Retirement Benefit Freeze, which shall continue to be credited with the addition of interest until the date the balance of his SERP Account has been completely distributed.

2.2 Termination for Cause; Engaging in Prohibited Activity.

(a) Anything herein to the contrary notwithstanding, (i) if, at any time within two (2) years after the voluntary or involuntary termination of his employment with the Company or any of its subsidiaries, the Executive engages in a Prohibited Activity in the Restricted Area (without prior authorization given by the Committee in writing), or (ii) if the Executive is discharged by

the Company or its subsidiaries for Cause, then in either case all sums otherwise payable under this Agreement to the Executive or the Executive's beneficiary or beneficiaries will, in the sole discretion of the Committee, be forfeited, and the Company will have no further obligation under this Agreement.

(b) The Executive acknowledges and agrees that following his termination, he has a choice of either:

- Engaging in a Prohibited Activity and forfeiting the post-employment benefits payable under this Agreement; or,
- Accepting the post-employment benefits payable under this Agreement and not engaging in Prohibited Activities.

The Executive further agrees that, as a key senior leader of the Company, the Executive provides services to the Company which are unique, special, or extraordinary; and that Company makes strategic business decisions, as well as decisions regarding business succession planning and recruitment, in reliance on the Executive's commitment to provide his services exclusively to Company. In light of all of these factors, the Executive agrees that the restrictions (and associated forfeiture provisions) of this Section 2.2 are reasonable and justified to protect the Company's business interests.

SECTION III. AMOUNT AND FORM OF BENEFIT

3.1. SERP Benefit Contributions and Accruals.

(a) The Executive's SERP Account will be credited annually with a sum equal to 15% of Earnings (each such annual credit, an "**Annual Credit**") on each Annual Contribution Date, provided that the Executive is an employee of the Company as of such Annual Contribution Date, and the Annual Credit will be credited to the Executive's SERP Account as a cash amount in United States Dollars. No sums described in this Section 3.1(a) will be credited

to the Executive's SERP Account after the end of the calendar year in which Executive attains age sixty-five (65).

(b) The SERP Account will be credited with the addition of interest, to be accrued during each quarter and to be credited to such Account on the first business day following the end of such quarter, on the basis of the day-weighted average balance in such Account during each quarter, at an annual rate equal to the Interest Rate. Interest credited to the SERP Account shall be compounded quarterly.

3.1. Payment Elections.

(a) Each Annual Credit and all interest thereon, calculated in accordance with Section 3.1(b) (together, the "**Annual Amount**"), shall be paid in accordance with the schedule elected by the Executive in accordance with the following procedure: On or before the Annual Contribution Date on which the Annual Credit is made, the Executive shall be permitted to elect, by completing and submitting to the Committee an election form in the form attached hereto as **Exhibit A** ("**Election Form**"), the schedule pursuant to which such amounts are paid, which schedule (i) may commence on any date on or after the date which is the later of the date on which the Executive attains age 63 or the first anniversary of the applicable Annual Contribution Date, and (ii) may provide for payments in annual installments over a period of not greater than twenty (20) years. Each election, once made, shall be irrevocable.

(b) If, with respect to any Annual Amount, the Executive shall fail to make an election within the timeframe described in Section 3.2(a), the Executive shall be deemed to have made an election to receive payment of such Annual Amount in five (5) annual installments, with the first being on July 26 in the calendar year in which the Executive attains age sixty-six (66), and with the subsequent installments being on the first four (4) anniversaries of such date.

3.1. Death.

(a) In the event of the death of the Executive, if the Executive has attained age sixty-three (63) prior to his death, all amounts then credited to the Executive's SERP Account shall be paid in one single lump sum to the beneficiary(ies) designated by the Executive pursuant to Section 3.3(b) or, if Executive has not designated any beneficiary or if all of the Executive's designated beneficiaries shall have predeceased the Executive, to the Executive's estate.

(b) The Executive shall be permitted to designate one or more beneficiaries by completing and delivering an Election Form on which a beneficiary designation is made to the Committee. Any beneficiary designation made on an Election Form shall supersede any beneficiary designation made by any preceding Election Form as may have been delivered by the Executive to the Committee. For the avoidance of doubt, in the event that the Executive delivers an Election Form to the Committee indicating an intent to make a change in the timing or form of payment of any benefit under this Agreement which is not permitted to be made under the terms and conditions of this Agreement, any beneficiary designation made on such Election Form shall be binding, notwithstanding the invalidity of such payment election.

SECTION IV. TERMINATION OF EMPLOYMENT

4.1. Termination of Employment, Generally.

(a) All of the sums then credited to the SERP Account shall be immediately forfeited, and the Executive shall be entitled to no further benefits hereunder, in the event that (i) except as set forth in Section 4.2, the Executive terminates employment with the Company voluntarily prior to attaining age sixty-three (63), or (ii) the Executive's employment with the Company is terminated for Cause at any time.

(b) No Annual Credits shall be credited to the SERP Account on any date following the termination of the Executive's employment, regardless of whether such termination is voluntary or involuntary, irrespective of the reason for such termination.

(c) The termination of the Executive's employment shall have no effect on the schedule pursuant to which payments of amounts credited to the SERP Account shall be made.

4.2. Change in Control.

(a) If a Change in Control occurs while the Executive is employed by the Company prior to the Executive attaining age sixty-three (63), then, notwithstanding Section 4.1(a) or any other provision of this Agreement to the contrary, Executive's entitlement to payment of the sums credited to the SERP Account as of the effective date of the Change in Control shall be deemed vested, and no termination of Executive's employment for any reason, whether voluntary or involuntary, shall trigger a forfeiture of the same.

(b) A "**Change in Control**" shall be deemed to have occurred upon the earliest of the following: (i) the date of acquisition by any one person, or more than one person acting as a group (as defined in Treasury Regulation §1.409A-3(i)(5)(v)(B)), of stock of the Company that, together with stock held by such person or group, constitutes more than fifty percent (50%) of the total fair market value or total voting power of the issued and outstanding stock of the Company; provided, however, that if any one person, or more than one person acting as a group, is considered to own more than fifty percent (50%) of the total fair market value or total voting power of the stock of the Company, the acquisition of additional stock by the same person or persons shall not be deemed to result in a Change in Control; (ii) the date a majority of members of the Company's Board of Directors is replaced during any twelve-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board of Directors before the date of the appointment or election; or (iii) the date that any one person, or more than one person acting as a group, acquires (or has acquired during the twelve-month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value of more than seventy percent (70%) of the total gross fair market value of all of the assets of the Company immediately before such

acquisition or acquisitions; provided, however, that transfers of assets of the Company of any value to a related person or entity as described in Treasury Regulation §1.409A-3(i)(5)(vii)(B) shall not be deemed to result in a Change in Control.

(c) In the event it shall be determined that any payment or distribution by the Company to or for the benefit of the Executive under this Agreement would be subject to the excise tax imposed by Section 4999 of the Code, including any successor to such statute of like import (the "**Excise Tax**"), then the amount of the benefit otherwise payable under this Agreement, if any, shall be reduced, but not below zero, to the maximum amount upon which no such Excise Tax is imposed. For purposes of this Section 7.1, the proper amounts, if any, of the Excise Tax and the adjustment under this Section 4.2(c) to eliminate the Excise Tax shall be determined in the first instance by the Company. Within forty-five (45) days of being provided with written notice of any such determination, the Executive may provide written notice to the Committee of any disagreement, in which event the amounts, if any, of the Excise Tax and any adjustment under Section 4.2(c) shall be determined by independent tax counsel selected by the Company's independent auditors. The determination of the Company (or, in the event of disagreement, the tax counsel selected) shall be final.

SECTION V. MISCELLANEOUS

5.1. Termination, Amendment and Subsequent Deferrals. The Committee may, in its sole discretion, terminate, suspend or amend this Agreement at any time or from time to time, in whole or in part; provided, however, that no termination, suspension, or amendment of this Agreement will, without the written consent of the Executive or the Executive's beneficiary or beneficiaries (if the Executive is not then living), reduce the Executive's right or the right of the Executive's beneficiary or beneficiaries to receive or continue receiving a benefit accrued at the time of the termination, suspension, or amendment in accordance with this Agreement. The Parties agree that a Retirement Benefit Freeze, as described in Section 2.1, shall not be deemed a

reduction of rights requiring consent hereunder. A termination or suspension of this Agreement shall not result in the acceleration of any benefit provided pursuant to this Agreement except as permitted in connection with a plan termination satisfying the conditions set forth in Treasury Regulations §1.409A-3(j)(ix), where the Committee decides to accelerate such benefit in accordance with the requirements of such regulation. If the Executive is not, at the effective date of the termination or suspension of this Agreement, entitled to a benefit under this Agreement, the Executive shall not become entitled to any such benefit merely by reason of such termination or suspension.

5.2. Subsequent Deferral Elections. After an initial payment election shall be made with respect to any sum credited to the SERP Account, no subsequent deferral election shall be permitted under this Agreement.

5.3. No Employment Agreement; Entire Agreement. Nothing contained herein will confer upon the Executive the right to be retained in the service of the Company or its subsidiaries, nor will it interfere with the right of the Company or its subsidiaries to discharge or otherwise deal with the Executive without regard to the existence of this Agreement. This Agreement (which expressly includes the Preamble), together with those certain agreements expressly referred to herein, constitute the sole and entire agreement of the Parties with respect to the subject matter of this Agreement, and supersedes all prior and contemporaneous understandings, agreements, representations and warranties, both written and oral, with respect to the subject matter.

5.4. Unfunded Arrangement. The benefits under this Agreement are unfunded, and the Company will make benefit payments solely on a current disbursement basis from the Company's general assets. Notwithstanding anything herein to the contrary, the Executive and the Executive's beneficiary or beneficiaries shall have the status of general unsecured creditors of the Company.

5.5. Assignment. To the maximum extent permitted by law, no benefit under this Agreement shall be assignable or made subject by the Executive in any manner to alienation, sale, transfer, claims of the Executive's creditors, pledge, attachment or encumbrances of any kind.

5.6. Rules. The Committee may adopt rules and regulations to assist it in the administration of this Agreement. This Agreement shall be administered and construed entirely in the discretion of the Committee and the Board of Directors, as applicable.

5.7. Information. The Executive shall receive a copy of this Agreement, and the Committee will make available for inspection by the Executive a copy of any rules and regulations used by the Committee in administering this Agreement.

5.8. Construction. The masculine gender, where appearing in this Agreement, will be deemed to include the feminine gender, and the singular may include the plural, unless the context clearly indicates the contrary.

5.9. Controlling Law. This Agreement is established under and will be construed according to the laws of the State of New York, without regard for principles of conflicts of law. Notwithstanding the foregoing, this Agreement shall be construed consistent with the requirements of Code Section 409A, the regulations promulgated thereunder and other official guidance relating thereto such that the operation or terms of this Agreement do not result in the inclusion in income of any amount under such Code provision.

5.10. Legal Expenses. If the Executive is the substantially prevailing party in a final judicial determination, then the Company shall pay, upon request and documentation thereof (and not later than ninety (90) days after receipt of such request and documentation), all reasonable legal fees and expenses the Executive incurs as a result of the Company contesting the validity or enforceability of any provision of this Agreement or any claim by the Executive under this Agreement.

5.11. Disputes & Severability. In the event of any dispute between the Company and the Executive with respect to the Executive's rights to any payment under this Agreement, the Company shall pay all disputed amounts to the Executive in the time and manner otherwise specified by this Agreement, and, if it is finally judicially determined that the Executive was not entitled to all or a portion of such disputed amounts, the Executive shall repay to the Company the amount to which Executive was not entitled, together with interest thereon at the judgment rate of interest then applicable in New York State. If any term or provision of this Agreement is invalid, illegal or unenforceable in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other term or provision of this Agreement or invalidate or render unenforceable such term or provision in any other jurisdiction. Upon a determination that any term or provision is invalid, illegal or unenforceable, the court may modify this Agreement to effect the original intent of the Parties as closely as possible in order that the transactions contemplated hereby be consummated as originally contemplated to the greatest extent possible.

5.12. Non-Disparagement. The Executive agrees and covenants that he will not at any time make, publish or communicate to any person or entity or in any public forum any defamatory or disparaging remarks, comments, or statements concerning the Company or its businesses, or any of its employees or directors. This Section 5.12 does not, in any way, restrict or impede the Executive from exercising protected rights to the extent that such rights cannot be waived by agreement or from complying with any applicable law or regulation or a valid order of a court of competent jurisdiction or an authorized government agency. This section does not prohibit or restrict the Executive (or the Executive's attorney) from initiating communications directly with, or responding to any inquiry from, or providing testimony before, any self-regulatory organization or any state or federal regulatory authority regarding the Company or the facts or circumstances of the Executive's employment with the Company. The Company agrees and covenants that it shall cause its officers and directors to refrain from making any defamatory or

disparaging remarks, comments, or statements concerning the Executive to any third parties. In the event of the Executive's violation, at any time, of his commitment under this Section 5.12, the Executive will, in the discretion of the Committee, forfeit all benefits then unpaid that otherwise would have been payable to the Executive pursuant to this Agreement.

5.13. Tax Matters.

(a) The Company shall have the right to withhold from any payment made under this Agreement, any federal, state, or local income, payroll, and/or other taxes required by law to be withheld and to take such other action as the Committee may deem advisable to enable the Company to satisfy its obligations for the withholding and remittance of taxes and other tax obligations relating to this Agreement.

(b) The Executive hereby irrevocably consents to the Company reporting to the Internal Revenue Service and other governmental authorities of such information about the Executive's participation in this Agreement and the benefits afforded to the Executive under this Agreement, as required by applicable law.

(c) Neither the Company nor the Committee has made or hereby makes any representation or warranty to the Executive about the tax treatment of any benefit or other sum described in this Agreement or the application of the Code, the Employee Retirement Income Security Act of 1974 (as amended), or any other provision of applicable law to this Agreement or any such benefit or sum. The Executive has relied exclusively on independent counsel and tax advisers in evaluating such matters and in deciding to enter into this Agreement.

5.14. Notices. Any notices, requests, demands, or other communication required or permitted to be given to a Party under this Agreement shall be deemed given if personally delivered or if mailed, postage prepaid, by certified mail, return receipt requested, to the Party at the address listed below, or at such other address as one such Party may by written notice specify to the other.

(a) if to the Company:

Tompkins Financial Corporation
Attn.: Compensation Committee
118 East Seneca Street, Ithaca, New York 14850

(b) if to the Executive, to the address of the Executive first set forth above.

[SIGNATURE PAGE IMMEDIATELY FOLLOWS]

IN WITNESS WHEREOF, this 2025 Supplemental Executive Retirement Agreement has been executed this 16th day of December, 2025.

TOMPKINS FINANCIAL CORPORATION

By: /s/ Stacie M. Mastin

Name: Stacie M. Mastin

ATTEST: /s/ Tracy L. Kinner Title: SVP, Director of Human Resources

/s/ Stephen S. Romaine

Stephen S. Romaine, Individually

ATTEST: /s/ Tracy L. Kinner

Exhibit A

2025 SUPPLEMENTAL EXECUTIVE RETIREMENT AGREEMENT

Form of Benefit and Beneficiary Designation Form

As an Executive participating in a 2025 Supplemental Executive Retirement Agreement with Tompkins Financial Corporation, I hereby make the following elections:

Payment Schedule

I hereby elect the following form of benefit payment for the Annual Credit to my SERP Account for the _____ calendar year, and all interest accrued thereon:

Payment in _____ annual payments commencing on the following date: _____.

I understand that this payment schedule election shall be irrevocable.

Beneficiary Election

As an Executive participating in a 2025 Supplemental Executive Retirement Agreement with Tompkins Financial Corporation, I hereby designate the following beneficiary/beneficiaries to receive my death benefits due under the Agreement.

Beneficiary: ____

Name: ____

Relationship to Executive: ____

Social Security Number: ____

Date of Birth: ____

Home Address: ____

Executive's Signature: ____

Witness' Signature: ____

Spouse's Signature (if waiving right to benefits under this Agreement):

Date: ____

Witness' Signature: ____

AMENDMENT NO. 2 TO

AMENDED AND RESTATED SUPPLEMENTAL EXECUTIVE RETIREMENT AGREEMENT BETWEEN TOMPKINS
FINANCIAL CORPORATION AND
STEPHEN S. ROMANE

This AMENDMENT NO. 2 TO AMENDED AND RESTATED SUPPLEMENTAL EXECUTIVE RETIREMENT AGREEMENT (the “**Amendment**”) between TOMPKINS FINANCIAL CORPORATION, with offices at 118 E. Seneca St., Ithaca, New York 14850 (the “**Company**”), and STEPHEN S. ROMANE, residing at [] (the “**Executive**”), is hereby adopted effective as of December 16, 2025 (“**Effective Date**”).

RECITALS:

WHEREAS, the Company and Executive have entered into the Amended and Restated Supplemental Executive Retirement Agreement effective November 9, 2016, as amended by Amendment No. 1 to the Supplemental Executive Retirement Agreement dated November 12, 2019 (but should have been named Amendment No 1. to the Amended and Restated Supplemental Executive Retirement Agreement) (the “**Existing Agreement**”); and

WHEREAS, the Company wishes to offer an inducement to the Executive to remain in its employ by agreeing to increase the minimum compensation to be included in the benefit calculation under the Existing Agreement;

NOW THEREFORE, in consideration of the services heretofore rendered and to be rendered by the Executive, the Existing Agreement is hereby amended as follows:

1. Modification to Definition of Earnings. The definition of “Earnings” now appearing in Section 1.10 of the Existing Agreement is hereby deleted in its entirety and replaced with the following:

“**Earnings**” means the average of the Executive’s five (5) highest calendar years (or such lesser number if the Executive has not completed five (5) years of service for the purpose of determining Earnings) of base pay, which shall mean the Executive’s base salary excluding bonuses, profit sharing, and the like, and which may include base pay in years prior to the Executive’s commencement of participation under this Agreement if so determined by the Board of Directors. In addition to the foregoing, (i) for years beginning on and after January 1, 2019 and ending on or before December 31, 2025, the Executive’s Earnings shall include fifty percent (50%) of any annual Senior Incentive Bonus paid on or before December 31 of the applicable year, and (ii) for years beginning on or after January 1, 2026, the Executive’s Earnings shall include fifty percent (50%) of the greater of (A) the Senior Incentive Bonus actually paid on or before December 31 of the applicable year or (B) seventy percent (70%) of the target Senior Incentive Bonus for such year.”

2. Effective Date of Modifications. The modifications made to the Existing Agreement by this Amendment shall be effective as of the Effective Date.

3. Definitions. All capitalized terms used and not defined in this Amendment and which are defined in the Existing Agreement shall have the meanings given them by the Existing Agreement.

4. Confirmation of Balance of Agreement. Except as expressly modified and amended by this Amendment, all of the terms, covenants and conditions of the Existing Agreement are hereby ratified and confirmed.

IN WITNESS WHEREOF, this Amendment has been executed this 16th day of December, 2025.
TOMPKINS FINANCIAL CORPORATION

By: /s/ Daniel J. Fessenden
Name: Daniel J. Fessenden
Title: Chairman of the Board

/s/ Stephen S. Romaine

Stephen S. Romaine, Individually

**TOMPKINS FINANCIAL CORPORATION
2019 EQUITY PLAN
AWARD AGREEMENT**

###GRANT_DATE###

###PARTICIPANT_NAME###

###HOME_ADDRESS###

1) Tompkins Financial Corporation (the “Company”) hereby grants to ###PARTICIPANT_NAME### the award(s) summarized below (the “Award”), pursuant to the terms and conditions of the Company’s 2019 Equity Plan, as it may be amended from time to time (the “Plan”). Capitalized terms not otherwise defined herein shall have the meanings given to them in the Plan. The terms, conditions and restrictions of your Award are set forth in this Award Agreement, which is governed by the terms of the Plan. Awards shall vest in the manner set forth in the Plan and below. For the Award to be effective, you must sign below and return this Award Agreement to the Company, acknowledging that you have received and read the Prospectus dated May 13, 2019 and any applicable prospectus supplements (together, the “Prospectus”), and agree to the terms of this Award Agreement and the Plan.

2) Award Summary:

Your Award shall vest on the dates set forth below, subject to your Continuous Service as of such date; generally, this means that if you terminate employment for any reason prior to the dates set forth below, you will forfeit the corresponding unvested portion of your Award.

<u>Restricted Stock Award Summary</u>	
Award Date:	###GRANT_DATE###
Number of Restricted Stock Shares:	###TOTAL_AWARDS###
Vesting Schedule:	5 Year
<u>Percentage</u>	<u>Date</u>
0%	
25%	
25%	

25%	
25%	

By accepting this Award, I hereby acknowledge receipt of this Award on the date shown above on the terms stated herein, which has been issued to me under the terms and conditions of the Plan. I further acknowledge receipt of a copy of the Plan and the Prospectus and agree to be bound by all of the terms and conditions of the Plan as if they were set out in full in this Award Agreement. I agree to accept as binding, conclusive and final all decisions or interpretations of the Committee or the Board, as the case may be, upon any questions relating to the Plan or this Award Agreement. I understand that shares will automatically be withheld to cover any applicable taxes due as my Award vests, unless I have made a different election in a timely manner via the Company's equity plan administration system (currently, Shareworks).

I understand that in the event the Committee determines, in its sole discretion, that I engaged in any activity contrary or harmful to the interests of the Company or its customers, including without limitation, any violation of Company policy or procedures, any unvested awards I hold shall immediately be forfeited and any rights thereunder shall terminate.

Electronically Accepted by: ###PARTICIPANT_NAME### on ###ACCEPTANCE_DATE###



Tompkins Financial Non-Equity Short Term Incentive Plan Senior Leadership Team

Introduction

- a. The Tompkins Financial Non-Equity Short Term Incentive Plan (“the Plan”) is a performance based variable compensation program tied to the achievement of specific performance metrics and strategic goals. It is designed to motivate and reward selected Senior Officers of Tompkins Financial or one of its affiliates (“the Company”) for their contributions to the Company’s growth, profitability, and overall success.

Eligibility and Participation

- a. Selected Senior Officers of the Company who are members of the Company’s Senior Leadership Team and affirmed by the Compensation Committee may be considered for compensation in addition to current base pay for the attainment of agreed-upon objectives and significant contributions to the Company’s short and long-term success (“the Participants”).
- b. The Participant’s potential payout will be determined based on their position.
- c. A Participant must be in “good standing” at the time of the Plan awards in order to receive any payment from the Plan, regardless of their performance rating or attainment of goals, e.g., employees who have been terminated or given notice of resignation before payments are made are ineligible to receive any payment from the Plan.
- d. Responsible for the ongoing risk ownership and management of business operations to ensure all areas of the company meet Tompkins’ standards for operational excellence. Identify opportunities to mitigate risk, monitor exceptions, hold team members accountable for adhering to TMP, TCB/TFA policies, standards and operational procedures and meeting objectives for compliance with regulatory requirements and the bank's own stated objectives and risk appetite.

Performance Metrics

- a. Plan awards will be based on individual performance and on the performance of Tompkins Financial Corp and its Affiliates (“the Company”) in accordance with the plan grid (Appendix A).
- b. Corporate performance will be based on actual results of goals established at the start of each calendar year as described in Appendix B.

Individual Performance Goals

- a. At the start of the calendar year, clear, specific, measurable, and achievable performance goals will be established for each Participant and confirmed by their respective Manager.

Plan Payments

- a. The recommended payout of the Corporate component will be determined as described in Appendix C. All final Plan award amounts will be approved by the President & CEO and the Executive Compensation Committee and ratified by the Board of Directors as necessary.

Clawback Provisions

- a. In accordance with the Clawback Policy adopted by the Board of Directors’ Compensation Committee, the Plan includes provisions allowing the Company to recover incentive-based, executive compensation in connection with accounting restatements due to material noncompliance with federal securities laws.
-

Regulatory Compliance

- a. The Plan will comply with all applicable banking regulations and guidelines. The Plan will be reviewed periodically to ensure alignment with changing business objectives and market conditions.

Compensation Committee Discretion

- a. The Compensation Committee has the discretion to further modify goals or results (i) in the event of, or in anticipation of, any unusual or extraordinary corporate item, transaction, event or development; (ii) in recognition of, or in anticipation of, any other unusual or nonrecurring events affecting the Corporation or the financial statements of the Corporation; or (iii) in response to, or in anticipation of, changes in applicable laws, regulations, accounting principles, or business conditions. This would include, but is not limited to, one-time acquisition-related expenses and impact of stock repurchases, if applicable, to the extent such impact was not a factor in setting the original goals.
-

Appendix A

The following grid is used to determine the approximate weight to be given each component of the Plan in determining the Participants' payout.

Position	Corporate	Individual
Tompkins Financial President & CEO	80%	20%
Corporate Sr. Leadership Team: CFO Shared Services	70%	30%
President TFA President Tompkins Community Bank Market Presidents TCB	60%	40%

Appendix B

A. The Corporate Component performance of the Plan will be based on three (3) equally weighted metrics:

1. Core Earnings per Share (EPS)
2. Core PPNR per Share
3. Core Revenue per Share

B. Annually Targets are established for each performance metric. Targets are set and communicated to Participants at the start of the calendar year based on the Company's budget as adopted by the Board of Directors. Current year targets are in Appendix D.

Appendix C

At year end, the actual performance of each metric will be compared to the target. Performance of each metric is calculated independently. The recommended payout range for each level of performance is provided in the table below:

Performance	Payout
115% +	125% - 150%
110% - 114.9%	110% - 125%
105% - 109.9%	100% - 110%
100% - 104.9%	95% - 100%
95% - 99.9%	85% - 95%
85% - 94.9%	70% - 85%
70% - 84.9%	0% - 70%
Under 70%	0%

The Compensation Committee and Board of Directors have sole discretion in
Establishing the final payout for each of the Plan's Participants.

Appendix D

Tompkins Financial Non-Equity Short Term Incentive Plan Senior Leadership Team Goals

Corporate:

Metric	Target
Core EPS	
Core Revenue per share (PPNR)	
Revenue per share	

Click or tap here to enter text.

Subsidiaries of Registrant

Tompkins Community Bank – a New York state – chartered bank

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statements (No. 333-288979, No. 333-275236, No. 333-231413, and No. 333-212636) on Form S-8 and in the registration statements (No. 333-273780 and No. 333-281027) on Form S-3 of our reports dated February 26, 2026, with respect to the consolidated financial statements of Tompkins Financial Corporation and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP

Rochester, New York

February 26, 2026

Certification of Chief Executive Officer

I, Stephen S. Romaine, certify that:

1. I have reviewed this Annual Report on Form 10-K of Tompkins Financial Corporation;
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: February 26, 2026

/s/ Stephen S. Romaine

Stephen S. Romaine
President and Chief Executive Officer
(Principal Executive Officer)

Certification of Chief Financial Officer

I, Matthew D. Tomazin, certify that:

1. I have reviewed this Annual Report on Form 10-K of Tompkins Financial Corporation;
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: February 26, 2026

/s/ Matthew D. Tomazin

Matthew D. Tomazin

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the filing of the Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (the “Report”) by Tompkins Financial Corporation (the “Company”), the undersigned, as the Chief Executive Officer of the Company, hereby certifies pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

The Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934; and

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 26, 2026

/s/ Stephen S. Romaine

Stephen S. Romaine

President and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the filing of the Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (the “Report”) by Tompkins Financial Corporation (the “Company”), the undersigned, as the Chief Financial Officer of the Company, hereby certifies pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

The Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934; and

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 26, 2026

/s/ Matthew D. Tomazin

Matthew D. Tomazin

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)