

UNITED STATES

FEDERAL DEPOSIT INSURANCE CORPORATION

WASHINGTON, D.C. 20429

FORM 10-K

(Mark One)

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

For the Fiscal Year ended December 31, 2022

OR

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

For the transition period from to

FDIC Certificate No. 57449

MEDALLION BANK

(Exact name of registrant as specified in its charter)

Utah  
(State of  
Incorporation)

32-0052486  
(IRS Employer  
Identification No.)

1100 East 6600 South, Suite 510, Salt Lake City, Utah 84121

(Address of principal executive offices) (Zip Code)

(866) 688-6983

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbols	Name of each exchange on which registered
Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series F	MBNKP	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

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

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

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

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

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

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒

Smaller reporting company ☐

Emerging growth company ☒

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of 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 ☒

No voting or non-voting common equity is held by non-affiliates of the registrant.

The number of outstanding shares of registrant's common stock, par value \$1.00, all of which is held by Medallion Financial Corp., as of March 16, 2023 was 1,000,000.

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**MEDALLION BANK**  
**2022 FORM 10-K ANNUAL REPORT**

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## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance, as well as the effects of current economic and geopolitical conditions and continuing uncertainty regarding the COVID-19 pandemic on our business, operating performance, financial condition, liquidity and prospects. These statements are often, but not always, made through the use of words or phrases such as “may,” “might,” “should,” “could,” “predict,” “potential,” “believe,” “expect,” “continue,” “will,” “anticipate,” “seek,” “estimate,” “intend,” “plan,” “projection,” “would” and “outlook,” or the negative version of those words or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management’s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions, estimates and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

A number of important factors could cause our actual results to differ materially from those indicated in these forward-looking statements, including those more fully described under “Risk Factors,” beginning on page 15 of this Form 10-K or the following:

- The concentration of our business in consumer lending, which carries a risk of loss that is different from and typically higher than the risk of loss associated with commercial lending and which has been, and could in the future be, adversely affected by an economic downturn;
- The effects of inflation and economic uncertainty on loan volumes, credit performance and net interest income;
- Outbreaks of disease or similar public health threats, including the COVID-19 pandemic;
- Our dependence on the credit performance of our loans;
- Our reliance on our relationships with dealerships, contractors and financial service providers (“FSPs”);
- Our use of brokered deposit sources for our deposit-gathering activities;
- Our dependence on our senior management team for our future success;
- The sufficiency of our allowance for loan losses to cover losses on our loans;
- Competition with other lenders;
- Changes in the taxi and for-hire vehicle industries, which have resulted in increased competition, lower taxi fares and losses in our medallion loan portfolio, as well as decreases in the value of our medallion loan collateral;
- Our access to sources of liquidity and capital to address our liquidity and capital needs;
- A reduction in demand for our products and failure by us to adapt to such reduction;
- Our pursuit and implementation of new business initiatives and strategies, including our Strategic Partnership Program;
- Our determinations with respect to sales of loans we may conduct and the impact of such sales on our retained portfolios;
- Changes in laws, regulations, or policies that apply to us; and
- The incremental costs of operating as a public company.

The foregoing factors should not be considered an exhaustive list and should be read together with the other cautionary statements included in this Form 10-K. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which

it is made, and we do not undertake any obligation to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by applicable law.

## **PART I**

### **ITEM 1. OUR BUSINESS**

#### **General**

We are a Utah-chartered, Federal Deposit Insurance Corporation (“FDIC”)-insured industrial bank headquartered in Salt Lake City, Utah. We specialize in providing consumer loans for the purchase of recreational vehicles (“RVs”), boats, and trailers, and to finance home improvements, such as swimming pools and replacement windows and roofs, as well as offering loan origination services to fintech partners. Formed in 2002 and opened in December 2003, we are a wholly owned subsidiary of Medallion Financial Corp. (“MFIN”), a finance company. As a consolidated subsidiary of MFIN, Medallion Bank’s (the “Bank’s”) assets, liabilities, results of operations and cash flows are reflected in MFIN’s consolidated financial statements. Financial information relating to the Bank in the Bank’s disclosures, including this Form 10-K, may not be comparable to financial information about the Bank in MFIN’s Securities and Exchange Commission (“SEC”) filings because of intercompany assets, liabilities, revenues and expenses between the Bank, on the one hand, and MFIN and MFIN’s other consolidated subsidiaries, on the other hand, that are eliminated in consolidation, as well as methodological differences in segment disclosures. The methodological differences in segment disclosures reflect differences in the assets, liabilities, revenues, expenses, and activities of the Bank, on a standalone basis, and MFIN, on a consolidated basis.

In 2004, our first full year of operation, we acquired a consumer loan portfolio and hired the related employees from a company exiting the banking business. Following this acquisition, we began originating consumer loans used to purchase RVs, boats and trailers (which we refer to as our “Recreation Lending” segment and our “Recreation” loans). Over the next decade, we expanded this niche RV/marine finance business, which is now our primary business segment and our largest loan portfolio. In 2012, we diversified the Bank by adding a quality-oriented, home improvement consumer finance business (which we refer to as our “Home Improvement Lending” segment and our “Home Improvement” loans). The team of employees we hired in connection with this expansion brought substantial prime credit underwriting experience into the Bank. Today, our two consumer lending segments constitute the majority of the activity at the Bank.

In the second half of 2014, we ceased originating loans to finance the purchase of taxi medallions (which we refer to as our “Medallion” loans), though we have continued to refinance those loans as they mature and the Bank from time to time has provided financing to purchasers in connection with the disposition of repossessed medallion collateral. Our portfolio of Medallion loans has steadily declined in size since we ceased new originations and, as of December 2022, represented less than 1 percent of our loan portfolio. Due to the declining significance of the Medallion loans to our business, results of operations and financial condition, beginning with the fourth quarter of 2021, we include our activities relating to Medallion loans in our Other segment and ceased reporting those activities in a separate segment. As a result of this change, results for the Other segment prior periods have been adjusted to conform to the current presentation.

As of December 2022, we had total assets of \$2.0 billion, including a loan portfolio, net of the allowance for loan losses, of \$1.8 billion, and equity capital of \$306.7 million. For the year ended December 2022, we had pre-tax income of \$100.0 million and after-tax net income of \$74.6 million. We seek to maintain capital ratios in excess of those required for well-capitalized status under the FDIC’s regulatory framework, including a 15% leverage ratio (Tier 1 capital to average assets), which is well in excess of the 5% threshold for well-capitalized status.

As used throughout this Form 10-K, all references to “Medallion Bank,” the “Bank,” “we,” “us,” and “our” mean Medallion Bank, an industrial bank organized and existing under the laws of the State of Utah, unless the context otherwise requires. References to this “Form 10-K” are to our Annual Report on Form 10-K for the year ended December 31, 2022. All references to 2022, 2021 and 2020 refer to our years ended, or the dates, as the context requires, December 31, 2022, December 31, 2021 and December 31, 2020 respectively.

Any discrepancies included in this Form 10-K between totals and the sums of the percentages and dollar amounts presented are due to rounding.

Unless otherwise specified, loan portfolios and loan balances are presented inclusive of net deferred loan acquisition costs. References to “gross” loans are to the face amounts of the loans, i.e., loan balances presented exclusive of net deferred loan acquisition costs.

#### **Our Business**

Our primary business is consumer lending, substantially all of which is conducted through third-party sellers of consumer goods and services in our Recreation Lending and Home Improvement Lending segments. As of December 2022, our Recreation and Home Improvement loan portfolios together were \$1.8 billion, representing 92.8% of our total assets and 99.3% of our loan portfolio,

with a weighted average yield (which is equal to gross interest income minus amortization of loan origination costs) of 11.4% for the year ended December 2022. We work directly with dealerships, contractors and FSPs, largely via digital tools and Application Programming Interfaces (“APIs”), to offer financing for consumers, including those with past credit challenges. Business in the consumer lending segments is moderately seasonal, with the spring and summer quarters (the second and third quarters) being more active both for the purchase of recreation products and home improvements, which correspondingly results in higher origination volumes during those quarters. The degree to which our consumer loan businesses are seasonal also depends upon weather, with heavy winters making the business more seasonal as winters typically result in consumers making fewer purchases of recreation products and home improvements during the fall and winter quarters (the fourth and first quarters, respectively).

We make consumer loans to borrowers in all 50 U.S. states, plus the District of Columbia, and currently work with dealerships in 45 states in connection with our Recreation Lending segment and with contractors in 46 states in connection with our Home Improvement Lending segment. We serve our dealers and contractors primarily using digital tools such as lending websites and mobile applications for phone or tablet, or via APIs designed to facilitate system-to-system credit transactions. Additionally, we have dedicated teams of business development, relationship management and customer service employees that provide dealers and contractors with the support and services they require to meet the needs of their customers.

**Recreation Lending.** Our Recreation Lending segment has typically been a high-growth business focused on originating Recreation loans at the point of sale via dealers and FSPs. In addition to offering prime credit financing, we specialize in helping recreation product dealerships finance customers with past credit challenges, including bankruptcy, tax liens, collections and other credit issues. All of our Recreation loans are serviced by a third-party loan servicer, and we have used the same loan servicer since the business’s inception.

Recreation loans represented \$1.2 billion, or 64.9%, of our loan portfolio, as of December 2022. The loans are secured primarily by RVs, boats and trailers with a small proportion of loans secured by other collateral such as collector cars, powersport vehicles and boat motors. The weighted average yield of our Recreation loan portfolio was 12.81% for the year ended December 2022. During the year ended December 2022, we originated \$513.1 million of Recreation loans, an increase of \$71.1 million from the year ended December 2021.

Recreation Lending operates like a traditional indirect auto finance business including the use of technology at the point of sale to facilitate the transaction. We maintain non-exclusive relationships with approximately 3,100 dealers and FSPs, not all of which are active at any one time. FSPs are entities that provide finance and insurance (“F&I”) services to small dealers that do not have the desire or ability to provide F&I services themselves. The ability of FSPs to aggregate the financing and relationship management for many small dealers, and to engage in transactions in low-cost ways through the use of APIs or digital tools, makes them valuable to the Bank. We receive approximately half of our loan volume from dealers and the other half from FSPs. Management monitors the number of dealers and FSPs and their relative contributions as a means of assessing market share and segment growth. Over time, changes in these metrics will provide investors with information about origination concentration and growth trends in the segment. In the year ended December 2022, 48% of Recreation Lending’s new loan originations were from our top ten dealer and FSP relationships. The percentage of new loan originations by the top ten dealer and FSP relationships is a measure of concentration within the segment’s loan originations, which management uses to determine whether to undertake diversification efforts, and which provides investors with information about origination concentration.

**Home Improvement Lending.** We work directly with contractors and FSPs to offer flexible consumer financing for window, siding and roof replacements, swimming pool installations, and other home improvement projects. Our core product is a standard installment loan, which features affordable monthly payments and competitive interest rates for prime credit customers at no cost to the contractor. We also offer a variety of promotional loan options to help contractors close a challenging sale. Promotional loan options include same-as-cash, no interest and deferred payment features, which allow borrowers to reduce the total cost of financing or start repayments when it is most convenient. All credit transactions are submitted to the Bank electronically, with the majority delivered via API or custom mobile application designed for the contractor’s phone or tablet.

Home Improvement loans represented \$626.4 million, or 34.4%, of our loan portfolio as of December 2022. The loans are secured by the personal property installed, and the security interest for some of these loans is perfected with a Uniform Commercial Code (“UCC”) fixture filing. The weighted average yield of the Home Improvement loan portfolio was 8.55% for the year ended December 2022. During the year ended December 2022, we originated \$392.5 million of Home Improvement loans, an increase of \$134.5 million from the year ended December 2021.

Home Improvement Lending operates in a manner similar to Recreation Lending with a few key differences. We currently maintain a smaller number of non-exclusive relationships; the Bank has relationships with approximately 1,000 contractors and FSPs. Management monitors the number of contractors and FSPs and their relative contributions as a means of assessing market share and segment growth. Over time, changes in these metrics will provide investors with information about origination concentration and growth trends in the segment. Most of our home improvement-financed sales take place in the borrower’s home instead of a store,

with the contractor presenting the borrower with a bid that includes a financing option. A large proportion of our home improvement-financed sales are facilitated by contractor salespeople with limited financing background rather than by contractor employees that provide F&I services. The result is contractor demand for financing services that facilitate an in-home transaction (e.g., digital tools including mobile applications for phone or tablet, support for E-SIGN compliant electronic signatures and extended operating hours) and additional resources to help the salesperson throughout the financing process. In the year ended December 2022, 62% of Home Improvement Lending's new loan originations were from our top ten contractor and FSP relationships. The percentage of new loan originations by the top ten contractor and FSP relationships is a measure of concentration within the segment's loan originations, which management uses to determine whether to undertake diversification efforts, and which provides investors with information about origination concentration.

**Other.** Our remaining operations, which are reported in our "Other" segment in the financial statements contained elsewhere in this report, include our legacy portfolio of Medallion loans and related operations, our Strategic Partnership Program (described further below), and other loans, as well as cash, investments and net non-interest earning assets. Other loans represented \$12.8 million, or 0.7%, of the Bank's loan portfolios as of December 2022.

Through our Strategic Partnership Program, we partner with non-banks offering loans and other financial services to their customers. As of December 2022, we have signed agreements with two active Strategic Partnership Program clients. The associated activities are currently limited to originating loans or other receivables facilitated by our Strategic Partners and selling those loans or receivables to our Strategic Partners or other third parties without recourse within a specified time after origination, such as three business days. Revenues are currently derived primarily from contracted program fees paid to us by our Strategic Partners and interest income earned while the loans or receivables remain on our books, offset by any transaction fees paid by us to our Strategic Partners for their role in processing loan applications or servicing loans. We have incurred compliance and other expenses associated with the development of the Strategic Partnership Program, and expect continued and increasing costs as the Strategic Partnership Program grows. The scope of our activities may change over time as we further develop this line of business.

## **Competition**

Banks, credit unions, and finance companies (both traditional and technology-driven) compete with us in originating Recreation and Home Improvement loans. Many of these competitors have greater resources than we do and certain competitors are subject to less regulation than we are. As a result, we may be unable to compete successfully.

Due to the non-prime focus of the business, competition for our Recreation Lending segment is largely from a small number of competitors. Home Improvement Lending competes against a much larger number of financing sources for prime credit loans, including a growing number of technology-enabled direct lenders. When the consumer lending market is active and expanding, competitors emerge and reduce our market share in both segments. During recessions or other economic disruptions, historically, competitors reduce their activities in the non-prime portion of the market, and some fail or become non-competitive in the prime portion of the market. In these circumstances, our market share in each segment is expected to grow. During the COVID-19 recession, our market share did not grow. However, we believe that we have positioned the Bank to be stronger in the future and we expect to gain market share as we exit both the COVID-19 recession's aftermath and the current inflationary economic environment. Management works to remain competitive in each segment, but resists the pressure to make product or pricing changes that do not support our long-term value orientation.

## **Human Capital Resources**

As of December 2022, we employed 118 persons. Our employees, including our named executive officers, are also MFIN employees and, for efficiency, payroll is processed through MFIN and our employees participate in MFIN's benefits and equity compensation plans.

We value diversity in all aspects of our business, including our workforce. Equal employment opportunity is a fundamental principle at the Bank, where employment is based upon personal capabilities, qualifications and performance. We prohibit and do not tolerate discrimination against employees, applicants, interns or any other covered persons, and the Bank seeks to provide a workplace free of discrimination on the basis of race, color, creed, religion, national origin, ancestry, ethnicity, citizenship status, physical or mental disability, age, sex (including pregnancy), gender (including gender identity and expression), marital status, familial status, veteran status, genetic information or any other protected characteristic as established by applicable federal, state or local law.

We incentivize our employees through a combination of salary, equity compensation and other benefits, which are provided through MFIN with the costs covered by or reimbursed by the Bank. We provide almost all of our employees with incentive bonuses in the form of MFIN restricted stock and stock options. We believe employee equity ownership helps us attract, retain, motivate and reward employees, while aligning employee compensation with our stockholder's interests by linking realizable pay with MFIN's stock performance.

MFIN's Compensation Committee reviews Bank management's compensation recommendations and advises Bank management and our Board of Directors (our "Board") on broad compensation policies, such as management salary levels, annual incentive bonuses, long-term incentive plans, including equity-based compensation programs, and other benefit and perquisite programs.

We participate in MFIN's 401(k) Investment Plan and other generally available benefit programs like health insurance, paid and unpaid leaves, life insurance, disability coverage, accident insurance and critical illness insurance; we believe that the availability of these benefit programs generally enhances employee productivity and loyalty to the Bank. We believe it is important for our employees to provide service to the communities in which they live, and we encourage them to take time, including prearranged work time, to participate in activities of local civic organizations, charitable or nonprofit organizations, or educational institutions. We value employee development and training, and are committed to identifying and developing the talents of our next-generation leaders. Our employee benefits, provided through MFIN's plans, are also intended to help protect the health, well-being and financial security of our employees.

## SUPERVISION AND REGULATION

The following discussion is intended only to summarize some of the significant statutes and regulations that affect us and the banking industry, and therefore is not a comprehensive survey of the legal and regulatory framework applicable to the Bank.

### Overview

We are subject to extensive federal and state banking laws, regulations, and policies that are intended primarily for the protection of depositors, the Deposit Insurance Fund, customers, and the banking system as a whole, and not for the protection of our other creditors or shareholders. Under our banking charter, we are authorized to make consumer and commercial loans, and may accept all FDIC-insured deposits other than demand deposits (checking accounts). As a state-chartered, non-member bank with FDIC-insured deposits, we are examined, supervised and regulated by the FDIC and the Utah Department of Financial Institutions ("Utah DFI"). The statutes enforced by, and regulations and policies of, these agencies affect almost all aspects of our business, including by prescribing permissible types of loans and investments, the amount of required capital, the permissible scope of our activities and various other requirements. If our regulators were to determine that we have violated banking laws and regulations, including by engaging in unsafe and unsound practices, we could be subject to enforcement and other regulatory actions, which could have an adverse effect on our business, results of operations and financial condition.

### Capital Standards

We are subject to risk-based and leverage-based capital ratio requirements under the U.S. Basel III capital rules, adopted by the federal banking regulators.

Under the risk-based capital standards, our assets, exposures and certain off-balance sheet items are assigned to broad risk categories, each with designated weights, and the resulting capital ratios represent capital as a percentage of total risk-weighted assets. The minimum capital ratios applicable to us are as follows:

- **CET1 Risk-Based Capital Ratio**, equal to the ratio of Common Equity Tier 1 ("CET1") capital to risk-weighted assets. CET1 capital primarily includes common shareholders' equity subject to certain regulatory adjustments and deductions, including with respect to goodwill, intangible assets, certain deferred tax assets and accumulated other comprehensive income. The minimum CET1 risk-based capital ratio requirement is 4.5%.
- **Tier 1 Risk-Based Capital Ratio**, equal to the ratio of Tier 1 capital to risk-weighted assets. Tier 1 capital primarily consists of CET1 capital and perpetual preferred stock. The minimum Tier 1 risk-based capital ratio requirement is 6%.
- **Total Risk-Based Capital Ratio**, equal to the ratio of total capital, including CET1 capital, additional Tier 1 capital and Tier 2 capital, to risk-weighted assets. Our Tier 2 capital primarily includes allowance for loan and lease losses up to 1.25% of our risk-weighted assets. The minimum total risk-based capital ratio requirement is 8%.
- **Tier 1 Leverage Ratio**, equal to the ratio of Tier 1 capital to quarterly average assets (net of goodwill, certain other intangible assets and certain other deductions). The minimum Tier 1 leverage ratio requirement is 4%.

The prompt corrective action framework, which generally applies to FDIC-insured depository institutions, including us, also includes capital requirements we must satisfy in order to, among other things, be able to accept brokered deposits without limitations. See "Prompt Corrective Action" and "Brokered Deposits" below.



In addition to meeting the minimum capital requirements, under the U.S. Basel III capital rules we must also maintain the required capital conservation buffer of 2.5% to avoid becoming subject to restrictions on capital distributions (including dividends on our preferred stock) and certain discretionary bonus payments to management. The capital conservation buffer is calculated as a ratio of CET1 capital to risk-weighted assets, and it effectively increases the required minimum risk-based capital ratios.

The table below shows the capital requirements we are required to maintain:

	<b>Minimum U.S. Basel III Regulatory Capital Ratio Plus Capital Conservation Buffer</b>
CET1 risk-based capital ratio	7.0%
Tier 1 risk-based capital ratio	8.5%
Total risk-based capital ratio	10.5%

For purposes of calculating the denominator of the three risk-based capital ratios, the assets of covered banking organizations are given risk weights that, under the U.S. Basel III capital rules, range from 0% to 1,250% depending on the nature of the asset. Most of our loans are assigned a 100% risk weight, with loans that are 90 days or more past due or on nonaccrual assigned a 150% risk weight. In addition, direct obligations of the U.S. Department of the Treasury ("U.S. Treasury") or obligations unconditionally guaranteed by the U.S. government have a 0% risk weight, while general obligation claims on states or other political subdivisions of the United States are assigned a 20% risk weight, except for municipal or state revenue bonds, which have a 50% risk weight.

The U.S. Basel III capital rules provide for limited recognition in CET1 capital, and deduction from CET1 capital above certain thresholds, of three categories of assets: (i) deferred tax assets arising from temporary differences that cannot be realized through net operating loss carrybacks (net of related valuation allowances and of deferred tax liabilities); (ii) mortgage servicing assets (net of associated deferred tax liabilities); and (iii) investments in more than 10% of the issued and outstanding common stock of unconsolidated financial institutions (net of associated deferred tax liabilities). The federal banking regulators have adopted a rule that is designed to simplify the capital treatment of those categories of assets for banking organizations, such as us, that are not subject to the advanced approaches in the U.S. Basel III capital rules.

In December 2017, the Basel Committee published standards that it described as the finalization of the Basel III post-crisis regulatory reforms. Among other things, these standards revise the Basel Committee's standardized approach for credit risk and provide a new standardized approach for operational risk capital. The Basel Committee's standards generally became effective on January 1, 2023. As with all standards proposed by the Basel Committee, the December 2017 standards are not effective in any jurisdiction until rules implementing such standards have been implemented by the relevant regulators in such jurisdiction. The U.S. federal bank regulatory agencies have not yet proposed rules implementing these standards for the purposes of risk-based capital ratios.

Federal banking regulators published a final rule, effective in April 2019, permitting banking organizations to phase in any adverse day-one regulatory capital effects of the adoption of ASU 2016-13 (referred to as the current expected credit loss model or CECL) over a period of three years. We formally adopted CECL on January 1, 2023. For additional information on ASU 2016-13, see "Note 1. Organization and Summary of Significant Accounting Policies" in the annual audited financial statements included elsewhere in this Form 10-K.

The Economic Growth, Regulatory Relief, and Consumer Protection Act of 2018 ("EGRRCPA") required the federal banking regulators to adopt regulations to implement an exemption from the U.S. Basel III capital rules for smaller banking organizations, including us, that maintain a "Community Bank Leverage Ratio" of at least 8% to 10%. Specifically, the EGRRCPA provides that if any depository institution or depository institution holding company with less than \$10 billion in total consolidated assets maintains tangible equity in excess of this leverage ratio, as implemented by the federal banking regulators, it would be deemed to be in compliance with (i) the leverage and risk-based capital requirements promulgated by the federal banking agencies; (ii) in the case of a depository institution, the capital ratio requirements to be considered "well-capitalized" under the federal banking agencies' "prompt corrective action" regime; and (iii) "any other capital or leverage requirements" to which the depository institution or holding company is subject, unless the appropriate federal banking agency determines otherwise based on the particular institution's risk profile.

The FDIC has adopted a rule implementing the Community Bank Leverage Ratio. Under the rule, the Community Bank Leverage Ratio is the same as the Tier 1 Leverage Ratio under the Basel III capital rules, and a qualifying small banking organization, such as us, that has less than \$10 billion in total consolidated assets and meets certain risk-based criteria, can choose to apply the Community Bank Leverage Ratio framework if its Community Bank Leverage Ratio is greater than 9%. We have not elected and currently do not expect to elect to apply the Community Bank Leverage Ratio framework, but will continue to assess the framework and may choose to apply it in the future.

As a condition to receipt of FDIC insurance, we entered into a capital maintenance agreement with the FDIC (the "2003 Capital Maintenance Agreement") requiring us to maintain a 15% leverage ratio (Tier 1 capital to average assets) and an adequate allowance for loan and lease losses and restricting the amount of Medallion loans that we may finance to three times our Tier 1 capital.

### Prompt Corrective Action

We are subject to FDIC regulations, which apply to every FDIC-insured depository institution, setting out a system of mandatory and discretionary supervisory actions that generally become more severe as the capital levels of an individual institution decline. Pursuant to provisions of the Federal Deposit Insurance Act ("FDIA"), and related regulations with respect to prompt corrective action, the federal banking regulators must take "prompt corrective action" with respect to FDIC-insured depository institutions that do not meet minimum capital requirements. The FDIA sets forth the following five capital categories: "well-capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized." An insured depository institution's capital category depends upon how its capital levels compare with various relevant capital measures and certain other factors that are established by regulation.

	"Well-capitalized"	"Adequately capitalized"
CET1 risk-based capital ratio	6.5%	4.5%
Tier 1 risk-based capital ratio	8.0%	6.0%
Total risk-based capital ratio	10.0%	8.0%
Tier 1 leverage ratio	5.0%	4.0%

If a bank meets the quantitative thresholds for well-capitalized status provided above and is not subject to any written agreement, order or directive from the appropriate regulatory agency to meet and maintain a specific capital level, it will qualify as well-capitalized. Failure to be well-capitalized or to meet minimum capital requirements could result in certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a material adverse effect on our operations or financial condition. See "Brokered Deposits" below for additional information. Failure to be well-capitalized or to meet minimum capital requirements could also result in restrictions on our ability to pay dividends or otherwise distribute capital or to receive regulatory approval of applications. Pursuant to the 2003 Capital Maintenance Agreement, we have agreed that our capital levels will at all times meet or exceed the levels required for us to be considered well-capitalized under FDIC rules.

### Brokered Deposits

We use brokered deposits to fund a substantial portion of our activities. Under the FDIA and related regulations, FDIC-insured institutions, such as us, may only accept brokered deposits without FDIC permission if they meet specified capital standards and are not subject to any written agreement, order or directive to meet and maintain a specific capital level, and are subject to restrictions with respect to the interest they may pay on deposits unless they are "well-capitalized." In particular, the FDIA and the FDIC's regulations prohibit an insured depository institution from accepting brokered deposits unless it is "well-capitalized" or is "adequately capitalized" and receives a waiver from the FDIC.

Under FDIC regulations governing brokered deposits and interest rate restrictions, a bank that is "adequately capitalized" and accepts brokered deposits under a waiver from the FDIC may not pay an interest rate, at the time any such deposit is accepted, in excess of: (i) 75 basis points over certain national rates described in the FDIC's regulations; or (ii) 90% of the highest interest rate paid on a particular deposit product in the bank's local market area, if the bank provides notice to the FDIC and evidence of such local rate. There are no such restrictions under the FDIA on a bank that is "well-capitalized."

Pursuant to the 2003 Capital Maintenance Agreement, we have agreed that our capital levels will at all times meet or exceed the level required for us to be considered well-capitalized under FDIC rules. If we were no longer able to accept or renew brokered deposits as a result of failing to meet the requisite capital standards or as a result of being subject to a written agreement, order or directive to meet and maintain a specific capital level, there would be a material adverse effect on our business, financial condition, liquidity and results of operations. See "Risk Factors—Our use of brokered deposits for our deposit-gathering activities may not be available when needed. The inability to accept and renew brokered deposits would have a material adverse effect on our business, financial condition, liquidity and results of operations."

### Deposit Insurance

Our deposits have the benefit of FDIC insurance up to the applicable limits. The FDIC's Deposit Insurance Fund ("DIF") is funded by assessments on insured depository institutions, such as us. Our assessment (subject to adjustment by the FDIC) is currently based on our average total consolidated assets less our average tangible equity during the assessment period, our supervisory ratings, and specified forward-looking financial measures used to calculate the assessment rate.

In October 2022, the FDIC adopted a rule applicable to all FDIC-insured banks that will increase initial base deposit insurance assessment rates by 2 basis points, beginning with the first quarterly assessment period of 2023. The FDIC, as required under the FDIA, established a plan in September 2020 to restore the DIF reserve ratio to meet or exceed the statutory minimum of 1.35 percent within eight years. The increased assessment is intended to improve the likelihood that the DIF reserve ratio would reach the required minimum by the statutory deadline of September 30, 2028.

### **Payment of Dividends**

The power of the board of directors of an insured depository institution to declare a cash dividend or other distribution with respect to capital is subject to statutory and regulatory restrictions that limit the amount available for such distribution, depending upon earnings, financial condition and cash needs of the institution, as well as general business conditions. Insured depository institutions are also prohibited from paying management fees to any controlling persons or, with certain limited exceptions, making capital distributions, including dividends, if after such transaction the institution would be less than adequately capitalized.

Under Utah law, we may only declare dividends to our shareholders out of our net profits, after providing for all expenses, losses, interest and taxes accrued or due. Further, we are required to transfer to a surplus fund at least 10% of our net profits before dividends for the period covered by the dividend until the surplus fund reaches 100% of our capital stock. Any amount paid from our net earnings into a fund for the retirement of outstanding debt capital instruments or preferred stock for the period covered by the dividend will be considered an addition to our surplus fund if, upon the retirement of such instruments, the amount paid into the retirement fund for the period may be properly carried to our surplus fund.

The federal banking agencies also have authority to prohibit depository institutions from engaging in business practices that are considered unsafe or unsound, possibly including payment of dividends or other payments under certain circumstances even if such payments are not expressly prohibited by statute.

In addition, as discussed under “Capital Standards,” if our risk-based capital ratios do not satisfy the minimum risk-based requirements plus the capital conservation buffer, we will face graduated constraints on, among other things, capital distributions (including dividends on our preferred stock) based on the amount of the shortfall and the amount of our eligible retained income. For these purposes, eligible retained income is defined as the greater of: (i) net income for the four preceding quarters, net of distributions and associated tax effects not reflected in net income; and (ii) the average net income over the preceding four quarters.

### **Safety and Soundness**

The FDIA also implemented certain specific restrictions on transactions and required federal banking regulators to adopt overall safety and soundness standards for depository institutions related to internal controls, information systems and internal audit systems, loan documentation, credit underwriting, interest rate risk exposure, asset growth, asset quality, earnings, stock valuation and compensation, fees and benefits, and such other operational and managerial standards as the agencies deem appropriate. Guidelines adopted by the federal banking regulators establish general standards relating to internal controls and information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth and compensation, fees and benefits. In general, these guidelines require, among other things, appropriate systems and practices to identify and manage the risk and exposures specified in the guidelines. These guidelines also prohibit excessive compensation as an unsafe and unsound practice, and describe compensation as excessive when the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director or principal shareholder. The federal banking agencies may require an institution to submit to an acceptable compliance plan, as well as have the flexibility to pursue other more appropriate or effective courses of action given the specific circumstances and severity of an institution’s noncompliance with one or more standards. The FDIC may also 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.

Among other things, in addition to the restrictions on brokered deposits discussed above, the FDIA limits the interest rates paid on deposits by undercapitalized institutions and limits the aggregate extensions of credit by a depository institution to an executive officer, director, principal shareholder or related interest.

### **Consumer Financial Protection**

We are subject to a number of federal and state consumer protection laws that extensively govern our consumer lending businesses. These laws include, but are not limited to, the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Truth in Lending Act, the Electronic Fund Transfer Act and these laws’ respective state-law counterparts, as well as laws regarding unfair and deceptive acts and practices. These federal and state laws, among other things, require disclosures of the cost of credit and terms of deposit accounts, provide substantive consumer rights, prohibit discrimination in credit transactions, regulate the use of credit report information, provide financial privacy protections, prohibit unfair and deceptive practices and subject us to substantial regulatory

oversight. Violations of applicable consumer protection laws can result in significant potential liability from litigation brought by customers, including actual damages, restitution and attorneys' fees. Federal banking regulators, state attorneys general and state and local consumer protection agencies may also seek to enforce consumer protection requirements and obtain these and other remedies, including regulatory sanctions, customer rescission rights, and civil money penalties. Failure to comply with consumer protection requirements may also result in substantial reputational harm that could adversely affect our business.

### **Community Reinvestment Act of 1977**

We are subject to certain requirements and reporting obligations under the Community Reinvestment Act ("CRA"). Under the CRA, we have an obligation, consistent with safe and sound operations, to help meet the credit needs of our entire assessment area, including low- and moderate-income individuals and communities in that assessment area. Currently, our assessment area is Salt Lake County, Utah. In connection with its examination of us, the FDIC is required to assess our CRA performance in the areas of lending, investments and services. The FDIC may take compliance with the CRA into account when regulating and supervising our other activities. The CRA also requires the agencies to take into account banks' records of meeting community credit needs when evaluating applications for, among other things, new branches or mergers. We have elected to be evaluated for our compliance with CRA requirements based on a strategic plan we adopted with public involvement and regulatory approval. That strategic plan includes measurable goals for helping to meet the credit needs of our assessment area, and is available on our website. The CRA provides that CRA examination ratings be made public. We received a rating of "Outstanding" in our most recently completed CRA examination.

In May 2022, the FDIC, the Office of the Comptroller of the Currency ("OCC") and the Board of Governors of the Federal Reserve System ("Federal Reserve") requested comment on a joint notice of proposed rulemaking intended to strengthen and modernize the CRA by: (i) expanding access to credit, investment, and basic banking services in low- and moderate-income communities; (ii) adapting to technological changes in the banking industry; (iii) standardizing metrics used for CRA evaluation for greater clarity, consistency and transparency in the application of the regulations; (iv) clarifying which activities qualify for CRA credit; and (v) tailoring CRA rules and data collection to bank size and business model. Comments were due by August 5, 2022. We will continue to evaluate any changes to the CRA regulations and their impact to our financial condition, results of operations or liquidity.

### **Transactions with Affiliates and Insiders**

We are subject to certain federal laws that restrict and control our ability to extend credit and provide to or receive services from our affiliates under Sections 23A and 23B of the Federal Reserve Act and Regulation W promulgated thereunder. An affiliate of a bank is any company or entity that controls, is controlled by or is under common control with the bank. These restrictions include quantitative and qualitative limits on the amounts and types of transactions that may take place, including the transfer of funds by us to certain of our affiliates in the form of loans, extensions of credit, investments, or purchases of assets. These restrictions also require that credit transactions with affiliates be collateralized and that our transactions with affiliates be on terms no less favorable to us than comparable transactions with unrelated third parties. Generally, our covered transactions with any affiliate are limited to 10% of our capital stock and surplus, and covered transactions with all affiliates are limited to 20% of our capital stock and surplus.

We are also subject to limits under federal law on our ability to extend credit to our directors, executive officers and principal shareholders (persons that beneficially own or control more than 10% of any class of our voting stock), as well as to entities owned or controlled by such persons. Among other things, extensions of credit to such insiders are required to 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 non-insiders. Also, the terms of such extensions of credit may not involve more than the normal risk of non-repayment or present other unfavorable features and may not exceed certain limitations on the amount of credit extended to such persons individually and in the aggregate. Certain extensions of credit also require the approval of our Board.

### **Financial Privacy and Cybersecurity**

Federal and state law contains extensive consumer privacy protection provisions. The Gramm-Leach-Bliley Act requires financial institutions to periodically disclose their privacy policies and practices relating to sharing such information and enables retail customers to opt out of institutions' ability to share information with unaffiliated third parties under certain circumstances. Other federal and state laws and regulations impact our ability to share certain information with affiliates and non-affiliates for marketing and/or non-marketing purposes, or to contact customers with marketing offers. The Gramm-Leach-Bliley Act also requires financial institutions to implement a comprehensive information security program that includes administrative, technical and physical safeguards to ensure the security and confidentiality of customer records and information. Federal law also makes it a criminal offense, except in limited circumstances, to obtain or attempt to obtain customer information of a financial nature by fraudulent or deceptive means.

State regulators have been increasingly active in implementing privacy and cybersecurity standards and regulations. In recent years, several states adopted regulations requiring certain financial institutions to implement cybersecurity programs and providing detailed requirements with respect to these programs, including data encryption requirements. Many states have also implemented or modified their data breach notification and data privacy requirements.

In addition, pursuant to requirements applicable to FDIC-supervised banking organizations, such as us, we are required to notify the FDIC within 36 hours of incidents that have materially disrupted or degraded, or are reasonably likely to materially disrupt or degrade, the banking organization's ability to deliver services to a material portion of its customer base, jeopardize the viability of key operations of the banking organization, or pose a threat to the financial stability of the United States.

### **Anti-Money Laundering and the USA PATRIOT Act**

We are subject to the anti-money laundering ("AML") provisions of the Bank Secrecy Act ("BSA"), as amended by the USA PATRIOT Act (the "PATRIOT Act"), and implementing regulations issued by the FDIC and the U.S. Treasury. The PATRIOT Act, which includes the International Money Laundering Abatement and Anti-Terrorist Financing Act of 2001, is intended to facilitate the detection and prosecution of terrorism and international money laundering. The PATRIOT Act establishes standards for verifying customer identification incidental to the opening of new accounts. Other provisions of the PATRIOT Act provide for special information sharing procedures governing communications with the government and other financial institutions with respect to suspected terrorists and money laundering activity, and enhancements to suspicious activity reporting, including electronic filing of suspicious activity reports over a secure filing network. The BSA requires all financial institutions, including banks, to, among other things, establish a risk-based system of internal controls reasonably designed to prevent money laundering and the financing of terrorism. The BSA includes a variety of record-keeping and reporting requirements (such as cash and suspicious activity reporting), as well as due diligence/know-your-customer documentation requirements. The U.S. Treasury's Office of Financial Crimes Enforcement Network ("FinCEN") issued a final rule, applicable as of May 2018, to clarify and enhance customer due diligence requirements for financial institutions. The rule (among other things) imposes certain obligations on covered financial institutions with respect to their "legal entity customers," including corporations, limited liability companies and other similar entities. For each such customer that opens an account (including an existing customer opening a new account), the covered financial institution must identify and verify the customer's "beneficial owners," who are specifically defined in the rule. Bank regulators routinely examine institutions for compliance with customer due diligence obligations. The Anti-Money Laundering Act of 2020 ("AMLA"), which amends the BSA, is intended to comprehensively reform and modernize U.S. anti-money laundering laws. Among other things, the AMLA codifies a risk-based approach to AML compliance for financial institutions; requires the U.S. Department of the Treasury to promulgate priorities for anti-money laundering and countering the financing of terrorism policy; requires the development of standards by the Treasury Department for testing technology and internal processes for BSA compliance; expands enforcement- and investigations-related authority, including a significant expansion in the available sanctions for certain BSA violations, and expands BSA whistleblower incentives and protections. Many of the statutory provisions in the AMLA will require additional rulemakings, reports and other measures, and the impact of the AMLA, including on our compliance costs and compliance risk relating to the BSA, will depend on, among other things, rulemaking and implementation guidance.

In June 2021, FinCEN issued the priorities for anti-money laundering and countering the financing of terrorism policy required under the AMLA. The priorities include: corruption, cybercrime, terrorist financing, fraud, transnational crime, drug trafficking, human trafficking and proliferation financing.

### **Change in Bank Control**

Because we are an "insured depository institution" within the meaning of the FDIA and the Change in Bank Control Act and MFIN is a "financial institution holding company" within the meaning of the Utah Financial Institutions Act, federal and Utah law and regulations prohibit any person or company from acquiring control of us or MFIN, without, in most cases, prior written approval of the FDIC or the Commissioner of the Utah DFI, as applicable. Under the Change in Bank Control Act, control is conclusively presumed if, among other things, a person or company acquires 25% or more of any class of our voting stock. A rebuttable presumption of control arises if a person or company acquires 10% or more of any class of voting stock and is subject to a number of specified "control factors" as set forth in the applicable regulations.

Under the Utah Financial Institutions Act, control is defined as the power, directly or indirectly, or through or in concert with one or more persons, to: (a) direct or exercise a controlling influence over (i) the management or policies of a financial institution or (ii) the election of a majority of the directors or trustees of an institution; or (b) vote 25% or more of any class of voting securities of a financial institution. In addition, under Utah law there is a rebuttable presumption that a person has control of a Utah financial institution if the person has the power, directly or indirectly, or through or in concert with one or more persons, to vote more than 10% but less than 25% of any class of voting securities of a financial institution.

If any holder of any series of preferred stock (including our Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series F (the "Series F Preferred Stock")) is or becomes entitled to vote for the election of directors, such series will be deemed

a class of voting stock, and any other person will be required to obtain the non-objection of the FDIC under the Change in Bank Control Act to acquire or maintain 10% or more of that series. Investors are responsible for ensuring that they do not, directly or indirectly, acquire shares of our preferred stock in excess of the amount which can be acquired without regulatory approval.

## **Examination and Supervision**

Federal and state banking agencies require us to prepare annual reports on financial condition and to conduct an annual audit of financial affairs in compliance with minimum standards and procedures. We must undergo regular on-site examinations by the FDIC and the Utah DFI, which examine us for adherence to a range of legal and regulatory compliance responsibilities. A bank regulator conducting an examination has complete access to the books and records of the examined institution. The results of the examination are confidential, with the exception of the CRA examination discussed above. The cost of examinations may be assessed against the examined institution as the agency deems necessary or appropriate.

## **Incentive Compensation**

The FDIC has issued comprehensive 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 appropriately balance risk and financial results in a manner that does not encourage employees to expose their organizations to imprudent risk; (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.

The Dodd-Frank Act requires the federal banking regulators and the SEC to establish joint regulations or guidelines at specified regulated entities having at least \$1 billion in total assets, such as us, prohibiting incentive-based payment arrangements that encourage inappropriate risk-taking 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. The federal banking regulators and the SEC proposed revised rules in 2016, which have not been finalized.

## **Valid When Made and True Lender**

The FDIC has adopted a rule clarifying that a loan made by a state-chartered bank is considered "valid when made" pursuant to the preemptive authority in Section 27 of the FDIA, and therefore the loan's original terms, including, among others, its interest rate, are valid and enforceable by any subsequent assignee, transferee, or buyer, regardless of the usury laws of other states (the "Valid-When-Made Rule"). Under the Valid-When-Made Rule, the interest rate on a bank-made loan remains valid and enforceable even after the bank sells or transfers it to a party that could not have originated the loan on the same terms as the bank. The Valid-When-Made Rule does not address when a state-chartered bank is the "true lender" of a loan, and the ultimate effect of the FDIC rule remains uncertain in light of the overturning of the OCC's analogous rule pursuant to a Congressional Review Act resolution signed by President Biden, and other pending legal challenges to bank-fintech partnerships on the ground that the bank is not the "true lender." On August 20, 2020, the state attorneys general of seven states and the District of Columbia filed suit against the FDIC, alleging that the Valid-When-Made Rule conflicts with the FDIA, exceeds the FDIC's statutory authority, and violates the Administrative Procedure Act. On February 8, 2022, the United States District Court for the Northern District of California granted the FDIC's motion for summary judgement, holding that the FDIC had the power to issue the Valid-When-Made Rule and that its interpretation of the federal banking laws is entitled to judicial deference. The consortium of states may choose to appeal the ruling; however, we believe the impact to the Bank, regardless of outcome, would be minimal.

## **Future Legislation**

Congress may enact legislation from time to time that affects the regulation of the financial services industry, and state legislatures may enact legislation from time to time affecting the regulation of financial institutions chartered by or operating in those states. Federal and state regulatory agencies also periodically propose and adopt changes to their regulations or change the manner in which existing regulations are applied. The substance or impact of pending or future legislation or regulation, or the application thereof, cannot be predicted, although enactment of the proposed legislation could impact the regulatory structure under which we operate and may significantly increase our costs, impede the efficiency of our internal business processes, require us to increase our regulatory capital and modify our business strategy, and limit our ability to pursue business opportunities in an efficient manner.

## AVAILABLE INFORMATION

We are subject to the information reporting requirements of the Exchange Act, as administered and enforced by the FDIC, and we are subject to FDIC rules promulgated thereunder. Consequently, we file annual, quarterly and current reports and other information with the FDIC, copies of which are made available to the public over the Internet at <https://efr.fdic.gov/fcxweb/efr/index.html>.

We make available, free of charge through our website, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after such reports are filed with or furnished to the FDIC. Certain financial information filed by us with the FDIC is also available electronically at the FDIC's website at <http://www.fdic.gov>. We also maintain a website containing additional information about us at [www.medallionbank.com](http://www.medallionbank.com). Our Code of Ethical Conduct and Insider Trading Policy can be located in the Governance Documents section of our website at <http://investor.medallionbank.com/govdocs>. We intend to disclose future amendments to, or waivers from, certain provisions of our Code of Ethical Conduct and Insider Trading Policy on the above website within four business days following the date of such amendment or waiver. Documents are available in print free of charge to any shareholder who requests a copy from our Secretary or Investor Relations.

In addition, MFIN makes available its SEC filings, including its annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, on its website at [www.medallion.com/investors.html](http://www.medallion.com/investors.html). As a consolidated subsidiary of MFIN, the Bank's assets, liabilities, results of operations and cash flows are reflected in MFIN's consolidated financial statements. Financial information relating to the Bank in our disclosures, including this Form 10-K, may not be comparable to financial information about the Bank in MFIN's SEC filings because of intercompany assets, liabilities, revenues and expenses between the Bank, on the one hand, and MFIN and MFIN's other consolidated subsidiaries, on the other hand, that are eliminated in consolidation, as well as methodological differences in segment disclosures. The methodological differences in segment disclosures reflect differences in the assets, liabilities, revenues, expenses, and activities of the Bank, on a standalone basis, and MFIN, on a consolidated basis.

Information contained on MFIN's website is not part of, nor is it incorporated by reference into, this Form 10-K.

## ITEM 1A. RISK FACTORS

We face a variety of risks that are substantial and inherent in our business. The following is a summary of the more important factors that could affect our business:

### Operational and Liquidity Risks

- Our business, financial condition and results of operations could be negatively impacted if we are unsuccessful in developing and maintaining our relationships with dealerships, contractors and FSPs.
- Our use of brokered deposits for our deposit-gathering activities may not be available when needed. The inability to accept and renew brokered deposits would have a material adverse effect on our business, financial condition, liquidity and results of operations.
- Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.
- Our operations could be interrupted if certain external vendors on which we rely experience difficulty, terminate their services or fail to comply with banking laws and regulations.
- We are dependent upon our senior management team for our future success.
- We depend on the accuracy and completeness of information about customers.
- Climate change could disrupt our business and new regulations or guidance relating to climate change may affect whether and on what terms and conditions we engage in certain activities or offer certain products.

### Credit and Interest Rate Risks

- Our business is heavily concentrated in consumer lending, which carries a risk of loss that is different from and typically higher than the risk of loss associated with commercial lending and which could be adversely affected by an economic downturn.
- Our financial condition, liquidity and results of operations depend on the credit performance of our loans.
- If our underwriting processes do not adequately assess risk, contain errors or are otherwise ineffective, whether due to automation or otherwise, our reputation and relationships with dealerships, contractors and FSPs could be harmed, our market share could decline and our financial condition, liquidity and result of operations could be adversely affected.

- Changes in the taxi and for-hire vehicle industries have resulted in losses in our Medallion loan portfolio, and decreases in the value of our Medallion loan collateral have had, and may continue to have, a material adverse effect on our business.
- Changes in interest rates may adversely impact our profitability and risk profile.
- Our allowance for loan losses may prove to be insufficient to cover losses on our loans.
- We may need to raise additional capital in the future, and such capital may not be available when needed or at all.
- Sales of loans could have an adverse effect on the credit or other characteristics of the loans and portfolios we retain.
- A reduction in demand for our products and failure by us to adapt to such reduction could adversely affect our business, financial condition and results of operations.
- Competition with other lenders could adversely affect us.
- Our business depends on our ability to adapt to rapid technological change.
- We have in the past and may in the future pursue new strategies and lines of business, and we may face enhanced risks as a result of these changes in strategy, including from transacting with a broader array of customers and exposure to new assets, activities, markets, and regulatory requirements.

## **Legal and Regulatory Risks**

- The banking industry is highly regulated, and the regulatory framework, together with any future legislative or regulatory changes, may have a significant adverse effect on our operations.
- Increases in FDIC insurance premiums may adversely affect our earnings.
- Non-compliance with the USA PATRIOT Act, the Bank Secrecy Act or other laws and regulations could result in fines or sanctions against us.
- Regulations relating to privacy, information security and data protection could increase our costs, affect or limit how we collect and use personal information and adversely affect our business opportunities.
- Our use of third-party vendors and our other ongoing third-party business relationships are subject to regulatory requirements and scrutiny.
- Misconduct by current or former employees could expose us to significant legal liability and reputational harm.

## **Risks Related to Our Preferred Stock**

- Shares of our preferred stock are equity securities and are not debt obligations or insured deposits.
- Our performance, general market conditions and unpredictable factors could adversely affect the market price for our preferred stock, which could result in rapid and substantial losses for our shareholders.
- Securities analysts may not initiate coverage of, or continue to cover, us or our preferred stock.
- Holders of our preferred stock are not entitled to receive dividends unless declared by us, and dividends are not cumulative.
- An active trading market for the Series F Preferred Stock may not be sustained, which may negatively affect its market value and the ability of holders to transfer or sell their shares.
- As a result of our obligations to creditors and holders of securities ranking equal to our preferred stock, we may not be able to make dividend or liquidation payments to holders of our preferred stock.
- If we do not pay full dividends on the Series E Preferred Stock, we will not be able to pay dividends on our other preferred stock.
- We may issue additional shares of a series of our preferred stock, securities convertible or exchangeable for a series of our preferred stock or a new series of preferred stock that ranks equally with an outstanding series of our preferred stock, and thereby materially and adversely affect the price of an outstanding series of our preferred stock.

## **Risks Related to Our Status as a Public Company and Controlled Company**

- Changes in our accounting policies or in accounting standards could materially and adversely affect how we report our results of operations and financial condition.
- The financial reporting resources we have put in place may not be sufficient to ensure the accuracy of the additional information we are required to disclose as a publicly listed company.
- We are an emerging growth company within the meaning of the Exchange Act and because we have decided to take advantage of certain exemptions from various reporting and other requirements applicable to emerging growth companies, our preferred stock could be less attractive to investors and we will become subject to additional, potentially costly requirements at such time as we are no longer an emerging growth company.
- As long as MFIN owns a majority of our common stock, we will rely on certain exemptions from the corporate governance requirements of Nasdaq available for “controlled companies.”
- We are a wholly owned subsidiary of MFIN and are dependent on MFIN and certain of our affiliates for various services and capital.

## **Operational and Liquidity Risks**



***Our business, financial condition and results of operations could be negatively impacted if we are unsuccessful in developing and maintaining our relationships with dealerships, contractors and FSPs.***

We originate loans by working with third-party sellers of consumer products and not by working directly with consumers. As a result, our ability to originate consumer loans depends on our relationships with a limited number of dealerships, contractors and FSPs. Although we have relationships with various dealerships, contractors and FSPs, none of our relationships are exclusive and each may be terminated at any time. In addition, a large proportion of our new loan originations is concentrated in our top ten relationships, and the loss of a significant relationship could have a negative effect on demand for our products and our new loan originations. There is also significant competition for the contractor and FSP relationships we depend on in connection with our Home Improvement Lending segment. The loss of any of these relationships, our failure to develop additional relationships, and circumstances in which our existing dealership, contractor, and FSP relationships generate decreased sales and loan volume all may have a material adverse effect on a substantial part of our business, financial condition and results of operations.

***Our use of brokered deposits for our deposit-gathering activities may not be available when needed. The inability to accept and renew brokered deposits would have a material adverse effect on our business, financial condition, liquidity and results of operations.***

We rely on the established brokered deposit market to originate deposits to fund our operations. Additionally, our business, strategy and prospects are dependent on our ability to accept and renew brokered deposits without limitation and, therefore, dependent on our ability to be “well-capitalized” under the FDIC’s regulatory framework.

Our brokered deposits consist of deposits raised through the brokered deposit market rather than through retail branches. Although we have developed contractual relationships with a diversified group of investment brokers, and the brokered deposit market is well developed and utilized by many banking institutions, conditions could change that might affect the availability of brokered deposits. In particular, recent industry events have highlighted that the availability of deposits can change suddenly and in unpredictable ways. Although we primarily fund our business using FDIC-insured deposits that generally cannot be withdrawn prior to maturity, there can be no assurance that this funding source will continue to be available on the same terms, or at all. In addition, our ability to rely on brokered deposits as a source of funding is subject to capitalization requirements set forth in the FDIC’s prompt corrective action framework. We may not accept or renew brokered deposits unless we are “well-capitalized” or we are “adequately capitalized” and we receive a waiver from the FDIC. A bank that is “adequately capitalized” and that accepts or renews brokered deposits under a waiver from the FDIC is subject to additional restrictions on the interest rates it may offer. See “Supervision and Regulation” for additional information.

If our capital levels fall below the “well-capitalized” level as defined by the FDIC, or if we otherwise fail to maintain “well-capitalized” status, our ability to raise brokered deposits would be materially impaired. If our capital levels fall below the “adequately capitalized” level as defined by the FDIC, we would be unable to raise brokered deposits. Any impairment or inability to raise brokered deposits would have a material adverse effect on our business, financial condition, liquidity and results of operations. Brokered deposits may also not be as stable as other types of deposits, and if we experience a period of sustained operating losses, the cost of attracting deposits from the brokered deposit market could increase significantly. Our ability to manage our growth to stay within the “well-capitalized” level is critical to our ability to retain open access to this funding source.

Investors in our securities, including our preferred stock, may be adversely affected and may face significant losses (including the possibility of losing their entire investment) if we are unable to accept or renew brokered deposits or if our access to the brokered deposit market were impaired.

***Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer.***

In the ordinary course of our business, we collect and store sensitive data, including our proprietary business information and that of our customers, and personally identifiable information of our customers and employees, in third-party data centers, and on our networks. The secure processing, maintenance, and transmission of this information is critical to our operations. Despite our security and business continuity measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions, or vulnerable to other disruptions as a result of systems failures, operational events, employee error or incidents affecting our third-party service providers (or providers to those third-party service providers). Any such breach or disruption could compromise our networks, and the information stored there could be accessed, publicly disclosed, destroyed, lost or stolen. Any such access, disclosure, destruction or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information and regulatory penalties, disrupt our operations and damage our reputation, which could adversely affect our business. In addition, we may also be required to incur significant costs in connection with any regulatory investigation or civil litigation resulting from a security breach or other information technology

disruption that affects us. We and our service providers have implemented work-from-home arrangements, which has increased the risk of security breaches and other disruptions.

We have been, and likely will continue to be, the target of attempted cyber-attacks, computer viruses, malicious code, phishing attacks, denial of service attacks and other information security threats. To date, cyber-attacks have not had a material impact on our financial condition, results or business. However, we could suffer material financial or other losses in the future and we are not able to predict the severity of these attacks. Our risk and exposure to these matters remains heightened because of, among other things, the evolving nature of these threats, the current global economic and political environment, our work-from-home arrangements, the outsourcing of some of our business operations, the ongoing shortage of qualified cybersecurity professionals, and the interconnectivity and interdependence of third parties to our systems. In addition, our increasing interconnectivity with service providers, dealerships, contractors and FSPs, including through APIs, increases the risk that a security breach or other disruption affecting a third party materially affects our ability to conduct business.

***Our operations could be interrupted if certain external vendors on which we rely experience difficulty, terminate their services or fail to comply with banking laws and regulations.***

We depend to a significant extent on relationships with third parties that provide services, primarily information technology services critical to our operations. Currently, we obtain services from third parties that include information technology infrastructure and support, plus loan origination, loan servicing, and accounting systems and support. If any of our third-party service providers experience difficulties or terminate their services and we are unable to replace our service providers with other service providers, our operations could be interrupted. It may be difficult for us to replace some of our third-party vendors, particularly vendors providing our loan origination, loan servicing and accounting services, in a timely manner if they are unwilling or unable to provide us with these services in the future for any reason. If an interruption were to continue for a significant period of time, it could have a material adverse effect on our business, financial condition or results of operations. Even if we are able to replace these third parties, it may be at higher cost to us, which could have a material adverse effect on our business, financial condition or results of operations. In addition, if a third-party provider fails to provide the services we require, fails to meet contractual requirements, such as compliance with applicable laws and regulations, or suffers a cyber-attack or other security breach, our business could suffer economic and reputational harm that could have a material adverse effect on our business, financial condition or results of operations.

***We are dependent upon our senior management team for our future success.***

Our future success will depend, to a significant extent, on the continued service and coordination of our senior management team, particularly Donald Poulton, our President and Chief Executive Officer, Justin Haley, our Chief Financial Officer, Steven Hannay, our Chief Lending Officer, and Jonathan Allen, our Chief Compliance Officer. Changes in key management positions may temporarily affect our financial performance and results of operations as we adjust to the loss of personnel with deep institutional knowledge, and as new management becomes familiar with our business. In addition, although we have employment agreements in place with certain members of our senior management team, they may still elect to leave at any time. The departure of any of these individuals and our inability to attract and retain qualified replacements, or to successfully integrate newly-hired personnel within our organization, could have a material adverse effect on our ability to manage or grow our business and effectively mitigate risk.

***We depend on the accuracy and completeness of information about customers.***

In deciding whether to extend credit or enter into other transactions, and in evaluating and monitoring our loan portfolio on an ongoing basis, we may rely on information furnished by or on behalf of customers, including financial statements, credit reports and other financial information. We may also rely on representations of those customers or of other third parties, such as independent auditors, as to the accuracy and completeness of that information. The failure to receive financial statements, credit reports or other financial or business information related to our customers on a timely basis, or the inadvertent reliance by us on inaccurate, incomplete, fraudulent, or misleading forms of any of the foregoing information, could result in loan losses, reputational damage or other effects that could have a material adverse effect on our business, financial condition or results of operations.

***Climate change could disrupt our business and new regulations or guidance relating to climate change may affect whether and on what terms and conditions we engage in certain activities or offer certain products.***

Climate change may cause extreme weather events that may disrupt our operations, the operations of the FSPs, dealerships or contractors with which we have relationships, or the businesses and employers of our borrowers. Any such disruptions could adversely affect our business, results of operations and ability to originate new loans. Climate change and the transition to a less carbon-dependent economy could also have a negative impact on origination volumes in our Recreation Lending segment if demand for recreational vehicles decreases due to climate-related concerns. In addition, our credit risks could increase and demand for our products could decrease if and to the extent our borrowers work in industries that are negatively affected by climate change and climate transition efforts.

New regulations or guidance relating to climate change, as well as the perspectives of regulators, employees and other stakeholders regarding climate change, may affect whether and on what terms and conditions we engage in certain activities or offer certain products. Federal and state banking regulators and supervisory authorities and other stakeholders have increasingly viewed financial institutions as playing an important role in helping to address risks related to climate change, both directly and with respect to their customers, which may result in financial institutions coming under increased requirements and expectations regarding the disclosure and management of their climate risks and related lending activities. We also may become subject to new or heightened regulatory requirements relating to climate change, such as requirements relating to operational resiliency or analyses for various climate stress scenarios. Any such new or heightened requirements could result in increased regulatory, compliance or other costs or higher capital requirements. The risk associated with, and the perspective of regulators, employees and other stakeholders regarding, climate change is evolving rapidly, which makes it difficult to assess the ultimate impact on us of climate change-related risks and uncertainties, and we expect that climate change-related risk will increase over time.

## **Credit and Interest Rate Risks**

***Our business is heavily concentrated in consumer lending, which carries a risk of loss that is different from and typically higher than the risk of loss associated with commercial lending and which could be adversely affected by an economic downturn.***

Our business is heavily concentrated in consumer lending. As a result, we are more susceptible to fluctuations and risks particular to consumer credit than a more diversified company would be. Our business is particularly sensitive to macroeconomic conditions that affect the U.S. economy, consumer spending and consumer credit, including for example, the impacts of inflation, which has had and could continue to have an adverse effect on consumer spending, a rising interest rate environment and the ongoing effects of the COVID-19 pandemic, as well as the impact that geopolitical responses to Russia's invasion of Ukraine have had on gasoline prices in the United States. We are also more susceptible to the risks of increased regulations and legal and other regulatory actions that are targeted at consumer credit or the specific consumer credit products that we offer (including promotional financing). Our business concentration could have a material adverse effect on our results of operations.

By its nature, lending to consumers carries with it different risks and typically a higher risk of consistent loss than commercial lending. Although the net interest margins are intended to be higher to compensate the Bank for this increased risk, an economic downturn could result in higher loss rates and lower returns than expected, and could affect the profitability of our consumer loan portfolios. During periods of economic slowdown, delinquencies, defaults, repossessions, and losses generally increase, and consumers may reduce their discretionary spending in areas such as recreation and home improvement, which constitute the significant majority of our business. These periods have been, and may continue to be, accompanied by increasing unemployment rates and declining values of consumer products securing outstanding accounts, which weaken collateral coverage and increase the amount of a loss in the event of default.

For example, the spread of COVID-19 in early 2020 created a global public-health crisis that resulted in widespread volatility and deterioration in employment levels as well as business, economic and market conditions. In March 2020, we adjusted our payment policies and procedures and created a program to support our borrowers during the pandemic, including by allowing borrowers to defer payments for up to 180 days. For 2020, the impact of this program was material to our operating results and financial position. The lingering effects of COVID-19 on New York City, where economic activity generally and taxi ridership in particular decreased dramatically during the pandemic and have not yet returned to pre-pandemic levels, and on all our other major Medallion loan markets, largely prevented our payment deferral program from being effective for our Medallion loans. During the third quarter of 2020, we placed all Medallion loans on nonaccrual and adjusted them down to the collateral value, net of liquidation cost. We are continuing to evaluate options for our Medallion loans, and actions that we may take to manage our Medallion loan portfolio may result in additional write-downs, charge-offs or impairments, the impact of which could be material to our results of operations and financial condition. Although we believe that our deferral programs were effective in mitigating the effect of COVID-19 on our Recreation and Home Improvement loan portfolios, the ultimate effects of COVID-19 on these loan portfolios and consumer businesses are uncertain, and we could suffer substantial losses in our Recreation and Home Improvement loan portfolios as a result of the effects of the pandemic on the ability of our borrowers to repay their loans.

Additionally, higher gasoline prices, volatile real estate values and market conditions, reset of adjustable rate mortgages to higher interest rates, increase in inflation, general availability of consumer credit, or other factors that impact consumer confidence or disposable income, could increase loss frequency and decrease consumer demand for RVs, boats, trailers and other consumer products (including in connection with home improvement projects), as well as weaken collateral values on certain types of consumer products. Any decrease in consumer demand for those products could have a material adverse effect on our ability to originate new loans and, accordingly, on our business, financial condition and results of operations.

Although declines in commodity prices, and more particularly gasoline prices, generally are financially beneficial to the individual consumer, these declines may also have a negative impact on unemployment rates in geographic areas that are highly dependent upon the oil and natural gas industry, which could adversely affect the credit quality of consumers in those areas.

Our balance sheet consists of a significant percentage of non-prime consumer loans, which are associated with higher than average delinquency rates. The actual rates of delinquencies, defaults, repossessions, and losses on these loans could be more dramatically affected by a general economic downturn. In addition, during an economic slowdown or recession, our servicing costs may increase without a corresponding increase in our net interest income.

Furthermore, our business is significantly affected by monetary and regulatory policies of the U.S. federal government and its agencies. Changes in any of these policies are influenced by macroeconomic conditions and other factors that are beyond our control and could have a material adverse effect on us through interest rate changes, costs of compliance with increased regulation, and other factors. For example, the Federal Reserve raised the Federal Funds Rate several times in 2022 and early 2023 and is expected to continue doing so while inflation remains above historical levels in the United States. If inflationary pressures persist, our interest expense could increase faster than our interest income, reducing our net interest income and net interest margin, and continuing adverse impacts on consumer spending could reduce demand for our consumer loan products. These developments, along with United States government credit, debt ceiling and deficit concerns, global economic uncertainties and market volatility and the ongoing impacts of COVID-19, have caused and could continue to cause interest rates to be volatile.

The process we use to estimate losses inherent in our credit exposure requires complex judgments, including forecasts of economic conditions and how those economic conditions might impair the ability of our borrowers to repay their loans. The degree of uncertainty concerning economic conditions may adversely affect the accuracy of our estimates, which may, in turn, impact the reliability of the process and the quality of our assets.

***Our financial condition, liquidity and results of operations depend on the credit performance of our loans.***

As of December 2022, 44% of our Recreation loans were non-prime receivables with obligors who do not qualify for conventional consumer finance products as a result of, among other things, adverse credit history. While our underwriting guidelines are designed to confirm that, notwithstanding such factors, the obligor would be a reasonable credit risk, the receivables nonetheless are expected to experience higher default rates than a portfolio of obligations of prime obligors. The weakening of our underwriting guidelines for any reason, such as in response to the competitive environment, in an effort to originate higher yielding loans, a lack of discipline or diligence by our employees in underwriting and monitoring loans, or our inability to adequately adapt policies and procedures to changes in economic or other conditions, may result in loan defaults and charge-offs that may necessitate increases to our allowance for loan losses, each of which could adversely affect our net income and financial condition. In the event of a default on a Recreation loan, generally the most practical recovery method is repossession of the financed vehicle, although the collateral value of the vehicle usually does not fully cover the outstanding account balance and costs of recovery. Repossession sales that do not yield sufficient proceeds to repay the receivables in full typically result in losses on those receivables.

In addition, our prime portfolio has grown in proportion to our overall portfolio over the past several years. While prime portfolios typically have lower default rates than non-prime portfolios, we have less ability to make risk adjustments to the pricing of prime loans compared to non-prime loans. As a result, to the extent our prime portfolio continues to grow, a larger proportion of our business will consist of loans with respect to which we will have less flexibility to adjust pricing to absorb losses. As a result of these factors, we may sustain higher losses than anticipated in our prime portfolio. Additionally, if our prime loan losses are higher than expected then we may also be at risk with regard to our forecasted losses, which could impact our loss reserves and results of operations.

***If our underwriting processes do not adequately assess risk, contain errors or are otherwise ineffective, whether due to automation or otherwise, our reputation and relationships with dealerships, contractors and FSPs could be harmed, our market share could decline and our financial condition, liquidity and result of operations could be adversely affected.***

Our ability to maintain relationships with dealerships, contractors and FSPs is significantly dependent on our ability to effectively evaluate a borrower's credit profile and likelihood of default in a timely fashion. To conduct this evaluation, we utilize credit, pricing, loss forecasting and scoring models that allow us to automate elements of our underwriting processes. Our models are based on algorithms that evaluate several factors, including behavioral data, transactional data, bank data and employment information, which may not effectively predict future loan loss. We have also been increasing the role of technology and automation in our credit underwriting processes. If we are unable to effectively segment borrowers into relative risk profiles, we may be unable to offer attractive interest rates. Additionally, if these models fail to adequately assess the creditworthiness of our borrowers, whether due to flaws in model design, inaccurate or insufficient data or otherwise, we may experience higher than forecasted losses and our financial condition, liquidity and results of operations could be adversely affected.

We regularly refine these algorithms based on new data and changing macro-economic conditions. However, the models that we use may not accurately assess the creditworthiness of our borrowers and may not be effective in assessing creditworthiness in the future. In addition, allegations, whether or not accurate, that underwriting decisions do not treat borrowers fairly, or comply with applicable laws or regulations, can result in negative publicity, reputational harm and regulatory scrutiny.

***Uncertainty relating to the reporting of collateral values for Medallion loans may adversely affect the value of the portfolio and decreases in the value of our Medallion loan collateral have had, and may continue to have, a material adverse effect on our business.***

We stopped originating Medallion loans in September 2014, though we have continued to refinance loans as they mature, and our Medallion loan portfolio represented 0.5% of our total assets at December 2022. Although our Medallion loan portfolio now represents a small percentage of our operations, further material losses in the portfolio could have a material and adverse impact on our net income for one or more future periods.

During the third quarter of 2020, we placed all Medallion loans on nonaccrual and adjusted them down to collateral value, net of liquidation costs. Collateral values for Medallion loans reflect recent sales prices and are typically obtained from the regulatory agency in a particular local market. We rely on the integrity of the collateral value benchmarks obtained by the applicable regulatory agencies and other third parties in determining the fair value of our portfolio. Any changes or volatility in these benchmarks could cause us to suffer losses, and if the benchmarks that we currently use are deemed to be unreliable, we will need to use other intrinsic factors in determining the collateral values for our loans. We have experienced a significant downward movement in taxi medallion collateral values, which has caused and may continue to cause a negative impact on our valuation analysis and could further significantly lower the fair market value measurements of our portfolio.

Decreases in the value of our Medallion loan collateral have resulted in an increase in the loan-to-value ratios of our Medallion loans. If taxi medallion values decline further, there is likely to be an increase in Medallion loan delinquencies, foreclosures and borrower bankruptcies. Our ability to recover on defaulted Medallion loans by foreclosing on and selling the taxi medallion collateral would be diminished, which would result in material losses on defaulted Medallion loans which would have a material adverse effect on our Medallion loan portfolio. If we are required to liquidate all or a portion of our Medallion loans and repossessed collateral quickly, we would realize less than the value at which we had previously recorded such taxi medallions.

***Changes in interest rates may adversely impact our profitability and risk profile.***

Our profitability may be directly affected by interest rate levels and fluctuations in interest rates. As interest rates change, our gross interest rate spread on originations either increases or decreases because the rates charged on the loans originated are limited by market and competitive conditions, sometimes restricting our ability to pass on increased interest costs to the consumer. Additionally, although a significant percentage of our borrowers are non-prime and are not highly sensitive to interest rate movement, increases in interest rates may reduce the volume of loans we originate. While we monitor the interest rate environment and seek to mitigate the impact of increased interest rates, we cannot provide assurance that the impact of changes in interest rates can be successfully mitigated.

In addition, the majority of our loan portfolio consists of fixed-rate loans. To the extent our funding costs increase in response to an increase in market rates of interest, an abrupt increase in market rates of interest may have an adverse impact on our results of operations until we are able to originate new loans at higher prevailing interest rates. As noted above, the Federal Reserve has raised, and has indicated its intent to continue raising, certain benchmark interest rates in an effort to combat inflation.

***Our allowance for loan losses may prove to be insufficient to cover losses on our loans.***

We maintain an allowance for loan losses (a reserve established through a provision for losses that decreases our earnings and that, accordingly, affects our financial condition) that we believe is appropriate to provide for incurred losses in our loan portfolio.

The process for establishing an allowance for loan losses is critical to our results of operations and financial condition, and requires complex models and judgments, including forecasts of economic conditions. Changes in economic conditions affecting borrowers, growth in our loan portfolio, changes in the credit characteristics of our loan portfolio, new information regarding our loans and other factors, both within and outside of our control, may require an increase in the allowance for loan losses. In cases where we modify loans, if the modified loans do not perform as anticipated, we may be required to establish additional allowances on these loans.

We periodically review and update our methodology, models and the underlying assumptions, estimates and assessments we use to establish our allowance for loan losses to reflect our view of current conditions. Moreover, our regulators, as part of their supervisory function, periodically review the methodology, models and the underlying assumptions, estimates and assessments we use for calculating, and the adequacy of, our allowance for loan losses. Our regulators, based on their judgment, may conclude that we should modify our methodology, models or the underlying assumptions, estimates and assessments, increase our allowance for loan losses and/or recognize further losses. We continue to review and evaluate our methodology, models and the underlying assumptions, estimates and assessments we use and we will implement further enhancements or changes to them, as needed. We cannot provide assurance that our loan loss reserves will be sufficient to cover actual losses. Future increases in the allowance for loan losses or

recognized losses (as a result of any review, update, regulatory guidance, changes in accounting standards or otherwise) will result in a decrease in net earnings and capital and could have a material adverse effect on our business, results of operations and financial condition.

***We may need to raise additional capital in the future, and such capital may not be available when needed or at all.***

We may need to raise additional capital in the future to have sufficient capital resources and liquidity to meet our commitments, including the terms of the 2003 Capital Maintenance Agreement, and fund our business needs and future growth, particularly if the quality of our assets or earnings were to deteriorate significantly. Our ability to raise additional capital, if needed, will depend on, among other things, conditions in the capital markets at that time, which are outside of our control, and our financial condition. As a wholly owned subsidiary, we also depend on MFIN to provide additional common equity Tier 1 capital, and MFIN's ability to provide such capital could depend on its ability to access the capital markets. We may not be able to obtain capital on acceptable terms, or at all. Any occurrence that may limit our access to the capital markets, such as a decline in the confidence of capital markets investors or other disruptions in capital markets, may adversely affect our capital costs and our ability to raise capital and, in turn, our liquidity. Further, if we need to raise capital in the future, we may have to do so when many other financial institutions are seeking to raise capital and would then have to compete with those institutions for investors. An inability to raise additional capital on acceptable terms when needed could have a material adverse effect on our business, financial condition or results of operations.

***Sales of loans could have an adverse effect on the credit or other characteristics of the loans and portfolios we retain.***

From time to time, we have sold portfolios of loans, and those transactions have generally included loans with stronger credit characteristics than the overall composition of our loan portfolio. Accordingly, following those transactions, the overall credit characteristics of our loan portfolio declined due to the transfer of the loans with stronger credit characteristics. In the future, the credit characteristics of our loan portfolio could change as a result of loan sales, and other characteristics could change as well. For example, if we sell loans with less favorable credit characteristics, the net interest income and net interest margin for our loan portfolio could be adversely affected because loans with less favorable credit characteristics typically generate more net interest income and higher net interest margin.

***A reduction in demand for our products and failure by us to adapt to such reduction could adversely affect our business, financial condition and results of operations.***

The demand for the products we offer may be reduced due to a variety of factors, such as demographic patterns, changes in customer preferences or financial conditions, regulatory restrictions that decrease customer access to particular products, or the availability of competing products. If we fail to adapt to significant changes in our customers' demand for, or access to, our products, our revenues could decrease and our operations could be adversely affected. Even if we do make changes to our product offerings to fulfill customer demand, customers may resist such changes or may reject such products. Moreover, the effect of any product change on the results of our business may not be fully ascertainable until the change has been in effect for some time, and, by that time, it may be too late to make further modifications to such product without causing further adverse effects to our business, results of operations and financial condition.

***Competition with other lenders could adversely affect us.***

The consumer lending market is very competitive and is served by a variety of entities, including banks, savings and loan associations, credit unions, independent finance companies, and financial technology companies. The Recreation Lending and Home Improvement Lending markets are also highly fragmented, with a small number of lenders capturing large shares of each market and many smaller lenders competing for the remaining market share. Our competitors often seek to provide financing on terms more favorable to consumers or dealers, contractors and FSPs than we offer. Many of these competitors also have long-standing relationships with dealers, contractors and FSPs and may offer other forms of financing that we do not offer, e.g., credit card lending. We anticipate that we will encounter greater competition as we expand our operations, and competition may also increase in more stable or favorable economic conditions. In addition, certain of our competitors are not subject to the same regulatory requirements that we are and, as a result, these competitors may have advantages in conducting certain business and providing certain services and may be more aggressive in their loan origination activities. Increasing competition could also require us to lower the rates we charge on loans in order to maintain our desired loan origination volume, which could also have a material adverse effect on our business, financial condition and results of operations.

***Our business depends on our ability to adapt to rapid technological change.***

The financial services industry is continually undergoing rapid technological change with frequent introductions of new, technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to serve customers better. Our future success depends, in part, upon our ability to address the needs of customers by using technology to

provide products and services that will satisfy customer demands, as well as to create additional efficiencies in our operations. Many of our competitors have substantially greater resources to invest in technological improvements than we do. We may not be able to implement new, technology-driven products and services effectively or be successful in marketing these products and services to our customers. In addition, the implementation of technological changes and upgrades to maintain current systems and integrate new ones may also cause service interruptions, transaction processing errors and system conversion delays and may cause us to fail to comply with applicable laws. Failure to successfully keep pace with technological change affecting the financial services industry and failure to avoid interruptions, errors and delays could have a material adverse effect on our business, financial condition or results of operations.

We expect that new technologies and business processes applicable to the banking industry will continue to emerge, and these new technologies and business processes may be better than those we currently use. Because the pace of technological change is high and our industry is intensely competitive, we may not be able to sustain our investment in new technology as critical systems and applications become obsolete or as better ones become available. A failure to maintain current technology and business processes could cause disruptions in our operations or cause our products and services to be less competitive, all of which could have a material adverse effect on our business, financial condition or results of operations.

***We have in the past and may in the future pursue new strategies and lines of business, and we may face enhanced risks as a result of these changes in strategy, including from transacting with a broader array of customers and exposure to new assets, activities, markets, and regulatory requirements.***

Since the formation of the Bank in 2002, we have expanded and changed our strategy and pursued new business lines on more than one occasion, including expanding into our Recreation Lending and Home Improvement Lending businesses and our transition away from Medallion loan origination.

Most recently, in 2019, we launched our Strategic Partnership Program, through which the Bank partners with third parties to offer consumer loans and other financial services. Potential legal and regulatory risks associated with this line of business remain uncertain and may develop in ways that could affect us adversely, including as a result of legal proceedings brought against us on the basis that we are the “true lender” of the loans facilitated, held and serviced by our Strategic Partners, or on the basis of a determination by the FDIC or other financial regulators that our Strategic Partnership Program represents an unsafe and unsound practice.

We may continue to change our strategy and enter new lines of business, including through the acquisition of another company, acquisitions of new types of loan portfolios or other asset classes, expansion of our deposit-taking activities, or otherwise, in the future. Any new business initiatives, including our Strategic Partnership Program, have in the past and may in the future expose us to new and enhanced risks, including new credit-related, compliance, fraud, market and operational risks, increased compliance and operating costs, different and potentially greater regulatory scrutiny of such new activities and assets, and may expose us to new types of customers as well as asset classes, activities and markets.

Any new business initiatives and strategies we may pursue in the future may be less successful than anticipated and may not advance our intended business strategy. We may not realize a satisfactory return on investments or acquisitions, we may experience difficulty in managing new portfolios or integrating operations, and management’s attention from our other businesses could be diverted. Any of these results could ultimately have an adverse effect on our business, financial condition or results of operations.

## **Legal and Regulatory Risks**

***The banking industry is highly regulated, and the regulatory framework, together with any future legislative or regulatory changes, may have a significant adverse effect on our operations.***

The banking industry is extensively regulated and supervised under both federal and state laws and regulations that are intended primarily for the protection of depositors, customers, federal deposit insurance funds and the banking system as a whole, and not for the protection of security holders. We are subject to regulation and supervision by the FDIC and the Utah DFI. The laws and regulations applicable to us govern a variety of matters, including permissible types, amounts and terms of loans and investments we may make, the maximum interest rate that may be charged, the amount of reserves we must hold against deposits we take, the types of deposits we may accept, maintenance of adequate capital and liquidity, changes in the control of us and MFIN, restrictions on dividends and establishment of new offices. We must obtain approval from our regulators before engaging in certain activities or acquisitions, and there is the risk that such approvals may not be obtained, either in a timely manner or at all. Our regulators also have the ability to compel us to take, or restrict us from taking, certain actions entirely, such as actions that our regulators deem to constitute an unsafe or unsound banking practice. Our failure to comply with any applicable laws or regulations, or regulatory policies and interpretations of such laws and regulations, could result in sanctions by regulatory agencies, civil money penalties or damage to our reputation, all of which could have a material adverse effect on our business, financial condition or results of operations.

Federal and state banking laws and regulations, as well as interpretations and implementations of these laws and regulations, are continually undergoing substantial review and change. Financial institutions generally have also been subjected to increased scrutiny from regulatory authorities. Changes in the Presidential Administration or control of Congress also increase the likelihood of further changes to laws, regulations and supervisory practices affecting financial institutions, which could include more stringent requirements and greater scrutiny from regulatory authorities. These changes and increased scrutiny have resulted and may continue to result in increased costs of doing business and may in the future 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 and state law and regulations, as well as the interpretations and implementations, or modifications or repeals, of such laws and regulations, could affect us in substantial and unpredictable ways, including those listed above or other ways that could have a material adverse effect on our business, financial condition or results of operations.

Our inability to remain in compliance with regulatory requirements could have a material adverse effect on our operations in a given market and on our reputation generally. No assurance can be given that applicable laws or regulations will not be amended or construed differently or that new laws and regulations will not be adopted, either of which could materially adversely affect our business, financial condition, or results of operations.

***Increases in FDIC insurance premiums may adversely affect our earnings.***

Our deposits are insured by the FDIC up to legal limits and, accordingly, we are subject to FDIC deposit insurance assessments. We generally cannot control the amount of premiums we will be required to pay for FDIC insurance. In 2010, the FDIC increased the deposit insurance fund's target reserve ratio to 2.0% of insured deposits following the Dodd-Frank Act's elimination of the 1.5% cap on the insurance fund's reserve ratio. The FDIC reported that the deposit insurance fund reserve ratio was 1.27% as of December 2022. Increases in assessment rates have in the past been, and may in the future be, required to achieve this targeted reserve ratio. For example, in October 2022 the FDIC increased the initial base deposit insurance assessment rates by 2 basis points beginning with the first quarterly assessment period of 2023. See "Supervision and Regulation—Deposit Insurance." Future increases of FDIC insurance premiums or special assessments could have a material adverse effect on our business, financial condition or results of operations.

***Non-compliance with the USA PATRIOT Act, the Bank Secrecy Act or other laws and regulations could result in fines or sanctions against us.***

The USA PATRIOT Act of 2001 and the BSA require financial institutions to design and implement programs to prevent financial institutions from being used for money laundering and terrorist activities. If such activities are detected, financial institutions are obligated to file suspicious activity reports with FinCEN. These rules require financial institutions to establish procedures for identifying and verifying the identity of customers, and beneficial owners of certain legal entity customers, seeking to open new financial accounts. Federal and state bank regulators also have focused on compliance with BSA and anti-money laundering regulations. Failure to comply with these regulations could result in fines or sanctions, including restrictions on conducting acquisitions or expanding activities. Although we have policies and procedures designed to assist in compliance with the BSA and other anti-money laundering laws and regulations, there can be no assurance that such policies or procedures will work effectively all of the time or protect us against liability for actions taken by our employees, agents, and intermediaries with respect to our business or any businesses that we may acquire. Failure to maintain and implement adequate programs to combat money laundering and terrorist financing could also have serious reputational consequences for us, which could have a material adverse effect on our business, financial condition or results of operations.

***Regulations relating to privacy, information security and data protection could increase our costs, affect or limit how we collect and use personal information and adversely affect our business opportunities.***

We are subject to various privacy, information security and data protection laws, including requirements concerning security breach notification, and we could be negatively affected by these laws. For example, our business is subject to the Gramm-Leach-Bliley Act which, among other things: (i) imposes certain limitations on our ability to share nonpublic personal information about our customers with nonaffiliated third parties; (ii) requires that we provide certain disclosures to customers about our information collection, sharing and security practices and afford customers the right to "opt out" of any information sharing by us with nonaffiliated third parties (with certain exceptions); and (iii) requires that we develop, implement and maintain a written comprehensive information security program containing safeguards appropriate based on our size and complexity, the nature and scope of our activities, and the sensitivity of customer information we process, as well as plans for responding to data security breaches. Various state and federal banking regulators and states have also enacted data security breach notification requirements with varying levels of individual, consumer, regulatory or law enforcement notification requirements in certain circumstances in the event of a security breach. Moreover, legislators and regulators are increasingly adopting or revising privacy, information security and data protection laws that potentially could have a significant impact on our current and planned privacy, data protection and information



security-related practices, our collection, use, sharing, retention and safeguarding of consumer or employee information, and some of our current or planned business activities. This could also increase our costs of compliance and business operations and could reduce income from certain business initiatives. This includes increased privacy-related enforcement activity at the federal level, by the Federal Trade Commission, as well as at the state level.

Compliance with current or future privacy, data protection and information security laws (including those regarding security breach notification) could result in higher compliance and technology costs and could restrict our ability to provide certain products and services, which could have a material adverse effect on our business, financial condition or results of operations. Our failure to comply with privacy, data protection and information security laws could result in potentially significant regulatory or governmental investigations or actions, litigation, fines, sanctions and damage to our reputation, which could have a material adverse effect on our business, financial condition or results of operations.

***Our use of third-party vendors and our other ongoing third-party business relationships are subject to regulatory requirements and scrutiny.***

We regularly use third-party vendors as part of our business. We also have substantial ongoing business relationships with other third parties. These types of third-party relationships are subject to demanding regulatory requirements and attention by our federal and state bank regulators. Regulation requires us to adopt enhanced due diligence, ongoing monitoring and control over our third-party vendors and other ongoing third-party business relationships. In certain cases, we may in the future be required to renegotiate our agreements with these vendors to meet these enhanced requirements, which could increase our costs and potentially limit our competitiveness. We expect that our regulators will hold us responsible for deficiencies in our oversight and control of our third-party relationships and in the performance of the parties with which we have these relationships. As a result, if our regulators conclude that we have not exercised adequate oversight and control over our third-party vendors or other ongoing third-party business relationships, or that such third parties have not performed appropriately, we could be subject to enforcement actions, including civil money penalties or other administrative or judicial penalties or fines, as well as requirements for customer remediation, any of which could have a material adverse effect on our business, financial condition or results of operations.

If any of the various dealerships, contractors or FSPs through which we originate loans fails to fulfill their obligations to consumers or comply with applicable law, we may incur remediation costs. Although the dealerships, contractors and FSPs that we contract with are required to fulfill their contractual commitments to consumers and to comply with applicable law, from time to time they might not, or a consumer might allege that they did not. This, in turn, can result in claims against us or in loans being uncollectible. In those cases, we may decide that it is beneficial to remediate the situation, either by assisting the consumers to get a refund, working with the dealerships, contractors or FSPs to modify the terms of the loans or reducing the amount due by making a concession to the consumer or otherwise. Historically, the cost of remediation has not been material to our business, but it could be in the future.

***Misconduct by current or former employees could expose us to significant legal liability and reputational harm.***

We are vulnerable to reputational harm because we operate in an industry in which integrity and the confidence of the dealerships, contractors and FSPs that sell our consumer products are of critical importance. Our current and former directors, employees and controlling shareholder could engage or could have engaged in misconduct that adversely affects our business. For example, if such a person were to engage, or previously engaged, in fraudulent, illegal or suspicious activities, we could be subject to regulatory sanctions and suffer serious harm to our reputation (as a consequence of the negative perception resulting from such activities), financial position, third-party relationships, and ability to forge new relationships with third-party dealers, contractors or FSPs. Our business often requires that we deal with confidential information. If our current and former directors, employees or controlling shareholder were to improperly use or disclose this information or previously improperly used or disclosed this information, even if inadvertently, we could suffer serious harm to our reputation, financial position and current and future business relationships. It is not always possible to deter employee misconduct, and the precautions we take to detect and prevent this activity may not always be effective. Misconduct by our current and former employees or directors, or our controlling shareholder, or even unsubstantiated allegations of misconduct, could result in a material adverse effect on our business, financial condition or results of operations.

## **Risks Related to Our Preferred Stock**

***Shares of our preferred stock are equity securities and are not debt obligations or insured deposits.***

Shares of our preferred stock are equity interests in the Bank. The shares are not debt obligations or bank deposits and are not insured or guaranteed by the FDIC or any other government agency. An investment in our preferred stock has risks, and you may lose your entire investment.

***Our performance, general market conditions and unpredictable factors could adversely affect the market price for our preferred stock, which could result in rapid and substantial losses for our shareholders.***

The market price of our outstanding Series F Preferred Stock has been and could continue to be highly volatile and subject to large fluctuations. Further, new series of preferred stock we may issue in the future will not have an active trading market when issued, and an active trading market for such new series of preferred stock may not develop or, even if it develops, may not be sustained. Even if an active trading market develops, the trading volume on such series of preferred stock may fluctuate and cause significant price variations to occur. If the market price of a series of our preferred stock, including the Series F Preferred Stock, declines significantly, holders of such series of preferred stock may be unable to resell their shares of such series of preferred stock at or above the purchase price, if at all.

Several factors, many of which are beyond our control, could negatively affect the price of our preferred stock, or result in fluctuations in the price or trading volume of our preferred stock. These factors include:

- whether we declare or fail to declare dividends on our preferred stock from time to time;
- our operating performance, financial condition and prospects, or the operating performance, financial condition and prospects of our competitors;
- actual or potential litigation and governmental investigations;
- our creditworthiness;
- the ratings given to us or our securities by credit rating agencies, including the ratings given to the Series F Preferred Stock or any other series of preferred stock we may issue in the future;
- prevailing interest rates;
- the dividend rate structure of our preferred stock, and the market acceptance of any base rate or benchmark for the dividend rate or fallback provisions in the preferred stock;
- publication of research reports about us or the financial services industry in general;
- developments in the credit markets and the markets for securities relating to consumer financing, and developments with respect to financial institutions generally;
- failure of securities analysts to cover us or our preferred stock;
- additions to or departures of our key personnel;
- adverse market reactions to any indebtedness we may incur or securities we may issue in the future;
- actions by MFIN, our controlling shareholder;
- the market for similar securities; and
- economic, financial, geopolitical, regulatory or judicial events that affect us or the financial markets generally.

In addition, conditions in the financial markets and prevailing interest rates have fluctuated in the past and are likely to fluctuate in the future, which could have an adverse effect on the market price for our preferred stock. Accordingly, the shares of our preferred stock that an investor purchases may trade at a discount to their cost. If any of the foregoing occurs, it could cause the price of our preferred stock to fall and may expose us to lawsuits that, even if unsuccessful, could be costly to defend and a distraction to management.

***Securities analysts may not initiate coverage of, or continue to cover, us or our preferred stock.***

The trading market for our preferred stock will depend in part on the research and reports that securities analysts publish about us and our business. We do not have any control over these securities analysts, and they may not cover us or our preferred stock. If securities analysts do not cover us or our preferred stock, the lack of research coverage may adversely affect the market price for our preferred stock. If we are covered by securities analysts, and our preferred stock is the subject of an unfavorable report, the price of our preferred stock may decline. If one or more of these analysts cease to cover us or fail to publish regular reports on us, we could lose visibility in the financial markets, which could cause the price or trading volume of our preferred stock to decline.

***Holders of our preferred stock are not entitled to receive dividends unless declared by us, and dividends are not cumulative.***

Dividends on our issued preferred stock are not cumulative, and we expect that dividends on any future preferred stock we issue will not be cumulative in order for such preferred stock to qualify as additional Tier 1 capital. If our Board (or a duly authorized committee thereof) does not declare a dividend on a series of our preferred stock for any dividend period, including if prevented from doing so by bank regulators or applicable bank regulatory requirements (including rules and regulations regarding capital adequacy), holders of such series of preferred stock will not be entitled to receive any such dividend, and any such undeclared and unpaid dividend will not accumulate or be payable. We will have no obligation to pay dividends for a dividend period after the dividend payment date for that period if our Board (or a duly authorized committee thereof) has not declared such dividend before the related dividend payment date, whether or not dividends are declared for any subsequent dividend period with respect to such preferred stock or any other preferred stock we may issue and whether or not funds are or subsequently become available.

As an FDIC-insured, Utah-chartered industrial bank supervised and regulated by the Utah DFI and the FDIC, our ability to declare and pay dividends on and redeem our preferred stock depends on certain federal and state regulatory considerations. In particular, Utah law permits us to declare dividends: (i) only out of our net profits, after providing for all expenses, losses, interest and taxes accrued or due from the Bank; and (ii) for each period, only after we have transferred at least 10% of our net profits before dividends for the period to a surplus fund. We are required to make this transfer of 10% of our net profits prior to any dividend until the surplus reaches 100% of our capital stock. As of December 2022, our dividend surplus fund exceeded 100% of our capital stock.

In addition, the comprehensive capital framework for U.S. banking organizations, as implemented by the FDIC, imposes on banks the need to maintain more and higher quality regulatory capital than has historically been the case. These capital requirements could adversely affect our ability to pay dividends or may result in additional limitations on our ability to pay dividends on or redeem our preferred stock. Under the FDIC's capital rules, dividends on our preferred stock may only be paid out of our net income, retained earnings or surplus related to other additional Tier 1 capital instruments. In addition, the FDIC's capital rules include a capital conservation buffer, which can be satisfied only with CET1 capital. If our risk-based capital ratios do not satisfy minimum requirements plus the capital conservation buffer, we will face graduated constraints on, among other things, capital distributions (including dividends on our preferred stock) based on the amount of the shortfall and the amount of our eligible retained income (that is, four quarter trailing net income, net of distributions and tax effects not reflected in net income). In addition, if payment of dividends on our preferred stock for any dividend period would cause us to fail to comply with any applicable law or regulation, we will not declare or pay a dividend for such dividend period. In such a case, holders of our preferred stock will not be entitled to receive any dividend for that dividend period, and the unpaid dividend will cease to accrue or be payable.

Our Board (or a duly authorized committee thereof) could also determine that it would be in our best interest to pay less than the full amount of stated dividends or no dividends on a series of our preferred stock for any dividend period, even at a time when sufficient funds were available to make the payment. In making this determination, our Board (or a duly authorized committee thereof) would consider all the factors it considered relevant, which we expect would include our financial condition and capital needs, the impact of current or pending legislation and regulations, and general economic conditions.

***An active trading market for the Series F Preferred Stock may not be sustained, which may negatively affect its market value and the ability of holders to transfer or sell their shares.***

The Series F Preferred Stock is currently listed on Nasdaq Capital Market under the symbol "MBNKP". Since the Series F Preferred Stock has no stated maturity date, investors seeking liquidity will be limited to selling their shares in the secondary market. An active trading market on Nasdaq Capital Market for the Series F Preferred Stock may not be sustained, in which case the trading price of the Series F Preferred Stock could be adversely affected, the difference between bid and asked prices could be substantial and transferability of shares of Series F Preferred Stock will be limited. The delisting of the Series F Preferred Stock would have similar consequences on the market price and liquidity of the Series F Preferred Stock as described above, and investors are subject to the risk that the Series F Preferred Stock ceases to be listed on a securities exchange whether because we decide to delist the securities voluntarily or otherwise. Therefore, we cannot assure holders of our Series F Preferred Stock that a liquid trading market for the Series F Preferred Stock will be maintained, that such holders will be able to sell their shares of Series F Preferred Stock at a particular time or that the price such holders receive when they sell will be favorable. Similar risks would apply to any other series of preferred stock that we may issue in the future.

***As a result of our obligations to creditors and holders of securities ranking equal to our preferred stock, we may not be able to make dividend or liquidation payments to holders of our preferred stock.***

Our preferred stock ranks:

- junior to our deposits, borrowings and any other obligations to our creditors upon our liquidation;

- equal to our shares of other preferred stock, including our Series E Preferred Stock and our Series F Preferred Stock, issued on a parity basis with regard to payment of dividends (except as provided below) and amounts due upon liquidation, dissolution or winding-up; and
- senior to our common stock with regard to payment of dividends and amounts due upon liquidation, dissolution or winding-up.

Payment of amounts due on our preferred stock will be subordinated to all of our existing and future deposits and other debt. Upon our liquidation, our obligations to our depositors and creditors would rank senior to our preferred stock. We may also in the future issue shares of preferred stock that rank senior to our then-outstanding preferred stock as to dividend and liquidation payments, subject to the requisite consent of the holders of our then-outstanding preferred stock.

We may in the future issue additional shares of the Series F Preferred Stock and/or shares of another class or series of preferred stock ranking on a parity with our then-outstanding preferred stock with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding-up. Upon declaration of a dividend, or upon our liquidation, dissolution or winding-up, we are required to pay the holders of any preferred stock issued on a parity basis at the same time and in the same proportions. Consequently, if we do not have sufficient funds to pay scheduled dividends to the holders of the preferred stock issued on a parity basis, we may not declare or pay a portion of the scheduled dividends. Similarly, upon our liquidation, dissolution or winding-up, if we do not have sufficient funds to pay the full liquidation preference to the holders of the preferred stock issued on a parity basis, holders of our preferred stock may receive less than the liquidation preference of their shares.

As of December 2022, we had 26,303 shares of our Series E Preferred Stock, with an aggregate liquidation amount of \$26,303,000, issued and outstanding and 1,840,000 shares of our Series F Preferred Stock, with an aggregate liquidation amount of \$46,000,000, issued and outstanding.

***If we do not pay full dividends on the Series E Preferred Stock, we will not be able to pay dividends on our other preferred stock.***

The terms of our outstanding Series E Preferred Stock prohibit us from declaring or paying any dividends or distributions on our common stock, any other junior stock and any parity stock, including our other preferred stock, at any time when we have not declared and paid in full dividends on the Series E Preferred Stock. Therefore, if we do not pay full dividends on any outstanding shares of Series E Preferred Stock, we will not be able to pay any dividends on our other preferred stock.

***We may issue additional shares of a series of our preferred stock, securities convertible or exchangeable for a series of our preferred stock or a new series of preferred stock that ranks equally with an outstanding series of our preferred stock, and thereby materially and adversely affect the price of an outstanding series of our preferred stock.***

We are not restricted from authorizing or issuing additional shares of a series of our preferred stock, securities convertible or exchangeable for a series of our preferred stock, or a new series of preferred stock that ranks equally with a series of our then-outstanding preferred stock, in each case, including with respect to our Series F Preferred Stock. We have no obligation to consider the interest of the holders of a series of our preferred stock, including the Series F Preferred Stock, in engaging in any such offering or transaction. If we issue such additional securities, it may materially and adversely affect the price of an outstanding series of our preferred stock.

## **Risks Related to Our Status as a Public Company and Controlled Company**

***Changes in our accounting policies or in accounting standards could materially and adversely affect how we report our results of operations and financial condition.***

From time to time, standard setters, including the Financial Accounting Standards Board (the “FASB”) or the U.S. Securities and Exchange Commission (the “SEC”), change the financial accounting and reporting standards that govern the preparation of our financial statements. These changes can be difficult to predict and can materially affect how we record and report our financial condition and results of operations. For example, in June 2016, the FASB issued Accounting Standards Update 2016-13, *Measurement of Credit Losses on Financial Instruments* (commonly referred to as CECL), that has substantially changed the accounting for credit losses on loans and other financial assets held by banks, financial institutions and other organizations. The standard removed the previously existing “probable” threshold in U.S. generally accepted accounting principles (“GAAP”) for recognizing credit losses, and instead requires companies to reflect their estimate of credit losses over the lives of the financial assets. Companies, including the Bank, are now required to consider all relevant information when estimating expected credit losses, including details about past events, current conditions, and reasonable and supportable forecasts. We formally adopted the CECL accounting standard on January

1, 2023. We continue to assess the financial impact of CECL adoption on our allowance and capital. It is possible that our ongoing reported earnings and lending activity may be adversely affected as a result of CECL adoption.

***The financial reporting resources we have put in place may not be sufficient to ensure the accuracy of the additional information we are required to disclose as a publicly listed company.***

As a publicly listed company, we are subject to heightened financial reporting standards under GAAP and SEC and FDIC rules, including extensive levels of disclosure, which have required enhancements to the design and operation of our internal control over financial reporting.

If we are unable to meet the demands that are placed upon us as a public company, including the requirements of Sarbanes-Oxley, we may be unable to accurately report our financial results, or report them within the timeframes required by law or stock exchange regulations. Failure to comply with Sarbanes-Oxley, when and as applicable, could also potentially subject us to sanctions or investigations by the SEC, FDIC or other regulatory authorities. If material weaknesses or other deficiencies occur, our ability to accurately and timely report our financial position could be impaired, which could result in late filings of our annual and quarterly reports under the Exchange Act, restatements of our combined financial statements, a decline in the price of our preferred stock or suspension or delisting of our listed preferred stock, and could have a material adverse effect on our business, results of operations or financial condition. Even if we are able to report our financial statements accurately and in a timely manner, any failure in our efforts to implement the improvements or disclosure of material weaknesses in our future filings with the FDIC could cause our reputation to be harmed and our stock price to decline significantly.

In addition, the JOBS Act provides that, so long as we qualify as an “emerging growth company,” we will be exempt from the provisions of Section 404(b) of Sarbanes-Oxley, which would require that our independent registered public accounting firm provide an attestation report on the effectiveness of our internal control over financial reporting.

***We are an emerging growth company within the meaning of the Exchange Act and because we have decided to take advantage of certain exemptions from various reporting and other requirements applicable to emerging growth companies, our preferred stock could be less attractive to investors and we will become subject to additional, potentially costly requirements at such time as we are no longer an emerging growth company.***

For as long as we remain an “emerging growth company,” as defined in the JOBS Act, we will have the option to take advantage of certain exemptions from various reporting and other requirements that are applicable to other public companies that are not emerging growth companies, including not being required to comply with the auditor attestation requirements of Section 404(b) of Sarbanes-Oxley, reduced disclosure obligations regarding executive compensation in our registration statements, periodic reports and proxy statements and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We have elected to, and expect to continue to, take advantage of certain of these and other exemptions until we are no longer an emerging growth company. In particular, we have elected to use the extended transition period for complying with new or revised accounting standards, which means that the financial statements included elsewhere in this Form 10-K and in our future public filings may not be comparable to the financial statements of companies that comply with effective dates for new or revised accounting standards applicable to public companies that are not “smaller reporting companies,” as that term is defined in the regulations of the SEC.

In addition, at such time as we are no longer an emerging growth company and become subject to the auditor attestation requirements of Section 404(b) of Sarbanes-Oxley, this process will require significant documentation of policies, procedures and systems, review of that documentation by our internal auditing and accounting staff and our outside independent registered public accounting firm, and testing of our internal control over financial reporting by our internal auditing and accounting staff and our outside independent registered public accounting firm. Although we are currently subject to similar requirements under the FDIC’s regulations for state nonmember banks with total assets of \$1 billion or more, such as us, the process required by Section 404 of Sarbanes-Oxley involves additional time and attention, may strain our internal resources, and could result in higher than anticipated operating expenses and outside auditor fees. If our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting or if we are not able to implement the requirements of Section 404 of Sarbanes-Oxley in a timely and capable manner, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our preferred stock could be negatively affected, and we could become subject to investigations by Nasdaq and the FDIC or other regulatory authorities, which could require additional financial and management resources.

We will remain an emerging growth company until the earliest of: (i) the end of the fiscal year during which we have total annual gross revenues of \$1.235 billion or more; (ii) the end of the fiscal year following the fifth anniversary of the completion of an offering of common stock by us pursuant to an effective registration statement; (iii) the date on which we have, during the previous three-year period, issued more than \$1.0 billion in non-convertible debt; or (iv) the end of the first fiscal year in which: (A) the market value of our equity securities that are held by non-affiliates exceeds \$700 million as of June 30 of that year; (B) we have been a public

reporting company under the Exchange Act for at least twelve calendar months; and (C) we have filed at least one annual report on Form 10-K.

***As long as MFIN owns a majority of our common stock, we will rely on certain exemptions from the corporate governance requirements of Nasdaq available for “controlled companies.”***

We are a “controlled company” within the meaning of the corporate governance listing standards of Nasdaq because MFIN owns 100% of our outstanding common stock. As a controlled company, we have elected, and expect to continue to elect, not to comply with the corporate governance requirements of Nasdaq requiring a fully independent corporate governance and nominating committee and a fully independent compensation committee. Two of our seven directors do not qualify as “independent directors” under the applicable rules of Nasdaq. As a result, holders of our preferred stock will not have certain of the protections afforded to shareholders of companies that are subject to all of the corporate governance requirements of Nasdaq.

***We are a wholly owned subsidiary of MFIN and are dependent on MFIN and certain of our affiliates for various services and capital.***

We are a wholly owned subsidiary of MFIN. As a wholly owned subsidiary, we rely on MFIN and our affiliates generally, including for the provision of various services and capital. We receive Medallion loan servicing, collection and other customer services, and we historically received loan origination and marketing services, from certain of our affiliates. We also receive certain corporate services, including support for human resources and legal, from MFIN, and MFIN processes payroll for our employees and provides the benefits and equity compensation plans in which our employees participate. The services we receive from MFIN and our affiliates have in the past and may in the future change as a result of our overall strategy and due to one-time or opportunistic events.

As a consequence of the foregoing, in the event our relationships with our affiliates are not maintained, for any reason, including as a result of possible strategic decisions that MFIN may make from time to time or as a result of material adverse changes in MFIN’s performance, the cost of operating and funding our business may increase, we may experience disruptions to our operations as we implement alternative arrangements to our affiliate relationships, and our business, financial condition and earnings may be materially and adversely affected.

As a condition of receipt of FDIC insurance, we entered into the 2003 Capital Maintenance Agreement, which requires us to maintain a 15% leverage ratio (Tier 1 capital to average assets). The 2003 Capital Maintenance Agreement also requires MFIN to contribute additional capital to the Bank in the event that our capital ratios fall below the levels required by the agreement. Although we do not depend on MFIN as a source of funding, as a wholly owned subsidiary, in the event that we require capital from MFIN, there is no guarantee that MFIN will be able or will agree to provide it.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 2. PROPERTIES**

We lease space in Salt Lake City, Utah as our headquarters and for the Recreation Lending, Home Improvement Lending and Other segments. We do not own any real property, other than foreclosed properties obtained in lieu of loan repayments. We believe that our leased property is in good operating condition and is suitable for our current business operations.

#### **ITEM 3. LEGAL PROCEEDINGS**

We are currently involved in various legal proceedings incidental to the ordinary course of our business, including collection matters with respect to certain loans. We intend to vigorously defend any outstanding claims and pursue our legal rights. In the opinion of our management and based upon the advice of legal counsel there is no proceeding pending, or to the knowledge of management threatened, which in the event of an adverse decision could result in a material adverse effect on our results of operations or financial condition.

#### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## OTHER INFORMATION

On December 29, 2021, the SEC filed a civil complaint in the U.S. District Court for the Southern District of New York against MFIN and its President and Chief Operating Officer (who is also a director of the Bank) alleging certain violations of the antifraud, books and records, internal controls and anti-touting provisions of the federal securities laws. The Bank is not named as a defendant. The litigation relates to certain issues that occurred during the period 2015 to 2017, including; (i) MFIN's retention of third parties in 2015 and 2016 concerning posting information about MFIN on certain financial websites; and (ii) MFIN's financial reporting and disclosures concerning certain assets, including the Bank, in 2016 and 2017, a period when MFIN had previously reported as a business development company ("BDC") under the Investment Company Act of 1940. Since April 2018, MFIN does not report as a BDC, and has not worked with such third parties since 2016. MFIN does not expect to change previously reported financial results. MFIN filed a motion to dismiss the complaint on March 22, 2022, the SEC filed an amended complaint on April 26, 2022 and MFIN filed a motion to dismiss the amended complaint on August 5, 2022.

The SEC is seeking injunctive relief, disgorgement plus pre-judgment interest, and civil penalties in amounts unspecified, as well as an officer and director bar against the MFIN's President and Chief Operating Officer. MFIN and its President and Chief Operating Officer intend to defend themselves vigorously and believe that the SEC will not prevail on its claims. Nevertheless, depending on the outcome of the litigation, MFIN could incur a loss and other penalties that could be material to MFIN, its results of operations and/or financial condition, as well as a director and officer bar against its President and Chief Operating Officer (who is also a director of the Bank). In addition, MFIN has and expects to further incur significant legal fees and expenses in defending such charges by the SEC and MFIN may be subject to shareholder litigation relating to these SEC matters.

## **PART II**

### **ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

#### **Market Information**

There is no established trading market for the Bank's common stock.

#### **Holders**

The information set forth in Part III, Item 12 "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" of this Form 10-K is incorporated herein by reference.

#### **Securities Authorized for Issuance under Equity Compensation Plans**

Not applicable.

#### **Performance Graph**

Not applicable.

#### **Unregistered Sales of Equity Securities and Use of Proceeds**

None.

#### **Purchases of Equity Securities by the Issuer and Affiliated Purchases**

Not applicable.

### **ITEM 6. [RESERVED]**

### **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

#### **Objective**

The following is a discussion of our financial condition as of December 2022, as compared to December 2021, and our results of operations for the years ended December 2022 and 2021. This section is intended to provide management's perspective of its results of operation. This discussion and analysis should be read in conjunction with our annual audited financial statements and related notes thereto presented elsewhere. In addition to historical information, this discussion includes certain forward-looking statements regarding events and trends that may affect our future results. Such statements are subject to risks and uncertainties that could cause our actual results to differ materially. See "Cautionary Note Regarding Forward-Looking Statements." For a more complete discussion of the factors that could affect our future results, see Item 1A. "Risk Factors" beginning on page 14.

For a comparison of our results of operations for the year ended December 31, 2021 to the year ended December 31, 2020, see Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2021, which was filed with the FDIC on March 31, 2021.

#### **Introduction and Business Overview**

We are a Utah-chartered, FDIC-insured industrial bank headquartered in Salt Lake City, Utah. Formed in 2002, we are a wholly owned subsidiary of MFIN, a finance company. We specialize in providing consumer loans through dealers and FSPs for the purchase of RVs, boats and trailers and through contractors and FSPs for the purchase of home improvements such as swimming pools and replacement windows and roofs, along with offering loan origination services to fintech partners. Prior to September 2014, we originated loans to finance the purchase of taxi medallions, but have since transitioned away from this aspect of our business. We



continue to refinance existing Medallion loans in our portfolio as they mature and the Bank from time to time has provided financing to purchasers in connection with the disposition of repossessed medallion collateral.

As of December 2022, we had total assets of \$2.0 billion including a loan portfolio of \$1.8 billion. Consumer loans made up 99.3% of our loan portfolio as of December 2022, \$1.2 billion of which was Recreation loans and \$626.4 million of which was Home Improvement loans. Our Medallion loan portfolio decreased 7.1% between December 2021 and December 2022 to \$10.5 million due to normal loan pay downs, and the decrease reflected the Bank's ongoing strategy of steadily reducing exposure to this asset type. Equity capital was \$306.7 million as of December 2022, and pre-tax income and after-tax net income were \$100.0 million and \$74.6 million, respectively, for the year ended December 2022.

In the second half of 2014, we ceased originating loans to finance the purchase of taxi medallions, though we have continued to refinance those loans as they mature. Our portfolio of Medallion loans has steadily declined in size since we ceased new originations and, as of December 2022, represented less than 1 percent of our loan portfolio.

Our business is funded primarily through time certificates of deposit originated nationally through various brokered deposit relationships, and beginning in October 2020, listing service deposits, each of which offer a low-cost source of funding compared to credit facilities and other funding sources utilized by non-bank lending businesses. We do not originate deposits directly from retail customers and we have no branch operations, which contributes to our low efficiency ratio.

## **Business Environment**

The U.S. financial markets have continued to experience volatility and disruptions as concerns about the impact of higher inflation, rising interest rates, a potential recession, Russia's invasion of Ukraine, and the ongoing uncertainty related to the COVID-19 pandemic have weighed on market participants and consumers. These factors have created disruptions in supply chains and economic activity and have had adverse impacts on the energy, raw materials and transportation sectors, among others.

Price inflation in the U.S. economy has caused market interest rates to increase generally, and the demand for our products and creditworthiness of our borrowers may be adversely affected. Increases in market interest rates have and could continue to increase our cost of funds, which has adversely affected and could continue to adversely affect our net interest margin. In addition, we have experienced, and may continue to experience, changes in loan origination credit quality mix, particularly for Recreation loans, that result in increased credit quality but at the expense of loan interest income yield.

The economic uncertainties resulting from the COVID-19 pandemic in the past have negatively affected, and may in the future negatively affect, the Bank's financial position, results of operations and cash flows. Disruptions to the Bank's borrowers have negatively affected their ability to fulfill their obligations to the Bank. This has resulted, and may continue to result, in increased risk of delinquency, default, foreclosure, declining collateral values, loan losses and other adverse financial impacts.

For additional information on the impact on our business of macroeconomic conditions that affect the U.S. economy, consumer spending and consumer credit, see Part I, 1A "Risk Factors" in this Annual Report on Form 10-K.

## **Critical Accounting Estimates**

We follow financial accounting and reporting policies that are in accordance with U.S. generally accepted accounting principles ("GAAP"). Some of these significant accounting policies require management to make difficult, subjective or complex judgments. The policies noted below, however, are deemed to be our "critical accounting policies" under the definition given to this term by the SEC: those made in accordance with GAAP that involve a significant level of estimation uncertainty and have had or are reasonably likely to have a material impact on our financial condition or results of operations. These estimates are most important to the presentation of a company's financial condition and results of operations, and require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

The judgments used by management in applying the critical accounting policies may be affected by deterioration in the economic environment, which may result in changes to future financial results. Specifically, subsequent evaluations of the loan portfolio, in light of the factors then prevailing, may result in significant changes to the allowance for loan losses in future periods, and the inability to collect on outstanding loans could result in increased loan losses.

## *Allowance for Loan Losses*

In analyzing the adequacy of the allowance for loan losses for Recreation and Home Improvement loans, we use a one-year look-back period. In analyzing the adequacy of the allowance for loan losses, prior to the third quarter of 2020, the Bank used historical delinquency and actual loss rates with a three-year look-back period for all performing Medallion loans. During the third quarter of 2020, we established specific reserves for all Medallion loans, adjusting them down to net collateral value. The allowance is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and size of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, prevailing economic conditions, and excess concentration risks. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available.

Our methodology to calculate the general reserve portion of the allowance includes the use of quantitative and qualitative factors. We initially determine an allowance based on quantitative loss factors for loans evaluated collectively for impairment. The quantitative loss factors are based primarily on historical loss rates, after considering loan type, historical loss and delinquency experience. The quantitative loss factors applied in the methodology are periodically re-evaluated and adjusted to reflect changes in historical loss levels or other risks. Our quantitative loss factor rates increased by 83 basis points and 37 basis points for Recreation and Home Improvements loans, respectively, in 2022 compared to 2021, as a result of higher charge-offs in 2022. Qualitative loss factors are used to modify the reserve determined by the quantitative factors and are designed to account for losses that may not be included in the quantitative calculation according to management's best judgment. Our qualitative loss factor rates decreased 109 basis points and 35 basis points for Recreation and Home Improvement loans, respectively, in 2022 compared to 2021, as a result of the quantitative loss rates rising from historically low levels, improvements in the credit quality mix of our Recreation loans, and management's assessment of the adequacy of current reserve. If our qualitative loss factor rates were to increase 50 basis points, our Recreation and Home Improvement general reserve would increase by \$5.7 million and \$3.1 million, respectively. Likewise, if our qualitative loss factor rates were to decrease 50 basis points, our Recreation and Home Improvement general reserve would decrease by \$5.7 million and \$3.1 million, respectively. Performing loans are recorded at book value and the general reserve maintained to absorb expected losses consistent with GAAP.

The Recreation and Home Improvement loan portfolio reserves are calculated consistent with ASC 450, which is designed for homogeneous pools of loans. We segment the portfolios by risk profile in order to reach the necessary level of homogeneity. Our Medallion loans are analyzed on a more granular level, are segmented by jurisdiction, and as of the third quarter of 2020 are subject to specific reserves as required by ASC 310. Prior to the third quarter of 2020, all Medallion loans were assigned a credit grade using an 8-point grading system. The credit grading process was subjective and administered by our loan servicer, MFIN, under the oversight of our Chief Lending Officer and related Loan Portfolio Review Committee.

Medallion loans are considered impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. We consider all nonaccrual loans and loans restructured under modified terms, including, for example, rate reductions, principal forgiveness, term extensions, payment forbearance, and other actions that are worse than market to be impaired loans, and the related specific allowances for losses are determined on an individual basis. Impairment testing is done using the collateral method or a discounted cash flow model and, if a value deficiency is found, a specific reserve is booked to the allowance for loan losses. Since the third quarter of 2020, we are testing all Medallion loans for impairment using the collateral method and booking specific reserves as needed.

The determination of taxi medallion collateral fair value is derived quarterly for each jurisdiction. For Medallion loans, nonperforming loans are valued at collateral value for the most recent quarter. Collateral value for the Medallion loans is generally determined utilizing factors deemed relevant under the circumstances of the market including but not limited to: actual transfers, pending transfers, median and average sales prices, discounted cash flows, market direction and sentiment, and general economic trends for the industry and economy. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available.

We charge off Home Improvement and Medallion loans in the period that such loans are deemed uncollectible or when they reach 120 days delinquent. Recreation loans that are not subject to an active bankruptcy proceeding are also charged off when deemed uncollectible or when they reach 120 days delinquent. Recreation loans that are subject to an active bankruptcy proceeding are charged down to 60% of the outstanding loan balance until the bankruptcy is discharged.

The methodology used in the periodic review of reserve adequacy, which is performed at least quarterly, is designed to be responsive to changes in portfolio credit quality and inherent credit losses. The changes are reflected in both the pooled formula reserve and in specific reserves as the collectability of larger classified loans is regularly recalculated with new information as it becomes available. Management is primarily responsible for the overall adequacy of the allowance. In addition, allowance adequacy is

also approved by the board of directors and assessed by the Bank's internal audit function, which performs independent credit reviews and a validation of the allowance model.

In addition, bank regulators, as an integral part of their supervisory functions, periodically review our loan portfolio and related allowance for loan losses. These regulatory agencies may require us to increase our provision for loan and lease losses or to recognize further loan charge-offs based upon their judgments, which may be different from ours. An increase in the allowance for loan losses required by these regulatory agencies could materially adversely affect our financial condition and results of operations.

### ***Deferred Taxes***

Deferred taxes reflect the impact of temporary differences between the carrying amount of assets and liabilities and their tax basis and are stated at tax rates expected to be in effect when taxes are actually paid or recovered. Deferred tax assets are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their existing tax bases. In addition, a valuation allowance is recorded when it is deemed that some or all of the deferred tax assets will not be realized due to temporary differences.

### ***Key Elements for 2022 compared to 2021***

Below are key elements of our performance for the year ended December 2022 compared to the year ended December 2021.

- Net income was \$74.6 million for the year ended December 2022, compared to net income of \$70.0 million for the year ended December 2021. The increase in net income was driven by an increase in net interest income as a result of growth in both our Recreation Lending and Home Improvement Lending segments, and partially offset by increases in provision for loan losses and operating expenses.
- Pre-provision net revenue ("PPNR"), which is a non-GAAP financial measure calculated by subtracting our provision for credit losses from our pre-tax income, was \$124.7 million for the year ended December 2022, compared to PPNR of \$99.3 million for the year ended December 2021. The increase in PPNR was driven by an increase in net interest income as a result of growth in both our Recreation Lending and Home Improvement Lending segments. See "Non-GAAP Financial Measures" below for additional information, including a reconciliation of PPNR to the most comparable GAAP presentation.
- Loan origination volumes increased 34.3% to \$955.1 million during the year ended December 2022 compared to the year ended December 2021, with our Recreation Lending segment, our Home Improvement Lending segment, and our Strategic Partnership Program all experiencing growth.
- Net interest income increased 20.4% to \$164.6 million for the year ended December 2022, compared to the year ended December 2021, primarily due to higher average balances in our Recreation and Home Improvement loan portfolios.
- Our efficiency ratio was 24.5% for the year ended December 2022, a decrease of 189 basis points over the efficiency ratio for the year ended December 2021.
- Gross loan delinquencies 30 days or greater increased by 12 basis points to 3.15% of period-end loan portfolio balances at December 2022 compared to December 2021, largely due to declining credit performance by our borrowers as delinquency levels normalized from historically low levels at December 2021.
- Our net charge-off rate decreased 23 basis points to 1.01% for the year ended December 2022, compared to the year ended December 2021, due primarily to a reduction in net charge-offs in the Medallion loan portfolio, partially offset by an increase in net charge-offs in the Recreation and Home Improvement loan portfolios. Our provision for loan losses increased by \$21.0 million to \$24.7 million for the year ended December 2022 compared to \$3.7 million for the year ended December 2021, primarily due to loan portfolio growth and the normalization of loan losses after a period of historically low loss rates.
- Our Tier 1 capital increased by \$48.6 million from December 2021, reflecting net income, partially offset by dividends paid during the year ended December 2022, and our Tier 1 leverage ratio decreased to 16.2%, compared to 17.5% at December 2021, primarily due to asset growth, partially offset by the increase in Tier 1 capital.

## Results of Operations

### *Net Income*

Net income was \$74.6 million for the year ended December 2022, compared to net income of \$70.0 million for the year ended December 2021. The increase in net income for the year ended December 2022 was driven by an increase in net interest income as a result of growth in both our Recreation and Home Improvement loan portfolios, partially offset by an increase in provision for loan losses.

The returns on average shareholders' equity and average total assets for the year ended December 2022 were 26.45% and 4.23%, respectively, compared to 29.09% and 5.02%, respectively, for the year ended December 2021.

	Year Ended December 31,		
	2022	2021	2020
	( in thousands)		
Interest income	\$ 187,272	\$ 154,310	\$ 140,654
Interest expense	22,667	17,544	22,330
Net interest income	164,605	136,766	118,324
Provision for loan losses	24,709	3,746	63,048
Net interest income after provision for loan losses	139,896	133,020	55,276
Non-interest gain/(loss)	655	(1,846)	(17,938)
Non-interest expense	40,527	35,612	33,895
Earnings before provision for income taxes	100,024	95,562	3,443
Provision for income taxes	25,386	25,563	928
Net income	<u>\$ 74,638</u>	<u>\$ 69,999</u>	<u>\$ 2,515</u>

## Other Financial and Statistical Data

The following table sets forth certain other financial and statistical data for the periods indicated:

	As of and For the Year Ended December 31,					
	2022		2021		2020	
	\$	%	\$	%	\$	%
(dollars in thousands)						
Return on average assets		4.23%		5.02%		0.20%
Return on average equity		26.45%		29.09 %		1.13%
Equity to assets		15.72%		17.05 %		16.92%
Non-interest expense as a % of average loan receivables		2.49%		2.78 %		2.94%
Efficiency ratio <sup>(1)</sup>		24.52%		26.41 %		33.76%
Effective income tax rate		25.38%		26.75 %		26.95%
Total loan receivables	1,822,737		1,415,414		1,167,748	
<b>Average balances</b>						
Recreation	1,087,522		884,264		775,212	
Home Improvement	526,507		373,977		286,395	
Medallion	10,988		19,607		87,912	
Other	2,303		1,882		1,833	
Interest-earning cash and equivalents	1,250		1,327		1,534	
Federal Funds Invested	71,883		45,141		65,795	
Securities available for sale	46,832		45,195		46,686	
Equity securities	1,823		1,822		—	
<b>Net charge-offs</b>						
Recreation	17,442	1.60%	5,252	0.59 %	17,225	2.22%
Home Improvement	4,110	0.78%	925	0.25 %	1,602	0.56%
Medallion	(5,084)	(46.27%)	9,743	49.69 %	38,559	43.86%
Other	(6)	(0.26%)	(1)	(0.05)%	(10)	(0.55%)
<b>Allowance for loan losses as a % of period-end loan receivables</b>						
Recreation	(41,966)	3.55%	(36,607)	3.79 %	(34,143)	4.27%
Home Improvement	(11,340)	1.81%	(7,833)	1.79 %	(5,994)	1.79%
Medallion	(8,298)	78.89%	(8,916)	78.74 %	(25,393)	77.76%
Other	(27)	1.17%	(27)	1.43 %	(27)	1.46%
<b>30+ days past due as a % of period-end loan receivables</b>						
Recreation	51,024	4.31%	30,770	3.19 %	35,556	4.45%
Home Improvement	5,101	0.81%	2,133	0.49 %	1,208	0.36%
Medallion	1,295	12.31%	8,211	72.52 %	3,049	9.34%
Other	—	—%	1,795	95.21 %	—	—%
<b>Asset Quality Ratios</b>						
Gross nonperforming loans to total gross loans		1.28%		1.41 %		3.74%
Allowance for loan losses to gross nonperforming loans		269.54%		268.50 %		152.65%

(1) Efficiency ratio is the ratio of non-interest expense to the sum of net interest income and non-interest income.

## Average Balance Sheet

The following table provides average balance sheet details for the periods indicated, which are used in the discussion of interest income, interest expense and net interest income that follows:

	As of and For the Year Ended December 31,								
	2022			2021			2020		
	Average Balance	Interest Income/Expense	Average Yield/Rate	Average Balance	Interest Income/Expense	Average Yield/Rate	Average Balance	Interest Income/Expense	Average Yield/Rate
(dollars in thousands)									
<b>Assets</b>									
<b>Interest-earning assets:</b>									
Interest-earning cash and cash equivalents	\$ 1,250	\$ 19	1.52%	\$ 1,327	\$ 21	1.58%	\$ 1,534	\$ 32	2.09%
Fed Funds Sold	71,883	942	1.31 %	45,141	23	0.05 %	65,795	119	0.18 %
Securities available for sale	46,832	1,382	2.95 %	45,195	882	1.95 %	46,686	1,000	2.14 %
Equity Securities	1,823	28	1.54 %	1,822	23	1.26 %	—	—	— %
<b>Loan receivables:</b>									
Recreation	1,087,522	139,359	12.81 %	884,264	118,525	13.40 %	775,212	110,896	14.31 %
Home Improvement	526,507	45,026	8.55 %	373,977	34,550	9.24 %	286,395	27,594	9.63 %
Medallion	10,988	360	3.28 %	19,607	95	0.48 %	87,912	804	0.91 %
Other	2,303	156	6.77 %	1,882	191	10.15 %	1,833	209	11.40 %
Total loan receivables	1,627,320	184,901	11.36 %	1,279,730	153,361	11.98 %	1,151,352	139,503	12.12 %
Allowance for loan losses	(57,712)			(57,700)			(71,507)		
Net loan receivables	1,569,608			1,222,030			1,079,845		
<b>Non-interest-earning assets:</b>									
Cash and due from banks	247			117			127		
Accrued interest receivable	11,439			9,693			9,745		
Reposessed inventory – recreation	1,236			1,080			1,319		
Reposessed inventory – taxi medallion	23,779			35,280			37,327		
Other assets held in bankruptcy	1,800			1,800			277		
Deferred and other tax assets, net	8,456			9,209			13,823		
Other assets	26,318			22,669			19,481		
Total assets	\$ 1,764,671			\$ 1,395,363			\$ 1,275,959		
<b>Interest-bearing liabilities:</b>									
Interest-bearing deposit accounts	\$ 1,441,308	\$ 22,667	1.57%	\$ 1,134,523	\$ 17,544	1.55%	\$ 1,037,148	\$ 22,330	2.15%
Borrowings	—	—	—	—	—	—	—	—	—
Total interest-bearing liabilities	\$ 1,441,308	\$ 22,667	1.57%	1,134,523	\$ 17,544	1.55%	1,037,148	\$ 22,330	2.15%
<b>Non-interest-bearing liabilities:</b>									
Accrued interest payable	1,657			1,493			1,867		
Other liabilities	12,805			9,877			9,579		
Due to affiliates	490			240			583		
Dividends payable	2,105			2,028			737		
Taxes payable	24,112			6,575			2,872		
Shareholders' Equity	282,194			240,627			223,173		
Total liabilities and Equity	\$ 1,764,671			\$ 1,395,363			\$ 1,275,959		
<b>Interest rate spread</b>			9.14%			9.69%			8.96%
<b>Net interest income</b>		164,605			136,766			\$ 118,324	
<b>Net interest margin</b>			9.41%			9.96%			9.35%

	Year Ended December 31, 2022 vs. 2021			Year Ended December 31, 2021 vs. 2020		
	Increase (Decrease) Due to Change In			Increase (Decrease) Due to Change In		
	Average Volume	Average Yield/ Rate	Net Change	Average Volume	Average Yield/ Rate	Net Change
(in thousands)						
<b>Interest-earning assets:</b>						
Interest earning cash and equivalents	\$ (1)	\$ (1)	\$ (2)	\$ (3)	\$ (8)	\$ (11)
Fed Funds Sold	350	569	919	(11)	(85)	(96)
Securities available for sale	48	452	500	(29)	(89)	(118)
<b>Loan receivables:</b>						
Recreation	26,046	(5,212)	20,834	14,617	(6,988)	7,629
Home Improvement	13,044	(2,568)	10,476	8,091	(1,135)	6,956
Medallion	(282)	557	275	(331)	(378)	(709)
Other	29	(74)	(45)	6	(24)	(18)
<b>Total loan receivables</b>	<b>38,837</b>	<b>(7,297)</b>	<b>31,540</b>	<b>22,382</b>	<b>(8,524)</b>	<b>13,858</b>
<b>Change in interest income from total interest-earning assets</b>	<b>\$ 39,234</b>	<b>\$ (6,277)</b>	<b>\$ 32,957</b>	<b>\$ 22,340</b>	<b>\$ (8,707)</b>	<b>\$ 13,633</b>
<b>Interest-bearing liabilities:</b>						
Interest-bearing deposit accounts	4,825	298	5,123	1,506	(6,292)	(4,786)
Borrowings	—	—	—	—	—	—
<b>Change in interest expense from total interest-bearing liabilities</b>	<b>4,825</b>	<b>298</b>	<b>5,123</b>	<b>1,506</b>	<b>(6,292)</b>	<b>(4,786)</b>
<b>Total change in net interest income</b>	<b>\$ 34,409</b>	<b>\$ (6,575)</b>	<b>\$ 27,834</b>	<b>\$ 20,834</b>	<b>\$ (2,415)</b>	<b>\$ 18,419</b>

## Net Interest Income

Net interest income is the difference between interest earned on assets and interest incurred on liabilities, and typically constitutes a substantial majority of our total revenue. For the year ended December 2022, net interest income was \$164.6 million, compared to \$136.8 million for the year ended December 2021. The following sections provide a description of the component parts of net interest income:

### Interest Income

Interest income is comprised of interest and fees on loans, which includes discounts paid by dealers, contractors and FSPs to compensate us for all or part of the promotional financing provided to their customers, and interest on cash and cash equivalents and investment securities. We include interest and fees on loans and any past due interest and fees deemed to be collectible in interest income. Fees on loans and certain direct loan origination costs are deferred and amortized over the expected life of the loan to better match income and expense in accordance with GAAP. Both fees and costs are captured in interest and fees on loans, with fees increasing yield and costs decreasing yield. See “Note 1. Organization and Summary of Significant Accounting Policies” in the annual audited financial statements included elsewhere in this Form 10-K for additional information on our revenue recognition policy for interest income.

Interest income increased by \$33.0 million, or 21.4%, for the year ended December 2022, compared to the year ended December 2021, due primarily to higher average balances in our Recreation and Home Improvement loan portfolios.

The yield on our average loans outstanding decreased to 11.4% for the year ended December 2022, compared to 12.0% for the year ended December 2021. The yield decrease was primarily due to reductions in the average interest rates on new loans originated for both Recreation and Home Improvement loans plus an increase in the percentage of interest-earning assets attributable to Home Improvement loans, which typically have a lower yield than Recreation loans.

### Interest Expense

Interest expense increased by \$5.1 million, or 29.2%, for the year ended December 2022 compared to the year ended December 2021, driven by growth in our deposit liabilities and overall cost of funds. Our average cost of funds increased to 1.6% for the year ended December 2022 compared to 1.55% for the year ended December 2021, mostly due to the increase in market interest rates during 2022.

## **Provision for Loan Losses**

Our provision for loan losses was \$24.7 million for the year ended December 2022 compared to \$3.7 million for the year ended December 2021, an increase of \$21.0 million. The increase was primarily due to growth in our Recreation and Home Improvement loan portfolios, loan loss rates for Recreation and Home Improvement loan portfolios normalizing instead of falling toward historical lows, and partly offset by an increase in Medallion loan recoveries.

### ***Recreation and Home Improvement Loan Provisions***

Provisions for the year ended December 2022 increased primarily due to Recreation and Home Improvement loan loss rates normalizing instead of falling, growth in the related loan portfolios, and partly offset by a reduction in the level of our Recreation allowance for loan losses. Our quantitative loss factor rates increased by 83 basis points and 37 basis points for Recreation and Home Improvements loans, respectively, as of December 2022 compared to December 2021, as a result of higher charge-offs in 2022. Our qualitative loss factor rates decreased by 109 basis points and 35 basis points for Recreation and Home Improvements loans, respectively, in December 2022 compared to December 2021, as a result of the quantitative loss rates rising from historically low levels, improvements in the credit quality mix of our Recreation loans, and management's assessment of the adequacy of current reserve. The provision for Recreation loans for the year ended December 2022 was \$22.8 million compared to \$7.7 million for the year ended December 2021. The provision for Home Improvement loans for the year ended December 2022 was \$7.6 million compared to \$2.8 million for the year ended December 2021.

### ***Medallion Valuation Methodology and Loan Provisions***

The determination of taxi medallion collateral fair value is derived quarterly for each jurisdiction. Management uses different reserve methodologies for performing and nonperforming Medallion loans. Performing Medallion loans are carried at book value and are offset by a general reserve, consistent with GAAP. Nonperforming Medallion loans, which, as of December 2022, included all Medallion loans, are valued at collateral value for the most recent quarter. Collateral value for Medallion loans is generally determined utilizing factors deemed relevant under the circumstances of the market including but not limited to: actual transfers, pending transfers, median and average sales prices, discounted cash flows, market direction and sentiment, and general economic trends for the industry and economy. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available.

The benefit for Medallion loans for the year ended December 2022 was \$5.7 million compared to \$6.7 million for the year ended December 2021. The decrease in benefit was driven in part by lower recoveries and partially offset by a decline in the size of the allowance for loan losses due to shrinking outstanding loan balances.

For additional information about the provision for loan losses and the allowance, see the discussion of asset quality and the allowance for loan losses below, as well as in "Note 3. Loans and Allowance for Loan Losses" in the annual audited financial statements included elsewhere in this Form 10-K.

## **Non-Interest Income**

For the year ended December 2022, non-interest income was a gain of \$0.7 million, compared to a loss of \$1.8 million for the year ended December 2021. The increase in non-interest income for the year ended December 2022 was the result of lower write downs of the estimated value of our repossessed loan collateral compared to 2021. Write downs of repossessed loan collateral occur as we mark to market value the repossessed taxi medallion collateral, which appears in the financial statements of this Form 10-K as \$9.0 million of the \$10.4 million in "Loan collateral in process of foreclosure" at December 2022.

## **Non-Interest Expense**

Non-interest expense was \$40.5 million for the year ended December 2022, compared to \$35.6 million for the year ended December 2021. The increase was due primarily to higher salaries and benefits driven by rising compensation costs and an increase in the number of our employees, and increased servicing fees and regulatory fees primarily associated with the increased size of our loan portfolios.



	Year Ended December 31,		
	2022	2021	2020
	(in thousands)		
Loan servicing	\$ 10,843	\$ 10,692	\$ 11,158
Regulatory fees	2,418	1,872	1,822
Salaries and benefits	15,086	12,237	10,275
Collection costs	5,385	4,775	4,294
Professional fees	1,754	1,695	2,017
Occupancy and Equipment	793	789	783
Other	4,248	3,552	3,546
Total	<u>\$ 40,527</u>	<u>\$ 35,612</u>	<u>\$ 33,895</u>

## Transactions with Affiliates

We benefit from services we receive from MFIN and certain other affiliates. In 2010, MFIN formed Medallion Servicing Corp. ("MSC") to provide loan servicing, collection and other customer services to the Bank pursuant to a loan servicing agreement. The services provided by MSC to the Bank include services in connection with the liquidation of our Medallion loan portfolio. In addition, the Bank historically received loan origination and marketing services from Medallion Funding LLC, a wholly owned small business investment company subsidiary of MFIN. We also receive certain corporate services, including support for human resources and legal from MFIN pursuant to a corporate services agreement. We expect servicing and collection costs to remain relatively high as a result of ongoing servicing and workouts associated with the Medallion loan portfolio. Costs related to human resources services will depend on the number of employees at the Bank, and costs for legal support will vary from period to period depending on the projects active at the time. As of December 2022, and December 2021, the Bank held a \$100,000 collateral deposit due to MFIN.

In the year ended December 2022, we compensated MFIN for loan servicing in the amount of \$2.6 million, which was a decrease of \$1.0 million compared to the related compensation in the year ended December 2021. This was due to a decrease in servicing and collection activity associated with Medallion loans as the portfolio decreased in size. We compensated MFIN in the amount of \$0.4 million for corporate services for both the year ended December 2022 and the year ended December 2021.

## Provision for Income Taxes

Our income tax expense reflects management's best estimate of current and future taxes to be paid. In projecting future taxable income, we begin with historical results and incorporate assumptions about the amount of future state and federal operating income. These assumptions about future taxable income require judgment and are consistent with the plans we use to manage our segments.

As a consolidated entity with MFIN for tax purposes, the Bank makes its estimated tax payments to MFIN instead of directly to the Internal Revenue Service. The Bank makes some of its state tax payments directly to states to which it has an obligation and some on a consolidated basis with MFIN.

In the year ended December 2022, we recognized income tax expense of \$25.4 million.

## Segment Results

Based on our internal operating structure, we determined our operations are organized into three reportable segments representing our two core businesses – Recreation Lending and Home Improvement Lending – and an Other segment. As we grow and develop our Strategic Partnership Program which is currently included within our Other segment, we will monitor our segment composition.

Our Recreation Lending segment is a consumer finance business that works with third-party dealers and FSPs for the purpose of financing RVs, boats and other consumer recreational equipment. The Home Improvement Lending segment is a consumer finance business that works with contractors and FSPs in order to finance residential home improvements. The Other segment consists of our remaining operations, including Medallion loans, activities related to our Strategic Partnership Program and other loans. The primary factors considered in determining the reportable segments for our core businesses include the nature of the underlying collateral financed, the resources used to provide the products and services to our dealers, contractors and FSPs, and our internal operating structure.

The segment information reported is based on the “management approach” as described in ASC 280. The Bank’s segment results are intended to reflect each segment as if it were a stand-alone business. Management’s accounting process uses various estimates and allocation methodologies to measure the performance of each segment. To establish the financial performance for each segment, the Bank allocates funding costs and certain non-interest expenses to each segment, as applicable.

As a consolidated subsidiary of MFIN, the Bank’s assets, liabilities, results of operations and cash flows are reflected in MFIN’s consolidated financial statements. Financial information relating to the Bank in the Bank’s disclosures, including this Form 10-K, may not be comparable to financial information about the Bank in MFIN’s SEC filings because of intercompany assets, liabilities, revenues and expenses between the Bank, on the one hand, and MFIN and MFIN’s other consolidated subsidiaries, on the other hand, that are eliminated in consolidation, as well as methodological differences in segment disclosures. The methodological differences in segment disclosures reflect differences in the assets, liabilities, revenues, expenses and activities of the Bank, on a standalone basis, and MFIN, on a consolidated basis.

### ***Recreation Lending***

The Recreation Lending segment has typically been a high-growth prime and non-prime consumer finance business which is a significant source of income for the Bank, accounting for 74.4% and 76.8% of our interest income for the years ended December 2022 and 2021, respectively. The loans are secured primarily by RVs, boats and trailers.

	<b>Year Ended December 31,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
	<b>(dollars in thousands)</b>		
Gross interest income	\$ 149,829	\$ 127,911	\$ 118,705
Amortization of loan origination costs	(10,470)	(9,386)	(7,809)
Other income	—	—	3
Interest expense	14,838	11,841	14,124
Provision for loan losses	22,802	7,716	23,559
Servicing fees	9,403	8,244	7,856
Salaries	8,401	7,112	6,435
Direct	1,503	1,275	1,473
Overhead	5,503	4,935	4,690
<b>Net income before taxes</b>	<b>\$ 76,909</b>	<b>\$ 77,402</b>	<b>\$ 52,762</b>
<b>Average loans outstanding</b>	<b>\$1,087,522</b>	<b>\$ 884,264</b>	<b>\$ 775,212</b>
<b>(as a % of average loans outstanding)</b>			
Gross interest income	13.78%	14.47%	15.31%
Amortization of loan origination costs	(0.96)	(1.06)	(1.01)
Other income	—	—	—
Interest expense	(1.36)	(1.34)	(1.82)
Provision for loan losses	(2.10)	(0.87)	(3.04)
Servicing fees	(0.86)	(0.93)	(1.01)
Salaries	(0.77)	(0.80)	(0.83)
Direct	(0.14)	(0.14)	(0.19)
Overhead	(0.51)	(0.56)	(0.60)
Net income before taxes	7.08	8.75	6.81

Net income before taxes decreased \$0.5 million to \$76.9 million in the year ended December 2022 compared to the year ended December 2021, primarily due to an increase in provision for loan losses as a result of loan portfolio growth and loan loss rates normalizing, partly offset by net interest income growth.

During the year ended December 2022, we originated \$513.1 million of Recreation loans, an increase of \$71.1 million from the year ended December 2021, driven by increasing market demand and changes designed to increase the efficiency of our underwriting process through the implementation of scorecard modeling and technology-driven automation. As of December 2022, loans originated in connection with Recreation Lending have grown at a compound annual growth rate of 19.40% since 2019 and 22.26% since 2004. The compound annual growth rate allows management to see the smoothed growth of the Recreation Lending segment over long periods of time, which helps with long-term planning. The compound annual growth rate also provides investors with information about long-term growth trends.

In addition to offering prime credit financing, we specialize in helping recreation product dealerships finance customers with past credit challenges, which include bankruptcy, tax liens, collections and other credit issues. The proportion of Recreation loans funded that are prime credit increased dramatically in 2009 as a result of financial crisis-related market disruptions, then declined somewhat as competition increased for prime credit loans, before rebounding in the second half of 2020 as a result of tightening our underwriting standards. As of December 2022 and 2021, the weighted average origination FICO scores of our loans outstanding were 671 and 668 for this portfolio, respectively. The weighted average FICO scores at the time of origination for the loans funded in the years ended December 2022 and 2021 were 676 and 684, respectively.

Recreation loans represented \$1.2 billion, or 64.9%, of the Bank's loan portfolio as of December 2022, up from \$965.3 million, or 68.2%, of the Bank's loan portfolio as of December 2021. The gross interest yield of our Recreation loan portfolio was 13.78% for the year ended December 2022, compared to 14.47% as of the year ended December 2021.

The Bank maintains relationships with approximately 3,100 dealers and FSPs, not all of which are active at any one time. The ability of FSPs to aggregate the financing and relationship management for many small dealers makes them valuable to the Bank. Management monitors the number of dealers and FSPs and their relative contributions as a means of assessing market share and segment growth. Over time, changes in these metrics will provide investors with information about origination concentration and growth trends in the segment. In the year ended December 2022, 48% of Recreation Lending's new loan originations were from our top ten dealer and FSP relationships. The percentage of new loan originations by the top ten dealer and FSP relationships is a measure of concentration within the segment, which management uses to determine whether to undertake diversification efforts, and which provides investors with information about origination concentration.

The Recreation loan portfolio consists of thousands of geographically distributed loans with an average loan size of \$18,400. The loans are fixed rate loans with an average loan term at origination of 11.3 years. The weighted average maturity of our loans outstanding is 9.6 years. See "Loan Portfolios." The loan terms and weighted average maturities aid management in making appropriate funding type and maturity decisions and provide investors with information about the characteristics of our loan portfolio and asset-liability management activities. Recreation loans are made to borrowers residing in all fifty states, with the highest concentrations in Texas and Florida at 16% and 11% at December 2022, respectively, compared to concentrations in Texas and California at 16% and 10% of loans outstanding at December 2021, respectively, and with no other states over 10%. Recreation loans are secured primarily by RVs and boats, with RV loans making up 54% of the portfolio and boat loans making up 18% of the portfolio at December 2022, compared to 55% and 18%, at December 2021. The percentage of new loan originations by state and by collateral type provide management and investors with information about concentration exposures, which management uses to monitor concentrations and determine whether to undertake diversification efforts.

Our Recreation Lending net charge-offs for the years ended December 2022 and 2021 were 1.60% and 0.59% of average loans outstanding, respectively. The increase in net charge-offs in our Recreation Lending segment in the year ended December 2022 was due mostly to declining credit performance as loss rates normalized after recent lows.

Our Recreation Lending provisions for loan losses for the years ended December 2022 and 2021 were 2.10% and 0.87% of average loans outstanding, respectively. The increase from December 2021 to December 2022 was largely due to the normalization of loan loss rates after a downward trend that included the year ended December 2021, portfolio growth, and partly offset by a reduction in the level of our Recreation allowance for loan losses.

We maintain an allowance for Recreation loan losses that was \$42.0 million, or 3.55%, of the Recreation loan portfolio as of December 2022. The recovery rates and typical time periods for repossessing and liquidating the collateral underlying our Recreation loans mitigates our exposure to loan losses in this portfolio. Our practice is to perfect security interests in the underlying collateral, when possible, except when it is impractical given the small size of the loan or collateral perfection requirements in particular states. If state law permits titling of collateral, we typically perfect our interest via the titling process, which designates the Bank as a lien holder on the title for the collateral and thus facilitates the process for repossession under applicable state law. If a UCC filing is the only mechanism to perfect our interest in collateral, we record that UCC filing in state records.

## Home Improvement Lending

The Home Improvement Lending segment originates loans secured primarily by window, siding, and roof replacements, and swimming pool installations.

	Year Ended December 31,		
	2022	2021	2020
	(dollars in thousands)		
Gross interest income	\$ 43,263	\$ 32,879	\$ 25,684
Amortization of loan origination costs	1,763	1,671	1,910
Other income	14	63	68
Interest expense	6,136	4,252	4,902
Provision for loan losses	7,616	2,764	3,749
Servicing fees	2,413	1,831	1,533
Salaries	5,652	4,266	3,467
Direct	656	629	672
Overhead	1,942	1,528	1,366
<b>Net income before taxes</b>	<b>\$ 20,625</b>	<b>\$ 19,342</b>	<b>\$ 11,973</b>
<b>Average loans outstanding</b>	<b>\$ 526,507</b>	<b>\$ 373,977</b>	<b>\$ 286,395</b>
<b>(as a % of average loans outstanding)</b>			
Gross interest income	8.22 %	8.79 %	8.97 %
Amortization of loan origination costs	0.33	0.45	0.67
Other income	—	0.02	0.02
Interest expense	(1.17)	(1.14)	(1.71)
Provision for loan losses	(1.45)	(0.74)	(1.31)
Servicing fees	(0.46)	(0.49)	(0.54)
Salaries	(1.07)	(1.14)	(1.21)
Direct	(0.12)	(0.17)	(0.23)
Overhead	(0.37)	(0.41)	(0.48)
<b>Net income before taxes</b>	<b>3.91</b>	<b>5.17</b>	<b>4.18</b>

Net income before taxes increased to \$20.6 million for the year ended December 2022 compared to \$19.3 million in 2021, mostly due to an increase in gross interest income and partly offset by higher provision for loan losses and interest expense.

Home Improvement loans represented \$626.4 million, or 34.4%, of the Bank's loan portfolios as of December 2022, up from \$436.9 million, or 30.9%, of the Bank's loan portfolios as of December 2021. During the year ended December 2022, we originated \$392.5 million of Home Improvement loans, an increase of \$134.5 million from the year ended December 2021. As of December 2022, loans originated in connection with Home Improvement Lending have grown at a compound annual growth rate of 40.31% since 2019 and 30.75% since 2012, which is the year in which the segment originated its first loan. The compound annual growth rate allows management to see the smoothed growth of the Home Improvement Lending segment over long periods of time, which helps with long-term planning. The compound annual growth rate also provides investors with information about long-term growth trends. Home Improvement Lending provides us with high-quality assets; as of December 2022 and 2021 the weighted average origination FICO scores of our loans outstanding in this portfolio were 753 and 754, respectively. The weighted average FICO scores at the time of origination for the loans funded in the years ended December 2022 and 2021 were 758 and 759, respectively. The gross interest yield of the Home Improvement Lending portfolio was 8.22% for the year ended December 2022, compared to 8.79% for the year ended December 2021.

The Bank currently has relationships with approximately 1,000 contractors and FSPs. Management monitors the number of contractors and FSPs and their relative contributions as a means of assessing market share and segment growth. Over time, changes in these metrics will provide investors with information about origination concentration and growth trends in the segment. In the year ended December 2022, 62% of Home Improvement Lending's new loan originations were from our top ten contractor and FSP relationships. The Home Improvement loan portfolio is concentrated in roofs, swimming pools, and windows at 37%, 23% and 12% at December 2022, respectively, compared to concentrations in swimming pools, roofs, and windows at 30%, 26%, and 13% at December 2021, respectively, with no other collateral types over 10%. Home Improvement loans are made to borrowers residing in all fifty states, with the highest concentrations in Texas and Florida at 10% and 10%, respectively, at December 2022, compared to concentrations in Texas and Florida at 11% and 10%, respectively, at December 2021, and with no other states over 10%. The

percentage of new loan originations by the top ten relationships, by collateral type and by state provides management and investors with information about concentration exposures that management uses to determine whether to undertake diversification efforts.

The weighted average maturity of our loans outstanding was 12.4 years as of December 2022 and the average loan size was \$19,500. The average loan term at origination is 13.8 years. See "Loan Portfolios." The loan terms and weighted average maturities aid management in making appropriate funding type and maturity decisions and provide investors with information about the characteristics of our loan portfolio and asset-liability management activities.

Our Home Improvement Lending net charge-offs for the years ended December 2022 and 2021 were 0.78% and 0.25% of average loans outstanding, respectively. Since we commenced Home Improvement Lending in early 2012, annual net charge-offs have not exceeded 1.12%. Geographic dispersion of the Home Improvement loan portfolio supplements credit quality in reducing risk.

Our Home Improvement Lending provisions for loan losses for the years ended December 2022 and 2021 were 1.45% and 0.74%, respectively. The increase in the year ended December 2022 was largely due to the normalization of loan loss rates and portfolio growth.

We maintain an allowance for Home Improvement loan losses that was \$11.3 million, or 1.81%, of the Home Improvement loan portfolio as of December 2022. Losses in the Home Improvement loan portfolio are initially gross losses because recoveries are relatively slow, sometimes taking years to realize. This is due to the nature of the UCC fixture filing, which is our means of perfecting the security interest for Home Improvement loans. Recovery is generally realized upon the sale or refinance of the underlying real property. We obtain the right to file a UCC fixture filing in county records for all loans in the security agreement of our loan, but our practice is to record UCC fixture filings at origination for only those loans which finance swimming pool installations, for home improvement projects with large loan amounts, or for borrowers who have relatively low credit scores. We often record UCC fixture filings after origination for loans without perfected collateral that become delinquent. The UCC fixture filing does not give us the right to foreclose, and we do not repossess collateral. Instead, the UCC filing appears in real property records to notify lienholders of our interest in the personal property affixed to that real property.

## Other

The Other segment includes Medallion loans, activities related to our Strategic Partnership Program and other loans, as well as cash, investments and net non-interest earning assets.

	Year Ended December 31,		
	2022	2021	2020
	(dollars in thousands)		
Gross interest income	\$ 2,888	\$ 1,245	\$ 2,177
Amortization of loan origination costs	—	—	(12)
Other income (costs)	641	(1,967)	(18,010)
Interest expense	1,694	1,451	3,305
Provision (benefit) for loan losses	(5,709)	(6,735)	35,741
Servicing fees	3,894	4,721	5,334
Salaries	1,020	829	355
Direct	64	62	215
Overhead	74	131	499
<b>Net income (loss) before taxes</b>	<b>\$ 2,492</b>	<b>\$ (1,181)</b>	<b>\$ (61,292)</b>
<b>Average loans outstanding</b>	<b>\$ 13,291</b>	<b>\$ 21,489</b>	<b>\$ 89,745</b>
<b>(as a % of average loans outstanding)</b>			
Gross interest income	21.73%	5.79%	2.43%
Amortization of loan origination costs	—	—	(0.01)
Other income (costs)	4.82	(9.15)	(20.07)
Interest expense	(12.74)	6.75	3.68
Provision for loan losses	42.95	(31.34)	39.83
Servicing fees	(29.30)	21.97	5.94
Salaries	(7.67)	3.86	0.40
Direct	(0.48)	0.29	0.24
Overhead	(0.56)	0.61	0.55
Net income (loss) before taxes	18.75	(5.50)	(68.30)

Net income before taxes for the Other segment was \$2.5 million in the year ended December 2022, compared to a net loss before taxes of \$1.2 million for the year ended December 2021.

Included in Other loans is a Medallion loan portfolio that is declining in size as a result of charge-offs and amortization payments. Until September 2014, we originated Medallion loans, which finance the purchase of taxi medallions, in connection with MFIN's business. However, due to the dramatic impact of ride-sharing companies like Uber and Lyft on taxi fare volumes and taxi medallion values, we transitioned away from this aspect of our business. We continue to refinance Medallion loans as they mature, given the scarcity of alternative financing for such borrowers. All loans associated with our Medallion loan portfolio are secured by taxi medallions and guaranteed by the taxi medallion owners. Our remaining Medallion loans are concentrated in New York City. Our Medallion loan portfolio declined from \$393.9 million at its peak in July 2014 to \$11.3 million and \$10.5 million as of December 2021 and December 2022, respectively. Loan loss reserves are currently 78.9% of the outstanding Medallion loan portfolio as of December 2022 and the Medallion loan portfolio has decreased to 0.5% of our total assets as of December 2022, down from a high of 46.9% as of December 2011. See "Critical Accounting Estimates" elsewhere in this document for a discussion of our allowance methodology.

The following table presents the Bank's total exposure to Medallion loans and related assets within our Other segment:

	As of December 31, 2022	As of December 31, 2021
	(in thousands)	
Loans	\$ 11,179	\$ 11,983
Net deferred loan acquisition costs	(660)	(660)
Allowance for loan losses	(8,298)	(8,916)
Loans, net	2,221	2,407
Reposessed inventory- taxi medallion	9,005	19,719
Remarketed assets, net	7,511	7,430
Total	<u>\$ 18,737</u>	<u>\$ 29,556</u>

## Loan Portfolios

Total loans increased by \$407.3 million to \$1.8 billion as of December 2022, from \$1.4 billion as of December 2021, as a result of Recreation and Home Improvement loan growth, partly offset by the continued reduction in Medallion loan balances. During the year ended December 2022, we originated \$905.6 million of Recreation and Home Improvement loans, an increase of \$205.7 million from the year ended December 2021. Our total loan-to-deposit ratio increased to 113.2% as of December 2022 from 112.9% as of December 2021. The recent increase in the loan-to-deposit ratio was largely due to growth in our loan balances in 2022.

	As of December 31,					
	2022		2021		2020	
	Amount	%	Amount	%	Amount	%
	(dollars in thousands)					
Loan receivables						
Recreation	\$1,183,512	64.92%	\$ 965,279	68.19%	\$ 799,047	68.42%
Home Improvement	626,398	34.37	436,928	30.87	334,201	28.62
Medallion	10,519	0.58	11,323	0.80	32,655	2.80
Other	2,308	0.13	1,885	0.14	1,845	0.16
Total	<u>\$1,822,737</u>	<u>100.00%</u>	<u>\$1,415,415</u>	<u>100.00%</u>	<u>\$1,167,748</u>	<u>100.00%</u>

As of December 2022 and 2021, the Recreation loan portfolio represented 64.9% and 68.2% of outstanding loan balances, while our Home Improvement loan portfolio represented 34.4% and 30.9%, and the Medallion loan portfolio represented 0.6% and 0.8% of outstanding loan balances, respectively. The decreases in the Medallion loan portfolio were a result of our strategy to no longer originate loans to finance the purchase of taxi medallions, the adjustment down to collateral value of the impaired Medallion loans, and loans transferred to loan collateral in process of foreclosure.

Because of high prepayment speeds due both to early pay-downs and payoffs, the average life associated with our consumer loan portfolios is significantly shorter than the average maturity. The average life of our Recreation loans is projected to be 39 months, while the average life of our Home Improvement loans is projected to be 31 months. The average life of our loans aids management in making appropriate funding type and maturity decisions, and provides investors with information about the characteristics of our loan portfolios and asset-liability management activities. Our calculations use the contractual amortization amount plus projected loan losses and monthly prepayment speeds consistent with our experience over the prior 12 months for both portfolios. In the case of Recreation loans, the projected loss assumption is 166 basis points, and the prepayment speed assumption is 1.78% per month. For Home Improvement loans, the projected loss assumption is 78 basis points, and the prepayment speed assumption is 2.67% per month. For comparison, the average maturities referenced elsewhere in this form 10-K are based on the contractual terms of the loans in each portfolio.

	As of December 31, 2022					
	Months to Maturity					
	Within 1 year	1-5 years	5-15 years	15+ years	Total Gross Loans	
	(in thousands)					
Fixed rate						
Recreation	\$ 1,668	\$ 107,840	\$ 1,004,828	\$ 28,483	\$ 1,142,819	
Home Improvement	11,531	31,623	429,371	156,352	628,877	
Medallion	1,592	9,587	—	—	11,179	
Other	571	1,736	—	—	2,307	
Adjustable rate						
Recreation	\$ 2,681	\$ 597	\$ —	\$ —	\$ 3,278	
Home Improvement	—	—	—	—	—	
Medallion	—	—	—	—	—	
Other	—	—	—	—	—	
Total gross loans	\$ 18,043	\$ 151,383	\$ 1,434,199	\$ 184,835	\$ 1,788,460	

## Credit Quality

For consumer loans, we consider the borrower's payment history and current payment performance as leading indicators of credit quality. Recreation, Home Improvement and Medallion loans are considered nonperforming generally when they become 90 days delinquent based on contractual terms, at which time the accrual of interest income is discontinued, when classified as a Troubled Debt Restructuring ("TDR"), or when otherwise impaired.

	Gross Performing	Gross Nonperforming	Total
	(in thousands)		
As of December 31, 2022			
Recreation	\$ 1,136,726	\$ 9,371	\$ 1,146,097
Home Improvement	628,298	579	628,877
Medallion	—	11,179	11,179
Other	571	1,736	2,307
Total	<u>\$ 1,765,595</u>	<u>\$ 22,865</u>	<u>\$ 1,788,460</u>
As of December 31, 2021			
Recreation	\$ 930,300	\$ 5,731	\$ 936,031
Home Improvement	439,275	133	439,408
Medallion	—	11,983	11,983
Other	90	1,795	1,885
Total	<u>\$ 1,369,665</u>	<u>\$ 19,642</u>	<u>\$ 1,389,307</u>
As of December 31, 2020			
Recreation	\$ 766,530	\$ 7,639	\$ 774,169
Home Improvement	337,551	171	337,722
Medallion	—	33,315	33,315
Other	24	1,821	1,845
Total	<u>\$ 1,104,105</u>	<u>\$ 42,946</u>	<u>\$ 1,147,051</u>

The increase in the value of gross nonperforming loans as of December 2022 was driven by increases in delinquency for Recreation and Home Improvement loans.

The decrease in the value of gross nonperforming loans as of December 2021 was driven by an improvement in delinquency for Recreation and Home Improvement loans.

## Impaired Loans and Troubled Debt Restructurings

Our loss mitigation strategies sometimes result in rate reductions, principal forgiveness, extensions or other actions which may cause a related loan to be classified as a TDR and also be impaired. Loans classified as TDRs are recorded at their present value with impairment measured as the difference between the loan balance and the present value of cash flows expected to be collected, discounted at the original effective interest rate of the loan.



Medallion loan TDRs are placed on nonaccrual status until the Bank believes repayment under the revised terms is reasonably assured and a sustained period of repayment performance has been achieved (typically six months for a monthly amortizing loan). For TDRs that are accruing interest, interest income is accounted for in the same manner as other accruing loans. The TDR classification remains on the loan until it is paid in full or liquidated. As TDRs, they are subject to analysis for specific reserves and are individually evaluated. If determined to be impaired, one of the following standard three impairment measurement methods as of the evaluation date is used: (1) the present value of expected future cash flows discounted at the loan's effective interest rate; (2) the loan's observable market price; or (3) the fair value of the collateral less selling costs if the loan is collateral-dependent.

## Nonperforming Assets

Nonperforming assets include nonperforming loans as well as other repossessed assets. Loans are generally placed on nonaccrual status upon becoming 90 days past due. At the time a loan is placed on nonaccrual status, the accrued but uncollected interest receivable is reversed and accounted for on a cash basis or cost recovery basis, until qualifying for return to accrual status.

	As of December 31,		
	2022	2021	2020
	(dollars in thousands)		
Loans on nonaccrual:			
Recreation	\$ 7,243	\$ 3,526	\$ 5,101
Home Improvement	579	133	171
Medallion	—	260	4,003
Other	1,736	1,795	1,821
Total	<u>\$ 9,558</u>	<u>\$ 5,714</u>	<u>\$ 11,096</u>
Troubled debt restructured loans:			
Recreation	\$ 2,128	\$ 2,205	\$ 2,539
Home Improvement	—	—	—
Medallion	11,179	11,723	29,311
Other	—	—	—
Total	<u>\$ 13,307</u>	<u>\$ 13,928</u>	<u>\$ 31,850</u>
Other repossessed inventory - Recreation	\$ 1,376	\$ 1,720	\$ 1,433
Other repossessed inventory - Medallion	9,005	19,719	34,124
Other assets held in bankruptcy	1,800	1,800	1,800
Total nonperforming assets	<u>\$ 35,046</u>	<u>\$ 42,881</u>	<u>\$ 80,303</u>
Asset Quality Ratios:			
Total gross nonaccrual loans to total loans	1.23%	1.35%	3.64%
Total nonperforming assets to total assets	1.80%	2.79%	6.22%
Allowance for loan losses to gross nonaccrual loans	274.56%	278.81%	154.12%
Allowance for loan losses to total loans	3.38%	3.77%	5.61%

Significant gross nonaccrual loans as of December 2022 and December 2021 included 23 and 27 Medallion loans totaling \$11.2 million and \$12.0 million, respectively. Each nonaccrual Medallion loan is actively managed by the Bank, and each Medallion loan is tested for impairment each month. If the loan balance exceeds the value of the collateral less selling costs on a nonaccrual loan, a specific allocation is recorded to the allowance for loan losses for each such Medallion loan. The allowances for loan losses for the Recreation and Home Improvement loan portfolios do not include specific allocations for nonaccrual loans.

Our repossessed assets as of December 2022 and December 2021 were \$10.4 million and \$21.4 million, respectively. The decrease was driven by the liquidation of repossessed Medallion and Recreation assets.

## Delinquencies

Loan delinquencies of 30 days or more as a percentage of period-end loan balances outstanding increased to 3.15% as of December 2022, compared to 3.03% as of December 2021. The 12-basis-point increase in the year ended December 2022 was driven by an increase in delinquencies for the Recreation and Home Improvement loan portfolios, partly offset by a decrease in Medallion loan portfolio delinquency.

Under the CARES Act and related guidance from the FDIC, financial institutions were permitted to temporarily suspend their delinquency and nonperforming treatment for certain loans that were granted a payment accommodation to facilitate the borrower's ability to work through the immediate impact of COVID-19. Borrowers who were current prior to becoming affected by COVID-19 and then received payment accommodations as a result of the effects of the COVID-19 pandemic generally are not reported as past due if all payments are current in accordance with the revised terms of the loan. We chose to apply this part of the CARES Act in connection with eligible accommodations, and for December 2020, the applicable loans are not reported as past due. For those loans that were not current at the time of a modification, their past due status was frozen as of the date on which the terms were modified to reflect the delinquency status of the loan before the COVID-19 pandemic.

	Current	30-59	60-89	90+	Total Gross Loans
			(in thousands)		
As of December 31, 2022					
Recreation	\$ 1,095,073	\$ 31,781	\$ 11,877	\$ 7,365	\$ 1,146,096
Home Improvement	623,776	3,266	1,256	579	628,877
Medallion	9,884	17	393	885	11,179
Other	2,308	—	—	—	2,308
Total	<u>\$ 1,731,041</u>	<u>\$ 35,064</u>	<u>\$ 13,526</u>	<u>\$ 8,829</u>	<u>\$ 1,788,460</u>
As of December 31, 2021					
Recreation	\$ 905,262	\$ 20,269	\$ 6,636	\$ 3,864	\$ 936,031
Home Improvement	437,274	1,521	480	133	439,408
Medallion	3,772	—	8,211	—	11,983
Other	1,885	—	—	—	1,885
Total	<u>\$ 1,348,193</u>	<u>\$ 21,790</u>	<u>\$ 15,327</u>	<u>\$ 3,997</u>	<u>\$ 1,389,307</u>
As of December 31, 2020					
Recreation	\$ 738,613	\$ 22,403	\$ 7,710	\$ 5,443	\$ 774,169
Home Improvement	336,514	818	219	171	337,722
Medallion	30,266	2,068	420	561	33,315
Other	1,845	—	—	—	1,845
Total	<u>\$ 1,107,238</u>	<u>\$ 25,289</u>	<u>\$ 8,349</u>	<u>\$ 6,175</u>	<u>\$ 1,147,051</u>

## Net Charge-Offs

Net charge-offs consist of the unpaid principal balance of loans that we determine are uncollectible, net of recovered amounts. For loans with tangible collateral that we repossess with intent to sell, charge-offs are also net of the estimated fair value of that collateral minus disposition costs. We exclude accrued and unpaid finance charges and fees from recorded charge-off amounts. Instead, charged-off and recovered finance charges and fees are included in interest and fees on loans.

Charge-offs are recorded as a reduction to the allowance for loan losses, and subsequent recoveries of previously charged-off amounts are credited to the allowance for loan losses. Costs incurred to recover charged-off loans are recorded as collection expense and included in other expense in our statements of comprehensive income.

	Year Ended December 31,		
	2022	2021	2020
Recreation	1.60%	0.59%	2.22%
Home Improvement	0.78%	0.25%	0.56%
Medallion	(46.27%)	49.69%	43.86%
Other	(0.26%)	(0.05%)	(0.55%)

Our net charge-offs during the year ended December 2022 increased to \$16.5 million, compared to \$15.9 million in the year ended December 2021. The increase in net charge-offs was due to increases in charge-offs in the Recreation and Home Improvement loan portfolios, partly offset by a decrease in Medallion loan net charge-offs. We recorded \$(5.1) million in total net Medallion loan

charge-offs for the year ended December 2022. We recorded \$9.7 million in total net Medallion loan charge-offs for the year ended December 2021.

## Allowance for Loan Losses

The allowance is maintained at a level estimated by management to absorb probable losses inherent in the loan portfolios and is based on management's continuing evaluation of the portfolio, the related risk characteristics, and the overall economic and environmental conditions affecting the portfolios. The estimation is inherently subjective, as it requires measurements that are susceptible to significant revision as more information becomes available. As of December 2022 and 2021, our allowance totaled \$61.6 million and \$53.4 million, which represented 3.38% and 3.77% of total loans, respectively. The increase in the allowance for loan losses as of December 2022 was primarily driven by increased delinquency and loss in the Recreation and Home Improvement loan portfolios, partly offset by improved performance in and a reduction in the size of the Medallion loan portfolio where all loans were reserved to collateral value.

For a summary of our accounting methodologies relating to the allowance for loan losses, see the Allowance for Loan Losses section of our significant accounting policies in "Note 1. Organization and Summary of Significant Accounting Policies" in the annual audited financial statements included elsewhere in this Form 10-K.

Annually, we analyze our allowance methodology to assess whether updates are necessary based on various considerations including current market conditions, portfolio trends and industry information. Historically, proxy loss factors based on current industry studies were utilized in the Medallion loan portfolio's general reserve calculation.

As of December 31,												
2022				2021				2020				
Loan Amount	%	Allowance Amount	Allowance as a % of Loan Amount	Loan Amount	%	Allowance Amount	Allowance as a % of Loan Amount	Loan Amount	%	Allowance Amount	Allowance as a % of Loan Amount	
(dollars in thousands)												
<b>Loan receivables:</b>												
Recreation	\$1,183,512	64.93%	\$ 41,966	3.55%	\$ 965,279	68.20%	\$ 36,607	3.79%	\$ 799,047	68.42%	\$ 34,143	4.27%
Home Improvement	626,398	34.37	11,340	1.81	436,927	30.87	7,833	1.79	334,201	28.62	5,994	1.79
Medallion	10,519	0.58	8,298	78.89	11,323	0.80	8,916	78.74	32,655	2.80	25,393	77.76
Other	2,308	0.12	27	1.17	1,885	0.13	27	1.43	1,845	0.16	27	1.46
Total	<u>\$1,822,737</u>	<u>100.00%</u>	<u>\$ 61,631</u>	<u>3.38%</u>	<u>\$1,415,414</u>	<u>100.00%</u>	<u>\$ 53,383</u>	<u>3.77%</u>	<u>\$1,167,748</u>	<u>100.00%</u>	<u>\$ 65,557</u>	<u>5.61%</u>

Year Ended December 31,			
	2022	2021	2020
(dollars in thousands)			
Beginning balance - ALLL	\$ 53,383	\$ 65,557	\$ 59,885
Charge-offs:			
Recreation	27,055	16,341	26,302
Home Improvement	6,393	3,204	3,282
Medallion	234	15,748	45,069
Other	—	—	—
Total charge-offs	<u>\$ 33,682</u>	<u>\$ 35,293</u>	<u>\$ 74,653</u>
Recoveries:			
Recreation	\$ 9,613	\$ 11,089	\$ 9,077
Home Improvement	2,283	2,279	1,680
Medallion	5,318	6,005	6,510
Other	6	1	10
Total recoveries	<u>\$ 17,220</u>	<u>\$ 19,374</u>	<u>\$ 17,277</u>
Net charge-offs	<u>\$ 16,462</u>	<u>\$ 15,919</u>	<u>\$ 57,376</u>
Provision	<u>\$ 24,709</u>	<u>\$ 3,746</u>	<u>\$ 63,048</u>
Ending balance - ALLL	<u>\$ 61,630</u>	<u>\$ 53,384</u>	<u>\$ 65,557</u>
Ratios:			
ALLL to total loans	3.38%	3.77%	5.61%
Net charge-offs to average loans	1.01%	1.24%	4.98%

## Funding, Liquidity and Capital Resources

Our funding, liquidity and capital policies are designed to ensure that the Bank has the liquidity and capital resources to support our daily operations, our expected business growth, potential risks associated with our lending activities, and our regulatory and policy requirements in a cost-effective and prudent manner through expected and unexpected market environments. The table below presents the components of our sources of funding:

	Period Ended December 31,								
	2022			2021			2020		
	Average Balance	%	Average Rate	Average Balance	%	Average Rate	Average Balance	%	Average Rate
(dollars in thousands)									
Interest-bearing deposit accounts	\$ 1,441,308	100.00%	1.57%	\$1,134,523	100.00%	1.55%	\$1,037,148	100.00%	2.15%
Borrowings	—	—	—	—	—	—	—	—	—
Total interest-bearing liabilities	\$ 1,441,308	100.00%	1.57%	\$1,134,523	100.00%	1.55%	\$1,037,148	100.00%	2.15%

The increase in the average interest rate on interest-bearing deposits from 1.55% for the year December 2021 to 1.57% for the year ended December 2022 was primarily due to increases in market rates for deposits.

### Deposits

We obtain substantially all of the funding for our business through time certificates of deposit in amounts less than or equal to the current FDIC deposit insurance coverage limit of \$250,000, originated nationally through a variety of deposit broker relationships or through an internet listing service as described further below. Under our banking charter, we are not authorized to accept demand deposits, and our depositors generally cannot withdraw their deposits prior to maturity. Brokered deposits offer a low-cost source of funding compared to credit facilities and other funding sources utilized by non-bank lending businesses. We monitor the term, maturity schedule and concentrations of our brokered deposits to manage our funding risk, and we regularly assess the Bank's liquidity position through stress tests. As of December 2022 and December 2021, the weighted average maturity of our time certificates of deposit was 680 days and 731 days, respectively. The decrease as of December 2022 compared to December 2021 was due to a shift from asset sensitivity toward a neutral position as market rates increased. We maintain a minimum of ten active deposit broker relationships, which is intended to ensure that our funding is stable and consistent. We do not currently originate deposits directly from retail customers and we have no branch operations.

Our ability to use brokered deposits to fund our business is subject to the capitalization requirements set forth in the FDIC's regulatory framework. A bank may not accept or renew brokered deposits unless it is "well-capitalized," or it is "adequately capitalized" and receives a waiver from the FDIC. A bank that is "adequately capitalized" and accepts or renews brokered deposits is subject to additional restrictions on the interest rates it may offer. There are no such restrictions under the FDIA on a bank that is "well-capitalized." See "Supervision and Regulation—Brokered Deposits." As described below, we seek to maintain our capital ratios well above the quantitative thresholds for well-capitalized status.

In October 2020, we began to originate time deposits through an internet listing service. These deposits are from other financial institutions. As of December 2022 and December 2021, we had \$12.4 million and \$8.7 million, respectively, in listing service deposits. We believe that listing service deposits will aid in managing our liquidity position.

### Short-Term Borrowings

Our short-term borrowings consist of lines of credit offered by our correspondent banks to address temporary funding needs when it is not feasible to acquire time certificates of deposit through our network of brokers. As of December 2022 and December 2021, we had two active lines of credit with credit limits of \$40.0 million and \$35.0 million, and \$25 million and \$20 million, respectively, giving us a total of \$75.0 million and \$45.0 million, respectively, in short-term borrowing capacity.

As of December 2022, and December 2021, there were no drawn amounts on these lines of credit. We used neither facility in the year ended December 2022. One facility operates as an overdraft sweep with our main operating account. Although we have tested this facility in the past, we did not use it in the year ended December 2022.

### Liquidity

We seek to ensure that we have adequate liquidity to sustain business operations, fund asset growth and meet regulatory expectations under normal and stress conditions. We maintain policies outlining the overall framework and general principles for managing liquidity risk, which is the responsibility of our Asset and Liability Management Committee. Those policies include a general strategy of matching maturities of deposits and loans, maintaining cash and securities at a minimum of 5% of total assets, and

ensuring consistent access to a variety of funding sources. On a regular basis, we perform liquidity stress testing and contingency planning as part of our liquidity management process. During such tests, we evaluate a range of stress scenarios including Bank-specific and systemic events that could impact funding sources and our ability to meet liquidity needs.

We maintain a portfolio of cash and investment securities for liquidity purposes, which as of December 2022 and December 2021 had \$122.6 million and \$106.2 million, respectively, of cash and cash equivalents and agency residential mortgage-backed securities. The increase in cash and investments as of December 2022 compared to December 2021 was normal growth associated with our increasing asset size. As additional sources of liquidity, as of December 2022 and December 2021, we had an aggregate of \$75.0 million and \$45.0 million, respectively, of undrawn capacity in credit facilities from private lenders. See “Short-Term Borrowings” for details about these credit facilities.

As a general matter, our investments are highly liquid, giving us the ability to readily convert them to cash. The level and composition of our liquidity portfolio may fluctuate based upon the level of expected maturities of our funding sources as well as operational requirements and market conditions.

## Capital and Payment of Dividends

As a Utah state-chartered industrial bank, we are required to maintain minimum levels of regulatory capital. These standards generally are as stringent as the comparable capital requirements imposed on national banks. We are also subject to FDIC regulations that apply to every FDIC-insured depository institution, a system of mandatory and discretionary supervisory actions that generally become more severe as the capital levels of an individual institution decline. The regulations establish five capital categories for purposes of determining our treatment under these prompt corrective action (“PCA”) provisions: “well-capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized,” or “critically undercapitalized.”

In connection with the formation of the Bank, we agreed with the FDIC that we would maintain a Tier 1 leverage ratio of at least 15%, which is well in excess of the 5% threshold for well-capitalized status.

We are currently and have historically been capitalized in excess of minimum regulatory requirements. As of December 2022, our common equity Tier 1, Tier 1 and Total risk-based capital ratios were 12.8%, 16.5% and 17.7%, respectively, and we had a Tier 1 capital to total assets leverage ratio of 16.2%. As of December 2021, our common equity Tier 1, Tier 1 and Total risk-based capital ratios were 13.1%, 17.7% and 19.0%, respectively, and we had a Tier 1 capital to total assets leverage ratio of 17.5%.

	As of December 31, 2022		As of December 31, 2021		Minimum Regulatory Requirements <sup>(1)</sup>	Well- Capitalized Requirements
	Amount	Ratio	Amount	Ratio		
	(dollars in thousands)					
Tier 1 leverage capital	\$ 310,837	16.2%	\$ 262,247	17.5%	4.0%	5.0%
CET-1 risk-based capital	\$ 242,050	12.8%	\$ 193,459	13.1%	7.0%	6.5%
Tier 1 risk-based capital	\$ 310,837	16.5%	\$ 262,247	17.7%	8.5%	8.0%
Total risk-based capital	\$ 334,913	17.7%	\$ 281,211	19.0%	10.5%	10.0%

- (1) As a condition to receipt of FDIC insurance, we entered into the 2003 Capital Maintenance Agreement requiring us to maintain a 15% Tier 1 leverage ratio. This level of capital far exceeds the minimum requirement for capital adequacy purposes and is above the threshold for well-capitalized status under the FDIC’s regulatory framework.

Failure to meet minimum capital requirements can result in the initiation of certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could limit our business activities and have a material adverse effect on our business, results of operations and financial condition. In addition, because we obtain substantially all of the funding for our businesses from brokered certificates of deposit, failure to maintain “well-capitalized” status would have a material adverse effect on our business, results of operations and financial condition.

During the year ended December 2022, we paid total dividends on the common stock of \$20.0 million to MFIN. In January 2023, the Bank’s Board of Directors declared a \$5.0 million cash dividend on the common stock that was paid on February 15, 2023.

On January 27, 2022, the Bank’s Board of Directors declared a \$0.50 per share cash dividend in the aggregate amount of \$920,000 on the Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series F, to shareholders of record at the close of business on March 15, 2022, that was paid on April 1, 2022. On April 28, 2022, the Bank’s Board of Directors declared a \$0.50 per share cash dividend on the Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series F, to shareholders of record at the close of business on June 15, 2022, that was paid on July 1, 2022. On July 26, 2022, the Bank’s Board of Directors declared a \$0.50 per share cash dividend on the Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series F, to shareholders of record at the close of business on September 15, 2022, that was paid on October 3, 2022. On October 27, 2022, the Bank’s Board of Directors declared a quarterly cash dividend of \$0.50 per share on the Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred

Stock, Series F, to shareholders of record at the close of business on December 15, 2022, that was paid on January 3, 2023. On January 26, 2023, the Bank's Board declared a quarterly cash dividend of \$0.50 per share on the Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series F, to shareholders of record at the close of business on March 15, 2023, which is payable on April 3, 2023.

We paid dividends on our Series E Preferred Stock issued to the U.S. Treasury under the Small Business Lending Fund Program of \$2.4 million in each of the years ended December 2022 and 2021. The dividend rate of 9% will remain stable for so long as our Series E Preferred Stock remains outstanding. In addition, if the Bank is not “publicly traded” within the meaning of our Articles, then so long as any share of the Series E Preferred Stock remains outstanding, no dividend or distribution may be declared or paid on our common equity, any other shares of junior stock or parity stock. So long as our shares of Series F Preferred Stock are listed on The Nasdaq Capital Market or another securities exchange, we will not be negatively impacted by that restriction.

## **Regulatory Capital Requirements**

We are subject to risk-based and leverage-based capital ratio requirements under the U.S. Basel III capital rules adopted by the federal banking regulators.

The rules establish minimum risk-based capital ratios and prompt corrective action thresholds that require banking organizations to maintain a minimum common equity Tier 1 (“CET1”) capital ratio of 4.5%, a Tier 1 capital ratio of 6.0%, a total capital ratio of 8.0% and a minimum leverage ratio of 4.0%, calculated as the ratio of Tier 1 capital to average consolidated assets for the quarter.

A capital conservation buffer of 2.5% above the risk-based capital ratios is required for banking institutions to avoid restrictions on their ability to make capital distributions, including paying dividends. As of December 2022, our risk-based capital ratios were above the regulatory minimums that incorporated the 2.5% capital conservation buffer.

## **Recently Issued Accounting Standards**

For discussion of accounting standards recently issued but not yet effective, refer to “Note 1. Organization and Summary of Significant Accounting Policies” in the annual audited financial statements included elsewhere in this Form 10-K.

## **Non-GAAP Financial Measures**

This Form 10-K presents non-GAAP financial measures, in addition to GAAP financial measures, to provide investors with additional information. The adjustments to reconcile from the applicable GAAP financial measures to the non-GAAP financial measures are presented in the following table. We consider these adjustments to be relevant to ongoing operating results and provide a meaningful basis for period-to-period comparisons. We use these non-GAAP financial measures to assess our performance and for presentations of our performance to investors. We believe that presenting these non-GAAP financial measures permits investors to assess our performance on the same basis as that applied by our management and the financial services industry.

Non-GAAP financial measures have inherent limitations and are not necessarily comparable to similar financial measures that may be presented by other financial services companies. Although non-GAAP financial measures are frequently used to evaluate a company, they have limitations as an analytical tool and should not be considered in isolation or as a substitute for analysis of results reported under GAAP.

## **Pre-Provision Net Revenue**

PPNR is calculated by subtracting our provision for credit losses from our pre-tax income for the relevant period. PPNR enables management and others to assess the performance of the Bank that is not attributable to the provision for credit losses and the ability of the Bank to generate earnings sufficient to cover credit losses. We believe PPNR is a useful performance indicator because it will facilitate investor comparisons of the Bank's performance both before and after our adoption of CECL on January 1, 2023, as well as period-to-period comparisons following our adoption of CECL, particularly in light of the potentially greater volatility in the allowance and provisions for credit losses under CECL.

For the year ended December 31,	2022	2021	2020
GAAP Net Income	\$ 74,638	\$ 69,999	\$ 2,515
Less: Provision for credit losses	(24,709)	(3,746)	(63,048)
Less: Income tax expense	(25,386)	(25,563)	(928)
Pre-provision net revenue	\$ 124,733	\$ 99,308	\$ 66,491

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is defined as the sensitivity of income, fair values and capital to changes in interest rates, foreign currency exchange rates, commodity prices and other relevant market prices and rates. The primary risk to which we are exposed is interest rate movement inherent in our lending and deposit-taking activities.

The principal objective of asset/liability management is to manage the sensitivity of net income to changes in interest rates. Asset/liability management is governed by policies approved by our Board. Day-to-day oversight of this function is performed by our Asset and Liability Management Committee. Management and our Board, on an ongoing basis, review our overall interest rate risk position and strategies.

### Interest Rate Risk Management

Our Asset and Liability Management Committee seeks to manage our interest rate risk by structuring our balance sheet to maximize net interest income while maintaining an acceptable level of risk exposure to changes in market interest rates. We analyze interest rate risk using a combination of net interest income and balance sheet valuation simulations, shocks to those simulations, and scenario and market value analyses. We actively monitor the level of exposure with the goal that movements in interest rates would not adversely and unexpectedly negatively affect future earnings. We use net interest income sensitivity analysis as our primary metric to measure and manage the interest rate sensitivities of our loan and investment securities portfolios.

We prepare forward-looking forecasts of net interest income, which take into consideration anticipated future business growth, asset/liability positioning and interest rates based on the implied forward curve. Simulations are used to assess changes in net interest income in multiple interest rate scenarios relative to the baseline forecast. The changes in net interest income relative to the baseline are defined as the sensitivity. Our simulation incorporates contractual cash flows and repricing characteristics for all assets and liabilities and incorporates the effects of changing interest rates on the prepayment and attrition rates of certain assets and liabilities. The analysis is highly dependent upon a variety of assumptions including assumptions about new business volumes, loan and investment prepayment rates, deposit rate floors, interest rate curves and economic conditions. These scenarios include both parallel and non-parallel rate shocks. Our simulation does not assume any specific future actions are taken to mitigate the impacts of changing interest rates.

If interest rates changed in parallel by the amounts below	The following estimated percentage increase/(decrease) to net interest income would result at	The following estimated percentage increase/(decrease) to net interest income would result at
	December 31, 2022	December 31, 2021
Down 100 basis points	(0.55)%	(1.84)%
Up 100 basis points	0.60%	1.02%
Down 200 basis points	(1.06)%	(4.61)%
Up 200 basis points	1.21%	2.08%
Down 300 basis points	(1.28)%	(7.34)%
Up 300 basis points	1.85%	3.19%
Down 400 basis points	(1.71)%	(10.09)%
Up 400 basis points	1.60%	4.32%

The decrease in net interest income variance in the December 31, 2022 simulation compared to the December 31, 2021 simulation is largely due to increases in market interest rates during the year ended December 2022. Market rate increases lifted liability rates away from their floor at zero, which allowed both asset and liability rates to increase and decrease together in the December 31, 2022 simulation.



We also evaluate the impact of interest rate risk by utilizing Economic Value of Equity (“EVE”) modeling. This analysis measures the present value of all estimated future cash flows of the Bank over the estimated remaining life of the balance sheet. EVE is calculated as the difference between the market value of assets and liabilities. The EVE calculation utilizes only the current balance sheet, and therefore does not factor in any future changes in balance sheet size, balance sheet mix, yield curve relationships or product spreads, which may mitigate the impact of any interest rate changes.

Management examines the effect of interest rate changes on EVE. The sensitivity of EVE to changes in interest rates is a measure of longer-term interest rate risk and highlights the potential capital at risk due to adverse changes in market interest rates.

	<b>The following estimated percentage increase/(decrease) to EVE would result</b>	<b>The following estimated percentage increase/(decrease) to EVE would result</b>
<b>If interest rates changed in parallel by:</b>	<b>December 31, 2022</b>	<b>December 31, 2021</b>
Down 100 basis points	2.78%	1.30%
Up 100 basis points	(2.38)%	(1.01)%
Down 200 basis points	5.95%	9.73%
Up 200 basis points	(4.50)%	(1.83)%
Down 300 basis points	11.41%	18.87%
Up 300 basis points	(6.43)%	(2.41)%
Down 400 basis points	11.41%	28.32%
Up 400 basis points	(4.93)%	(2.76)%

The change in EVE variance in the December 31, 2022 simulation compared to the December 31, 2021 simulation is also largely due to market rate increases, the associated effects on liability cash flows, and management’s efforts to shift the balance sheet to a neutral interest rate risk position. The change in present value of the estimated future cash flows of liabilities in the December 31, 2021 simulation was constrained by rates being near the floor at zero in down scenarios and the EVE was enhanced by slight asset sensitivity. In the December 31, 2022 simulation, the present values of future cash flows for both assets and liabilities move unconstrained and also reflect a less asset sensitive position compared to December 31, 2021.

Since the assumptions used are inherently uncertain, we cannot predict precisely the effect of higher or lower interest rates on net interest income or EVE. Actual results will differ from simulated results due to the timing, magnitude and frequency of interest rate changes, the difference between actual experience and the assumed volume, characteristics of new business, behavior of existing positions and changes in market conditions and management strategies, among other factors.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Reference is made to the financial statements set forth under Item 15 in this Form 10-K, which financial statements are incorporated herein by reference in response to this Item 8.

## **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**

Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of our disclosure controls and procedures pursuant to Rules 13a – 15(e) and 15d – 15(e) under the Securities Exchange Act of 1934, and have concluded that they are effective as of December 2022 to provide reasonable assurance that information required to be disclosed by the Bank in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and (ii) accumulated and communicated to the Bank’s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.



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

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) and 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, our principal executive and principal financial officers and effected by our Board of Directors, management, and other personnel, 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, and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our 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. 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.

Our management assessed the effectiveness of our internal control over financial reporting as of December 2022. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control-Integrated Framework (2013). Based on its assessment and those criteria, management believes that we maintained effective internal control over financial reporting as of December 2022.

We believe that the financial statements included in this report fairly represent our financial position and results of operations for all periods presented.

This Form 10-K does not include an attestation report of our registered public accounting firm due to our status as an emerging growth company under the JOBS Act.

### **Changes in Internal Control**

There were no changes in our internal controls over financial reporting during the quarter ended December 2022 that have materially affected, or are reasonably likely to materially affect, the Bank's internal control over financial reporting.

### **ITEM 9B. OTHER INFORMATION**

None.

### **ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTION**

Not applicable

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

#### Directors and Executive Officers

The following table sets forth biographical information regarding our directors and executive officers:

Name	Age <sup>(1)</sup>	Position
Alvin Murstein	88	Chairman of the Board
Andrew M. Murstein	58	Director
John Everets	76	Director
Brent O. Hatch	64	Director
Robert M. Meyer	77	Director
J. Lawrence Richards	70	Director
John M. Taggart	71	Director
Donald S. Poulton	69	President and Chief Executive Officer
D. Justin Haley	49	Executive Vice President and Chief Financial Officer
Steven M. Hannay	57	Executive Vice President and Chief Lending Officer
Jonathan T. Allen	53	Senior Vice President and Chief Compliance Officer

(1) As of March 16, 2023

A brief biography of each person who serves as a director or executive officer of the Bank is set forth below:

*Alvin Murstein*, the Chairman of the Board, has served on the Board of Medallion Bank since 2003 and as the Chairman of the board of directors of MFIN since its founding in 1995 and as the Chief Executive Officer of MFIN since 1996. Mr. Murstein brings to the Board of Medallion Bank over 60 years of experience in the ownership, management and financing of taxi medallions and other commercial businesses, as well as over 25 years of experience managing a public company. During his time in the industry, Mr. Murstein has been Chairman of the board of directors and Chief Executive Officer of Medallion Funding LLC, formerly Medallion Funding Corp., since its founding in 1979, and also currently serves, and has previously served, as officer and director of certain other wholly owned subsidiaries of MFIN. In addition to his work at MFIN and its affiliates, Mr. Murstein also served on the board of directors of the Strober Organization, Inc., a building supply company, from 1988 to 1997. Mr. Alvin Murstein is the father of Mr. Andrew M. Murstein. Mr. Murstein holds a bachelor's degree and an M.B.A. from New York University. He serves as a trustee of the not-for-profit Parker Jewish Institute for Health Care and Rehabilitation.

*Andrew M. Murstein*, a member of the Board, has served on the Board of Medallion Bank since 2003. Mr. Murstein brings to the Board of Medallion Bank over 30 years of experience in the ownership, management and financing of taxi medallions and other commercial businesses, as well as over 25 years of experience managing a public company. He has been President of MFIN since its founding in 1995 and has been on the board of directors of MFIN since 1997, also having served in the positions of Chief Operating Officer since July 2016 and Chief Credit Officer from July 2016 to April 2017. Mr. Murstein also currently serves, and has previously served, as officer and director of certain wholly owned subsidiaries of MFIN. Mr. Murstein served as Vice Chairman and Secretary of Sports Properties Acquisition Corp, a public special purpose acquisition company from 2007 to 2011. Mr. Andrew M. Murstein is the son of Mr. Alvin Murstein. Mr. Murstein holds a bachelor's degree in economics from Tufts University and an M.B.A. from New York University. He currently serves on the board of the public benefit corporation Javits Center in New York City.

*John Everets*, a member of the Board, has served on the Board of Medallion Bank since 2019. Mr. Everets brings extensive financial and leadership experience at both public and private companies to our Board. Mr. Everets is currently a partner at Arcturus Capital in Boston, Massachusetts. Prior to joining Arcturus, he was lead investor, Chairman of the Board and Chief Executive Officer of the Bank of Maine from 2010 to 2015, where he led the recapitalization of the bank, helped improve its financial position and led its merger with Camden National Bank to form the largest bank in northern New England. Before leading the Bank of Maine, Mr. Everets was Chairman of Yorkshire Capital. Prior to that, he was Chairman and Chief Executive Officer of GE HPSC, Inc., from 1993 to 2006, where he grew the company from \$100 million in assets to \$1 billion before it was acquired by General Electric in 2004. Mr. Everets also previously held several executive positions at Advest, Inc. and was a trustee of the Boston Athenaeum from 2012 to 2020. Mr. Everets is currently a director of the Eastern Company, a director of MFIN, a member of the board of directors of Newman's Own Foundation, where he chairs the Finance Committee and a director of the Westminster Kennel Club.

*Brent O. Hatch*, a member of the Board and member of the audit committee, has served on the Board and the audit committee of Medallion Bank since 2003. Mr. Hatch is the founder of the law firm of Hatch Law Group, PC, where he litigates complex commercial matters and advises corporations on significant transactions. Mr. Hatch brings to the Board of Medallion Bank extensive legal experience, having founded a law firm in Utah and having previously served as associate counsel to George H.W. Bush, Deputy

Assistant Attorney General at the U.S. Department of Justice and General Counsel at the National Endowment for the Humanities. Mr. Hatch holds a bachelor's degree from Brigham Young University and a J.D. from Columbia Law School. Mr. Hatch clerked for the Honorable Robert H. Bork of the U.S. Court of Appeals for the District of Columbia Circuit from 1984 to 1985. He is also a Director and Treasurer of the Federalist Society and a director of MFIN. Mr. Hatch was an elected delegate to the Republican National Convention in 2004.

*Robert M. Meyer*, a member of the Board and member of the audit committee, has served on the Board of Medallion Bank since 2016 and on the audit committee since 2019. Mr. Meyer brings to the Board extensive experience in the banking industry and in the lending business as well as over 25 years of experience managing public companies. He served as Executive Vice President and Chief Commercial Lending Officer at Valley National Bancorp from 1997 until his retirement in 2016, and, following his retirement, Mr. Meyer provided consulting services to Valley National Bank until August 2018. During his 47-year career in banking, Mr. Meyer had previously served as President and Chief Executive Officer of Midland Bancorp/Midland Bank and Trust Company from 1991 to 1997 and President and Chief Executive Officer of Broad Street National Bank and First Jersey National Bank/Central from 1985 to 1988. Mr. Meyer is currently a director of MFIN. Mr. Meyer holds a bachelor's degree and a master's degree from Montclair State College and an M.B.A. from the University of Miami.

*J. Lawrence Richards*, a member of the Board and chairman of the audit committee, has served on the Board of Medallion Bank since 2003 and on the audit committee since 2011. Most recently, Mr. Richards served as President of LDS Business College from 2009 to 2017. Mr. Richards brings to the Board his substantial experience in the managing of multiple banking organizations. During his 25-year career in banking, Mr. Richards served as President of Your:)Bank.com, a subsidiary of Gateway Companies, from 1999 to 2002, as President and Chief Executive Officer of Advanta Bank Corp. from 1993 to 1999, as President and Chief Operating Officer at Olympus Bank, FSB from 1989 to 1993 and in various management positions, including President, at MountainWest Savings and Loan from 1977 to 1989. Mr. Richards holds a bachelor's degree from the University of Utah and a master's degree from Capella University. Mr. Richards previously served as a member of the board of directors of the Utah Banker's Association, the Utah Association of Financial Services, Chairman of the Board of Junior Achievement of Utah, and Board President of NeighborWorks Salt Lake.

*John M. Taggart*, a member of the Board and a member of the audit committee, has served on the Board of Medallion Bank since 2003 and on the audit committee since 2019, and was the Chief Executive Officer and President of Medallion Bank from April 2002 until his retirement in May 2015. Mr. Taggart brings to the Board his experience in managing Medallion Bank since the inception of its business, as well as over 35 years' experience in senior management roles at banking organizations. Prior to joining Medallion Bank, Mr. Taggart had served at American Investment Bank, N.A. as a Director and Executive Vice President from 1998 to 2001 and as Chief Financial Officer from 1986 to 1998, at Copper State Thrift and Loan as Chief Financial Officer from 1979 to 1986 and at Coopers & Lybrand as Senior Auditor from 1976 to 1979. Mr. Taggart holds a bachelor's degree in accounting from the University of Utah and was a Certified Public Accountant in Utah.

*Donald S. Poulton*, the President and Chief Executive Officer of Medallion Bank, has been the President and Chief Executive Officer of Medallion Bank since 2015. Mr. Poulton was a founding officer of Medallion Bank and participated in the application and approval process for the Bank's charter. Prior to becoming the Bank's Chief Executive Officer in 2015, Mr. Poulton served as the Bank's Chief Lending Officer from the Bank's formation in 2002. Mr. Poulton has over 40 years of experience in the banking industry, particularly in the areas of residential mortgage, consumer and commercial lending, including SBA lending. During the course of his career in the banking industry, Mr. Poulton has served as Executive Vice President and Chief Lending Officer of American Investment Financial from 1998 to 2002, where he was responsible for all lending programs, and Senior Vice President and Director of Private Banking of American Investment Bank from 1986 to 1998. Both American Investment Financial and American Investment Bank were wholly owned subsidiaries of Leucadia National Corporation. Mr. Poulton holds a bachelor's degree in finance from the University of Utah. Mr. Poulton has served on the board of the Utah Microenterprise Loan Fund since 2010.

*D. Justin Haley*, Executive Vice President and Chief Financial Officer, has been at the Bank since 2011. Prior to becoming the Bank's Chief Financial Officer in April 2021, Mr. Haley served as the Chief Operating Officer from June 2015 through March 2021 and the Vice President and General Manager of the Bank's Home Improvement Lending division, which he started for the Bank. Mr. Haley has worked in the banking industry for more than 25 years and has significant prior experience in consumer, home improvement and small business lending, plus technology, marketing and strategic planning. Before joining Medallion Bank, Mr. Haley was the President of First Mutual Sales Finance, a home improvement lending subsidiary of Washington Federal from February 2008 to October 2008 and was a Vice President of Sales Finance of First Mutual Bank from October 2005 through January 2008, when First Mutual Bank was acquired by Washington Federal. Mr. Haley has a bachelor's degree in history and an M.B.A. from the University of Washington and is a graduate of the Pacific Coast Banking School. Mr. Haley serves on the Board of Directors for the Utah Association of Financial Services and the National Association of Industrial Bankers.

*Steven M. Hannay*, Executive Vice President and Chief Lending Officer, has been at the Bank since 2004. Mr. Hannay began his career at Medallion Bank as a Vice President Operations Manager and became the Bank's Chief Lending Officer in 2015.

Currently, Mr. Hannay is responsible for the Bank's consumer lending activities, loan funding, loan servicing and collections. Mr. Hannay has more than 30 years of experience in the lending industry and specializes in credit and portfolio management, division strategy, team development, operations and underwriting. Prior to joining Medallion Bank in 2004, Mr. Hannay served as Credit Manager at American Investment Bank from 1992 to 2004, specializing in consumer non-prime credit. Mr. Hannay has a bachelor's degree in business finance from the University of Utah.

*Jonathan T. Allen*, Senior Vice President and Chief Compliance Officer, has been at the Bank since May 2020. Mr. Allen has over 25 years of experience in banking, 22 of them in bank regulatory compliance. Prior to joining the Bank, Mr. Allen served as the Vice President and Chief Compliance Officer of Altabank, a community bank, from 2010 until May 2020, was an adjunct professor at Brigham Young University in 2016 and was a member of the Consumer Financial Protection Bureau's Community Bank Advisory Council. Mr. Allen has a bachelor's degree in business management from the Marriott School of Management at Brigham Young University and a juris doctor from the University of Idaho College of Law. Additionally, Mr. Allen has completed a master's-level extension program at Pacific Coast Banking School at the University of Washington and is certified by the Institute of Certified Bankers as a Certified Regulatory Compliance Manager. From 2004 until 2022, Mr. Allen was an adjunct instructor at Utah Valley University where he taught personal finance on a part-time basis.

## **Code of Conduct and Ethics**

We have adopted a code of ethics policy for our directors, officers and employees. These persons must act ethically at all times and in accordance with the guidelines comprising our Code of Ethical Conduct and Insider Trading Policy to establish standards and procedures for the prevention and detection of activities which signal a conflict of interest or an abuse of fiduciary duty. To further promote ethical and responsible decision-making, the Board also adopted a Code of Ethical Conduct for Senior Financial Officers. Our Code of Ethical Conduct and Insider Trading Policy and Code of Ethical Conduct for Senior Financial Officers can be found on our website at [www.medallionbank.com](http://www.medallionbank.com). If we make any substantive amendments to our code of ethics or grant any waiver from a provision of the code of ethics to any executive officer or director, we will promptly disclose the nature of the amendment or waiver on our website. The Board expects our directors, as well as our officers and employees, to act ethically at all times and to acknowledge their adherence to the policies comprising our code of ethics, which include, among other things, rules prohibiting loans or other extensions of credit, securities transactions during "blackout" periods, acceptance of gifts and certain interested transactions. In addition, the Board has established a policy for reporting employee concerns to the audit committee of the Board. Anyone with a concern about our accounting, internal accounting controls, or auditing matters may confidentially report such concern by telephone to a special dedicated toll-free phone number. This policy was previously announced to all of our employees, and the telephone number is published in our common-area workplaces and electronic employee handbook. All such communications are confidential and shall be promptly reviewed by the audit committee.

## **Corporate Governance**

### ***Status as a "Controlled Company"***

Our Series F Preferred Stock is listed on Nasdaq Capital Market and, as a result, we are subject to the corporate governance listing standards of the exchange. However, a listed company that satisfies the definition of a "controlled company" (i.e., a company of which more than 50% of the voting power is held by a single entity or group) may elect not to comply with certain of these requirements. Because MFIN directly owns 100% of our outstanding common stock and we are therefore a "controlled company," we have elected not to comply with the corporate governance standards of Nasdaq requiring: (i) a fully independent corporate governance and nominating committee; and (ii) a fully independent compensation committee. As discussed below, two of our seven directors do not qualify as "independent directors" under the applicable rules of Nasdaq. See "Certain Relationships and Related-Person Transactions" for more information.

### ***Composition of Our Board of Directors***

The Board has seven members, consisting of two non-independent directors who are employees of MFIN and five other directors who are "independent" under the listing standards of Nasdaq. Under our Bylaws, the number of directors constituting our Board must be between five and nine, and such number, within those limits, will be fixed from time to time by resolution of our Board or by our shareholders. Our Board meets at least once a quarter in accordance with requirements under Utah law, and our independent directors meet in executive session at least twice a year in accordance with Nasdaq listing requirements.

### ***Committees of Our Board of Directors***

The only standing committee of the Board is the audit committee. The responsibilities of the audit committee are described below. Under our Bylaws, the Board may also establish other committees to assist it in its responsibilities.

The audit committee assists the Board in fulfilling its responsibilities for general oversight of the integrity of our financial statements, our compliance with legal and regulatory requirements, our independent auditors' qualifications and independence, the performance of our internal audit function and independent auditors and our risk assessment and risk management. Among other duties delegated to it from time to time by the Board, the audit committee:

- retains and terminates our independent auditors;
- obtains and reviews annually a report by the independent auditors describing; (1) the auditing firm's internal quality-control procedures; (2) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to deal with any such issues; and (3) all relationships between the independent auditor and the Bank;
- approves all audit engagement fees and terms, as well as significant non-audit engagements with the independent auditors;
- reviews and evaluates the qualifications, performance and independence of the lead partner of the independent auditors and presents the committee's conclusions with respect to the independent auditors to the full Board;
- discusses the annual audited financial statements and quarterly financial statements with management and the independent auditor, including the Bank's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations";
- reviews with management and the independent public accountants the basis of the annual management report required by 12 C.F.R. Part 363;
- receives reports from the Bank's President and Chief Executive Officer and Chief Financial Officer of: (i) all significant deficiencies in the design or operation of internal controls which could adversely affect the Bank's ability to record, process, summarize and report financial data and identify any material weakness in internal controls; and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Bank's internal controls;
- reviews analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Bank's financial statements, including analyses of the effects of alternative GAAP methods on the Bank's financial statements, and reviews the effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the financial statements of the Bank;
- reviews in advance of distribution all dividends and earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as financial information and earnings guidance provided to analysts and rating agencies;
- obtains advice and assistance from outside legal, accounting or other advisors, when necessary;
- discusses policies with respect to risk assessment and risk management;
- reviews the adequacy of management information systems, internal accounting and financial controls;
- meets separately, on a periodic basis, with Bank personnel responsible for the internal audit function and with independent auditors;
- reviews with the independent auditor any audit problems or difficulties and management's response;
- reviews annually the policies and procedures relating to compliance with legal and regulatory requirements and the Bank's compliance therewith;
- establishes procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by Bank employees of concerns regarding questionable accounting or auditing matters;
- considers any reports or communications submitted to the committee by the independent auditors required by or referred to in applicable Public Company Accounting Oversight Board or other applicable standards, including reviewing any

accounting adjustments that were noted or proposed by the auditor but were “passed” (including similar adjustments that were passed because individually they were not material); any communications between the audit team and the audit firm’s national office respecting auditing or accounting issues presented by the engagement; and any “management” or “internal control” letter issued, or proposed to be issued, by the auditing firm to the Bank; and

- reviews and provides oversight of all related-party transactions of the Bank in accordance with the policies of the Bank in effect from time to time.

The audit committee is required to consist of at least three members, all of whom are required to be “independent” under the listing standards of Nasdaq and meet the requirements of Rule 10A-3 of the Exchange Act. The audit committee also includes at least one “audit committee financial expert.” Currently, our audit committee members are Brent O. Hatch, Robert M. Meyer, J. Lawrence Richards and John M. Taggart. Messrs. Hatch, Meyer, Richards, and Taggart are each an audit committee financial expert. The audit committee has adopted a written charter that specifies the scope of its rights and responsibilities, including those listed above. The charter is available on our website at [www.medallionbank.com](http://www.medallionbank.com).

### ***Board Leadership Structure and Qualifications***

We believe that our directors should have the highest professional and personal ethics and values, consistent with our longstanding values and standards. They should have broad experience at the policy-making level in business, government or banking. They should be committed to enhancing shareholder value and should have sufficient time to carry out their duties and to provide insight and practical wisdom based on experience. Their service on boards of other companies should be limited to a number that permits them, given their individual circumstances, to perform responsibly all director duties. Each director must represent the interests of all shareholders. When considering potential director candidates, the Board also considers the candidate’s character, judgment, diversity, skills, including financial literacy, and experience in the context of our needs and those of the Board.

### ***Board Oversight of Risk Management***

Our Board believes that effective risk management and control processes are critical to our safety and soundness, our ability to predict and manage the challenges that we face and, ultimately, the long-term success of the Bank. The Bank employs conservative risk management practices in order to effectively manage its business and its loan portfolios, and our Board, both directly and through the audit committee, has the ultimate responsibility for oversight of these risk management practices. The Board meets regularly throughout the year with executive management to ensure that all major risks are discussed with and evaluated by the Board. Changes to the Bank’s risk profile, whether documented in policy or not, are discussed with the Board as needed, and policies, which cover all major risk areas for the Bank, are approved by the Board at the time of drafting, annually and whenever any change is being made. The audit committee of our Board is responsible for overseeing risks associated with financial matters (particularly financial reporting, accounting practices and policies, disclosure controls and procedures and internal control over financial reporting) and reviewing and discussing generally the identification, assessment, management and control of our risk exposures.

The role of our Board in our risk oversight is consistent with our leadership structure, with our President and Chief Executive Officer and the other members of senior management having responsibility for assessing and managing our risk exposure, and our Board providing oversight in connection with those efforts. We believe this division of risk management responsibilities presents a consistent, systemic and effective approach for identifying, managing and mitigating risks throughout our operations.

## **ITEM 11. EXECUTIVE COMPENSATION**

### **Compensation Program and Relationship with MFIN**

The Bank is a wholly owned subsidiary of MFIN and MFIN continues to own 100% of the Bank’s outstanding common stock. Accordingly, MFIN’s executive compensation program has historically applied to our executive officers and will continue to do so for 2023. Determinations with respect to the compensation of our executive officers are made by MFIN’s compensation committee in accordance with MFIN’s compensation program. Such determinations are typically ratified by both the full MFIN board of directors and the Bank Board. Determinations with respect to the compensation of our directors are made by the Bank’s Board, separate and apart from MFIN’s compensation program with respect to its directors.

Each of our named executive officers (as provided below) is an employee of both MFIN and the Bank. We describe the application of MFIN’s compensation program to our named executive officers, as well as the compensation of our directors, in the discussion that follows.

## Summary Executive Compensation Table and Narrative Discussion

The following table presents compensation awarded in the fiscal years ended December 2022 and 2021 to our principal executive officer and our two most highly compensated persons serving as executive officers as of December 2022, or paid to or accrued for those executive officers for services rendered during fiscal years 2022 and 2021, and should be read in conjunction with the associated narratives. We refer to these executive officers as our “named executive officers.”

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Restricted Stock Awards (\$) <sup>(1)</sup>	Stock Option Awards (\$) <sup>(2)</sup>	Nonequity Incentive Plan Compensation	All Other Compensation (\$)	Total (\$)
Donald S. Poulton	2022	450,000	—	354,993	—	715,908	23,469 <sup>(3)</sup>	1,544,370
President and Chief Executive Officer	2021	376,764	800,000	137,498	137,500	—	17,799	1,469,561
D. Justin Haley	2022	327,467	—	128,993	—	275,316	— <sup>(4)</sup>	731,776
Executive Vice President and Chief Financial Officer	2021	288,057	300,000	50,002	50,001	—	—	688,060
Steven M. Hannay	2022	327,467	260,000	128,993	—	—	10,153 <sup>(5)</sup>	726,613
Executive Vice President and Chief Lending Officer	2021	285,167	250,000	50,002	50,001	—	—	635,170

- (1) This amount is the aggregate grant date fair value of restricted stock awards with respect to the fiscal years ended December 2022 computed in accordance with FASB ASC Topic 718. The fair value of each restricted stock award is determined on the award date by the closing market price of MFIN’s common stock, par value \$0.01 per share (MFIN common stock), on the award date.
- (2) This amount is the aggregate grant date fair value of stock option awards with respect to the fiscal year ended December 2021 computed in accordance with FASB ASC Topic 718. See Note 1 for additional details.
- (3) All other compensation for Donald S. Poulton for the fiscal year ended December 2022 includes amounts received as a monthly car allowance and amounts received pursuant to the matching program under our 401(k) Investment Plan.
- (4) Unless otherwise indicated for D. Justin Haley, the aggregate amount of perquisites and other personal benefits or property was less than \$10,000.
- (5) All other compensation for Steven M. Hannay for the fiscal year ended December 2022 includes amounts received pursuant to the matching program under our 401(k) Investment Plan.

### Base Salary

Each named executive officer’s base salary is a fixed component of compensation for each year for performing specific job duties and functions. The total base salaries earned by our named executive officers in fiscal years 2022 and 2021 are disclosed in the table above.

Base salaries for our named executive officers were initially set pursuant to each officer’s employment agreement (described further below) and are reviewed at least once each fiscal year by MFIN’s compensation committee, MFIN’s full board of directors and the Bank’s Board.

### Bonus

For 2021, each of our named executive officers was eligible to receive a discretionary annual bonus pursuant to the terms of his employment agreement. For 2022, Mr. Hannay was eligible to receive a discretionary annual bonus and Mr. Poulton and Mr. Haley were each eligible to receive an annual cash award pursuant to MFIN’s 2022 Annual Short Term Incentive Plan (described further below).

The annual bonuses are intended to compensate eligible named executive officers for achieving financial and operational goals as well as achieving division and individual performance objectives. These objectives vary depending on the individual executive but relate generally to factors such as the Bank’s profitability, performance of our consumer lending portfolios and results of operations. MFIN’s compensation committee approves awards based on recommendations of MFIN’s President. For 2021 and 2022, MFIN’s compensation committee considered a variety of factors which included, but were not limited to the Bank’s earnings, return on assets, return on equity, success and implementation of strategic initiatives and individual performance. MFIN’s compensation committee chose to evaluate performance measures in a holistic manner rather than assign weights to each individual factor. After consideration of these performance results, MFIN’s compensation committee approved the following incentive awards based on a combination of Bank and individual performance. Mr. Poulton’s 2021 bonus was \$800,000. Mr. Haley’s 2021 bonus was \$300,000. Mr. Hannay’s 2021 bonus was \$250,000 and 2022 bonus was \$260,000.

The discretionary annual bonus is paid in cash in an amount reviewed and approved by MFIN's compensation committee and ratified by MFIN's board of directors and the Bank's Board, and ordinarily is paid in a single installment in either the fourth quarter of a given fiscal year or the first quarter following the completion of a given fiscal year. MFIN's compensation committee, however, has the discretion to declare a bonus more frequently than on an annual basis and may do so in recognition of exceptional contributions to MFIN or the Bank at other times.

### ***Short-Term Incentive Compensation***

MFIN's 2022 Annual Short Term Incentive Plan (the "STI Plan") is an annual cash incentive program that provides eligible executive officers of MFIN and its subsidiaries the opportunity to receive an annual cash award based on the achievement of predetermined financial and operational goals. The STI Plan is designed to:

- enable MFIN and its subsidiaries to attract, retain, motivate and reward the best qualified executive officers and key employees;
- focus executives and key employees on performance metrics that align with MFIN's financial and strategic goals and objectives;
- link short-term pay to MFIN's annual financial performance;
- put a meaningful portion of compensation at risk based on MFIN's success; and
- align executive performance with long-term interests of our shareholders.

In 2022, MFIN's compensation committee set the STI Plan target incentive (expressed as a percentage of base salary) for Mr. Poulton and Mr. Haley taking into account competitive market data and the respective named executive officer's position, experience, role and responsibilities and performance:

<b>Named Executive Officer</b>	<b>Target Incentive (% of Base Salary)</b>
Donald S. Poulton	125%
D. Justin Haley	65%

Depending on achieved performance, each named executive officer may earn between 0% and 200% of their respective Target Incentive.

For 2022, MFIN's Compensation Committee approved 2022 STI Plan performance goals for Mr. Poulton and Mr. Haley that fell into one of two general categories (corporate and segment results) to provide a comprehensive and balanced approach to assessing and rewarding performance (with the applicable metrics and weights varying for each respective named executive officer as discussed more fully below). MFIN's compensation committee selected the following performance measures in order to measure operational success, correlate with shareholder value and drive behaviors of management:

- Corporate
  - Medallion Financial Corp. Earnings (Net Income Attributable to Shareholders) (in millions)
- Segment Results
  - Medallion Bank Return on Equity
  - Medallion Bank Earnings (in millions)
  - Medallion Bank Return on Assets



These performance goals for Mr. Poulton and Mr. Haley, related payout opportunity and 2022 actual results are described in the below table:

Category	Performance Measure	2022 Goals			2022 Performance	
		Threshold (50%)	Target (100%)	Stretch (200%)	Result	% of Target Incentive Earned
Corporate	Medallion Financial Corp. Earnings (Net Income Attributable to Shareholders) (in millions)	\$33.48	\$41.48	\$49.48	\$43.84	129.5%
	Medallion Bank Return on Equity	2.31%	25.68%	28.25%	26.45%	130.0%
Segment Results	Medallion Bank Earnings (in millions)	\$66.15	\$73.50	\$80.85	\$74.64	115.5%
	Medallion Bank Return on Assets	3.69%	4.09%	4.50%	4.23%	134.1%

In the first quarter of 2023, the Compensation Committee assessed the 2022 STI Plan scorecard metrics and 2022 results for Mr. Poulton and Mr. Haley and determined their respective 2022 STI Plan scorecard metrics, weights, targets and results are as follows:

Category	Performance Measure	Weight	2022 Goals	2022 Performance	
			Target (100%)	Result	% of Target Incentive Earned
Corporate	Medallion Financial Corp. Earnings (Net Income Attributable to Shareholders) (in millions)	25%	\$41.48	\$43.84	129.5%
	Medallion Bank Return on Equity	25%	25.68%	26.45%	130.0%
Segment Results	Medallion Bank Earnings (in millions)	25%	\$73.50	\$74.64	115.5%
	Medallion Bank Return on Assets	25%	4.09%	4.23%	134.1%
Weighted % of Target Incentive Earned					127.27%

As a result of its assessment, as more fully described above, the compensation committee approved the following payouts for Mr. Poulton and Mr. Haley:

Named Executive Officer	Target % of Base	Scorecard Payout % of Target	Scorecard Payout (\$)
Donald S. Poulton	125%	127.27%	\$715,908
D. Justin Haley	65%	127.27%	\$275,316

### *Long-Term Incentive Compensation*

MFIN believes that long-term performance is achieved through granting restricted stock, which creates an ownership culture that encourages long-term performance by its executive officers and other employees. MFIN's equity incentive plan (discussed below) has been established to provide certain of MFIN's employees, including our named executive officers, with incentives: (i) to highlight and reinforce the mutuality of long-term interests between employees and shareholders; and (ii) to assist in the attraction and retention

of critically important key executives, managers and individual contributors who are essential to our and MFIN's growth and development. MFIN's compensation committee believes that the use of restricted stock is important in achieving MFIN's compensation goals. MFIN's equity incentive plan has provided the principal method for our named executive officers to acquire equity in our parent company.

The 2018 Equity Incentive Plan, or the 2018 Plan, was adopted by MFIN's board of directors on April 25, 2018, and approved by its shareholders on June 15, 2018. The terms of the 2018 Plan provide for grants of stock-based incentive awards, including, without limitation, options, restricted stock and stock appreciation rights, to MFIN's employees and any person who has been offered employment by MFIN, with payments to prospective employees being contingent upon such persons commencing employment with MFIN. On April 22, 2020, MFIN's Board of Directors approved an amendment to the 2018 Plan to increase the number of shares of MFIN's common stock authorized for issuance thereunder, which was approved by MFIN's stockholders on June 19, 2020, and subsequently on April 26, 2022, MFIN's Board of Directors approved an additional amendment to the 2018 Plan to further increase the number of shares of MFIN's common stock authorized for issuance thereunder, which was approved by MFIN's stockholders on June 14, 2022. MFIN's compensation committee is authorized to grant awards under the 2018 Plan. Awards under the 2018 Plan are subject to certain forfeiture provisions, and thus are restricted as to transferability until such forfeiture restrictions have lapsed. The restrictions on such awards pursuant to the 2018 Plan may relate to continued service to MFIN, the achievement of specific performance objectives, or other restrictions deemed by MFIN's compensation committee from time to time to be appropriate and in MFIN's best interests and in the interests of MFIN's shareholders. Restricted stock and stock option awards were granted under the 2018 Plan to the Bank's named executive officers in 2022. Shares of MFIN's common stock that had remained issuable under the 2015 Employee Plan described below were rolled into the 2018 Plan upon its adoption in June 2018.

MFIN had a stock option plan: the 2006 Employee Stock Option Plan, which expired on February 15, 2016, and no options are available for issuance under it. The 2006 Employee Stock Option Plan included vesting periods to optimize the retention value of options and to provide an incentive to MFIN's named executive officers to achieve success over the long term. Generally, stock options vested in equal annual installments over three to five years commencing on the first anniversary of the date of grant, and if employees left MFIN before these vesting periods, they forfeited the unvested portions of these awards. The vesting schedules chosen were dependent on the individual, the rationale behind such option grant, the number of options granted and the exercise price of such options.

#### ***401(k) Plan***

The Bank participates in the 401(k) Plan offered by MFIN. Effective June 1, 2022, the 401(k) Plan covers all full- and part-time employees of the Bank who have attained the age of 18 and have a minimum of thirty (30) days of service. Under the 401(k) Investment Plan, an employee may elect to defer not less than 1.0% of his or her total annual compensation, up to the applicable limits set forth in the Internal Revenue Code of 1986, as amended. Employee contributions are invested in various mutual funds, according to the direction of the employee. Once eligible full-time employees have completed a minimum of ninety (90) days of service and part-time employees have worked at least 1,000 hours, MFIN matches employee contributions to the 401(k) Plan in an amount per employee equal to fifty percent of the first 8% of the employee's annual contributions, subject to legal limits. Prior to June 1, 2022, the 401(k) Plan covered full- and part-time employees aged 21 and older that had completed a minimum of thirty (30) days of service, with MFIN matching one-third of the first 6% of the contributions of eligible employees that had completed at least one (1) year of service (in the case of full-time employees) or 1,000 hours (in the case of part-time employees).

#### ***Employment Agreements and Offer Letters***

Our named executive officers are employees of both MFIN and the Bank. MFIN will enter into a new employment agreement with an executive officer or a candidate only when necessary to attract or retain exceptional personnel. Any employment agreement with an executive officer: (a) must be approved by MFIN's compensation committee; (b) should have as short a term as possible and provide as few terms and conditions as are necessary to accomplish its purpose; and (c) if required by law to be available for public review, must be filed promptly with the appropriate regulatory authority. Employment agreements with our named executive officers were also reviewed and approved by the Bank's Board.

Mr. Poulton entered into an agreement with us and MFIN to serve as our President and Chief Executive Officer, which became effective on January 1, 2016. The agreement provides for a two-year term and automatically renews each year for a new two-year term, such that there will be a two-year term commencing January 1<sup>st</sup> of each year during the term of the agreement, unless either party provides notice to the other party of its intention not to renew the term beyond the then-current two-year term. Under the agreement, Mr. Poulton is entitled to an annual base salary of \$325,000 with annual increases at a rate of no less than 3% of his then-existing base salary. Mr. Poulton is also eligible to receive a discretionary bonus, with a minimum bonus payment of \$225,000 if the return on equity, or ROE, and return on assets, or ROA, for the Bank's consumer lending products are similar to the ROE and ROA for such lines as the average for the 2014 and 2015 fiscal years. The agreement provides for a severance payment if the agreement is

terminated under certain conditions or upon a change of control if his employment is discontinued in connection therewith, and also includes a non-competition and a non-solicitation covenant. Upon termination under certain conditions, all unvested stock options or restricted shares of Mr. Poulton will become immediately vested and any forfeiture restrictions will lapse.

Mr. Haley had previously entered into an agreement with MFIN to serve as our Chief Operating Officer in 2015, which was subsequently amended and restated and entered into with MFIN and us to serve as our Chief Financial Officer and became effective on June 1, 2021. This agreement provides for a two-year term and automatically renews each year for a new two-year term, such that there will be a two-year term commencing on June 1<sup>st</sup> of each year during the term of the agreement, unless either party provides notice to the other party of its intention not to renew the term beyond the then-current two-year term. Under the agreement, Mr. Haley is entitled to an annual base salary of \$320,000. Mr. Haley's annual base salary shall be reviewed at least annually and may be increased, but not decreased, from the then-current salary. Mr. Haley is also eligible to receive a discretionary bonus based on his level of performance and the overall success of MFIN and the Bank on the same basis as similarly situated executives of MFIN and the Bank. The agreement provides for a severance payment if the agreement is terminated under certain conditions or upon a change of control if Mr. Haley's employment is discontinued in connection therewith, and also includes a non-competition and a non-solicitation covenant. Upon termination under certain conditions, all unvested stock options or restricted shares of Mr. Haley will become immediately vested.

Mr. Hannay had previously entered into an agreement with MFIN to serve as our Chief Lending Officer, which was subsequently amended and restated and entered into with MFIN and us and became effective on June 1, 2021. The agreement provides for a two-year term and automatically renews each year for a new two-year term, such that there will be a two-year term commencing on June 1<sup>st</sup> of each year during the term of the agreement unless either party provides notice to the other party of its intention not to renew the term beyond the then-current two-year term. Under the agreement, Mr. Hannay is entitled to an annual base salary of \$320,000. Mr. Hannay's annual base salary shall be reviewed at least annually and may be increased, but not decreased, from the then-current salary. Mr. Hannay is also eligible to receive a discretionary bonus, based on his level of performance and the overall success of MFIN and the Bank, on the same basis as similarly situated executives of MFIN and the Bank. The agreement provides for a severance payment if the agreement is terminated under certain conditions or upon a change of control if his employment is discontinued in connection therewith, and also includes a non-competition and a non-solicitation covenant. Upon termination under certain conditions, all unvested stock options or restricted shares of Mr. Hannay will become immediately vested.

### ***Perquisites***

MFIN provides its named executive officers with perquisites and other personal benefits that MFIN and its compensation committee believe are reasonable and consistent with its overall compensation program to better enable MFIN to attract and retain superior employees for key positions. MFIN's compensation committee periodically reviews the levels of perquisites and other personal benefits provided to its named executive officers. Mr. Poulton is provided with a monthly car allowance to facilitate travel when conducting his duties.

### ***Other Benefits***

Our named executive officers are eligible to participate in all of MFIN's employee benefit plans, such as medical, dental, vision, group life, disability, and accidental death and dismemberment insurance, as well as MFIN's 401(k) Investment Plan, in each case on the same basis as other employees.

## Outstanding Equity Awards at Fiscal Year End

The following table sets forth information regarding the outstanding equity awards held by our named executive officers as of December 2022. All such awards were granted under MFIN's 2018 Equity Incentive Plan.

Name	Option Awards				Restricted Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares of Restricted Stock That Have Not Vested (#)	Market Value of Shares of Restricted Stock That Have Not Vested (\$)
Donald S. Poulton	16,203	5,401 <sup>(1)</sup>	6.55	3/21/2029	2,481 <sup>(2)</sup>	17,714
	17,066	17,066 <sup>(3)</sup>	6.68	2/17/2030	8,420 <sup>(4)</sup>	60,119
	9,824	29,473 <sup>(5)</sup>	6.79	3/4/2031	15,187 <sup>(6)</sup>	108,435
	—	—	—	—	46,223 <sup>(7)</sup>	330,032
D. Justin Haley	7,487	2,496 <sup>(1)</sup>	6.55	3/21/2029	1,145 <sup>(2)</sup>	8,175
	—	—	—	—	1,454 <sup>(8)</sup>	10,382
	6,637	6,637 <sup>(3)</sup>	6.68	2/17/2030	3,274 <sup>(4)</sup>	23,376
	3,573	10,717 <sup>(5)</sup>	6.79	3/4/2031	5,523 <sup>(6)</sup>	39,434
Steven M. Hannay	—	—	—	—	16,796 <sup>(7)</sup>	119,923
	7,487	2,496 <sup>(1)</sup>	6.55	3/21/2029	1,145 <sup>(2)</sup>	8,175
	—	—	—	—	1,454 <sup>(8)</sup>	10,382
	5,879	5,878 <sup>(3)</sup>	6.68	2/17/2030	2,900 <sup>(4)</sup>	20,706
	3,573	10,717 <sup>(5)</sup>	6.79	3/4/2031	5,523 <sup>(6)</sup>	39,434
	—	—	—	—	16,796 <sup>(7)</sup>	119,923

(1) These stock option awards vested on February 14, 2023.

(2) These shares of restricted MFIN common stock vested on February 14, 2023.

(3) One half of these stock option awards vested on February 17, 2023. The remaining stock option awards will vest on February 17, 2024.

(4) One half of these shares of restricted MFIN common stock vested on February 17, 2023. The remaining shares of restricted MFIN common stock will vest on February 17, 2024.

(5) One third of these option awards vested on March 4, 2023. The remaining stock option awards will vest on March 4, 2024 and March 4, 2025.

(6) One third of these shares of restricted MFIN common stock vested on March 4, 2023. The remaining shares of restricted MFIN common stock will vest on March 4, 2024 and March 4, 2025.

(7) One third of these shares of restricted MFIN common stock vested on March 1, 2023. The remaining shares of restricted MFIN common stock will vest on March 1, 2024 and March 1, 2025.

(8) These shares of restricted MFIN common stock will vest on December 7, 2023.

## Potential Payments upon Termination or Change in Control

The following table sets forth information regarding potential payments to be made to our named executive officers following an employment termination or change of control. Amounts in the table assume an employment termination or change in control on December 31, 2022.

		Termination by Officer for Good Reason (Not Involving Change of Control)(\$)		Change of Control - Termination or Change in Employment(\$)	Change of Control - Employment Agreement Assumed By New Owner(\$)
Name	Termination Without Cause (\$)		Disability (\$)		
Donald S. Poulton					
Severance	562,500 <sup>(1)</sup>	562,500 <sup>(1)</sup>	225,000 <sup>(2)</sup>	562,500 <sup>(1)</sup>	337,500 <sup>(3)</sup>
Other Benefits	556,168 <sup>(4)</sup>	556,168 <sup>(4)</sup>	9,258 <sup>(5)</sup>	556,168 <sup>(4)</sup>	—
D. Justin Haley					
Severance	409,333 <sup>(6)</sup>	409,333 <sup>(6)</sup>	81,867 <sup>(7)</sup>	409,333 <sup>(6)</sup>	—
Other Benefits	228,656 <sup>(8)</sup>	228,656 <sup>(8)</sup>	4,772 <sup>(9)</sup>	228,656 <sup>(8)</sup>	—
Steven M. Hannay					
Severance	409,333 <sup>(10)</sup>	409,333 <sup>(10)</sup>	81,867 <sup>(11)</sup>	409,333 <sup>(10)</sup>	—
Other Benefits	216,925 <sup>(12)</sup>	216,925 <sup>(12)</sup>	2,594 <sup>(13)</sup>	216,925 <sup>(12)</sup>	—

(1) Mr. Poulton would be entitled to an amount equal to his salary for the balance of his current employment period, which as of December 31, 2022 expires on December 31, 2023, and two weeks' base salary for each year employed, up to three months. The severance payment was calculated based on his salary for the fiscal year ended December 2022.

- (2) Mr. Poulton would be entitled to an amount equal to six months' salary following termination. The severance payment was calculated based on his salary for the fiscal year ended December 2022.
- (3) Mr. Poulton would be entitled to an amount equal to nine months' salary. The severance payment was calculated based on his salary for the fiscal year ended December 2022.
- (4) Mr. Poulton would be entitled to receive his health benefits for the balance of his current employment period, all stock options previously granted would become immediately vested and exercisable, and not subject to any clawback, and all restricted stock previously granted would become immediately vested and not subject to forfeiture or clawback. As of December 31, 2022, Mr. Poulton has 5,401 unvested stock options with an exercise price of \$6.55 per share, 17,066 unvested stock options with an exercise price of \$6.68 per share, 29,473 unvested stock options with an exercise price of \$6.79 per share, and 72,311 unvested shares of restricted stock. The value associated with vesting of stock options and shares of restricted stock previously granted that have not vested as of December 31, 2022 is \$537,653, calculated by using the closing price of MFIN's common stock on December 31, 2022, which was \$7.14.
- (5) Mr. Poulton would be entitled to receive his health benefits for the six months following termination.
- (6) Mr. Haley would be entitled to an amount equal to his base salary for the fifteen months following termination or change of control. The severance payment was calculated based on his salary as of December 2022.
- (7) Mr. Haley would be entitled to an amount equal to three months' salary following termination. The severance payment was calculated based on his salary as of December 2022.
- (8) Mr. Haley would be entitled to receive his health benefits for the twelve months following termination or change of control, all stock options previously granted would become immediately vested and exercisable, and not subject to any clawback, and all restricted stock previously granted would become immediately vested. As of December 31, 2022, Mr. Haley has 2,496 unvested stock options with an exercise price of \$6.55 per share, 6,637 unvested stock options with an exercise price of \$6.68 per share, 10,717 unvested stock options with an exercise price of \$6.79 per share, and 28,192 unvested shares of restricted stock. The value associated with vesting of stock options and shares of restricted stock previously granted that have not vested as of December 31, 2022 is \$209,567, calculated by using the closing price of MFIN's common stock on December 31, 2022, which was \$7.14.
- (9) Mr. Haley would be entitled to receive his health benefits for the three months following termination.
- (10) Mr. Hannay would be entitled to an amount equal to his base salary for fifteen months following termination or change of control. The severance payment was calculated based on his salary as of December 2022.
- (11) Mr. Hannay would be entitled to an amount equal to three months' salary following termination. The severance payment was calculated based on his salary as of December 2022.
- (12) Mr. Hannay would be entitled to receive his health benefits for the twelve months following termination or change of control, all stock options previously granted would become immediately vested and exercisable, and not subject to any clawback, and all restricted stock previously granted would become immediately vested. As of December 31, 2022, Mr. Hannay has 2,496 unvested stock options with an exercise price of \$6.55 per share, 5,878 unvested stock options with an exercise price of \$6.68 per share, 10,717 unvested stock options with an exercise price of \$6.79 per share, and 27,818 unvested shares of restricted stock. The value associated with vesting of stock options and shares of restricted stock previously granted that have not vested as of December 31, 2022 is \$206,548, calculated by using the closing price of MFIN's common stock on December 31, 2022, which was \$7.14.
- (13) Mr. Hannay would be entitled to receive his health benefits for the three months following termination.

MFIN's board of directors determined that providing the modest change-of-control arrangements described above and which apply to Mr. Poulton, Mr. Haley and Mr. Hannay as named executive officers of the Bank appropriately reflects the risk imposed on executives that companies such as MFIN or the Bank might be acquired. These arrangements are intended to attract and retain qualified executives with employment alternatives that may appear to them to be less risky absent these arrangements, and to mitigate a potential disincentive to authorize such an acquisition, particularly where the services of these executive officers may not be required by the acquirer.

MFIN's compensation committee authorized the various change-in-control and severance provisions in recognition of the importance to MFIN and its shareholders of assuring that MFIN has the continued dedication and full attention of certain key employees prior to and after the consummation of a change-in-control event. In addition to the foregoing, the provisions are intended to ensure that, if a possible change in control should arise and a Bank named executive officer should be involved in deliberations or negotiations in connection with the possible change in control, such officer would be in a position to consider as objectively as possible whether the possible change-in-control transaction is in the Bank and MFIN's best interests and those of its shareholders, without concern for his or her position or financial well-being. Absent termination without cause or for good reason, or a change-of-control event, no Bank named executive officer is entitled to either equity vesting acceleration or cash severance payments upon termination of employment.

## Director Compensation Table and Narrative Discussion

The following table sets forth certain compensation information for our directors for the fiscal year ended December 2022. None of our directors is an employee of the Bank. Mr. Alvin Murstein and Mr. Andrew M. Murstein are both employees of MFIN.

Name	Fees earned or paid in cash (\$)	Restricted stock unit awards (\$) <sup>(1)</sup>	Option awards (\$)	Non-equity incentive plan compensation (\$)	Nonqualified deferred compensation earnings (\$)	All other compensation (\$)	Total (\$)
Alvin Murstein	—	—	—	—	—	—	—
Andrew M. Murstein	—	—	—	—	—	—	—
Brent O. Hatch	41,250	—	—	—	—	—	41,250
Robert M. Meyer	30,000	—	—	—	—	—	30,000
J. Lawrence Richards	87,500	35,006	—	—	—	—	122,506
John M. Taggart	75,000	35,006	—	—	—	—	110,006
John Everets	20,000	—	—	—	—	—	20,000

- (1) This amount is the aggregate grant date fair value of restricted stock units with respect to the fiscal year ended December 31, 2020 computed in accordance with FASB ASC Topic 718. See Note 1 for additional details.

Effective January 1, 2022, our directors, other than Mr. Alvin Murstein and Mr. Andrew M. Murstein, are paid the amounts set forth in the below table for each year they serve based on their positions on the MFIN board, the Bank Board and the Bank audit committee, payable in quarterly installments. The amounts set forth in the table below are paid by the Bank for the applicable director's service on the Bank Board or audit committee, and MFIN pays additional amounts (which are not reflected in the table below) to directors who also serve on the MFIN board or its other committees. Additionally, all such directors are reimbursed by the Bank for expenses relating to attendance at Bank Board and audit committee meetings and also receive \$35,000 worth of restricted stock units granted under the 2018 Plan for each year they serve; provided that directors that serve on both the board of directors of the Bank and MFIN do not receive such equity grant as part of their director compensation provided by the Bank. We do not provide any pension or retirement plan with respect to our directors.

Role	Director Compensation
<b><i>Board Members on Medallion Bank Board Only</i></b>	
Board Member (Base)	\$65,000
Audit Committee Chair (Additional)	\$22,500
Audit Committee Member (Additional)	\$10,000
<b><i>Board Members on both Medallion Bank and Medallion Financial Corp. Boards</i></b>	
Board Member (Base)	\$20,000
Audit Committee Member (Additional)	\$10,000

As employees of MFIN, Mr. Alvin Murstein and Mr. Andrew M. Murstein are eligible to participate in MFIN's 401(k) Investment Plan and the 2018 Plan.

## Compensation Committee Interlocks and Insider Participation

As a controlled company, we are not required to have, and do not have, a compensation committee. None of our executive officers serves or has served as a member of the board, compensation committee or other board committee performing equivalent functions of any entity that has one or more executive officers serving as one of our directors, which would be required to be disclosed under Item 404 of Regulation S-K.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

### Securities Authorized for Issuance Under Equity Compensation Plans

The information set forth in Item 5 of this Form 10-K titled "Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities— Securities Authorized for Issuance Under Equity Compensation Plans" is incorporated herein by reference.

## Security Ownership of Certain Beneficial Owners and Management

The following table shows, as of March 16, 2023, the percentage of outstanding shares of common stock that are beneficially owned by (i) our directors and executive officers and (ii) any shareholder who holds 5% or more of our common stock. Except as otherwise indicated, the address for each shareholder listed below is c/o Medallion Bank, 1100 East 6600 South, Suite 510, Salt Lake City, UT 84121.

Name and Address of Beneficial Owner	Common Stock	
	As of March 16, 2023	
	Number of Shares	Percentage of Outstanding Shares
MFIN <sup>(1)</sup>	1,000,000	100%
<b>Directors and Executive Officers</b>		
Alvin Murstein	—	—%
Andrew Murstein	—	—%
John Everets	—	—%
Brent O. Hatch	—	—%
John M. Taggart	—	—%
J. Lawrence Richards	—	—%
Robert M. Meyer	—	—%
Donald S. Poulton	—	—%
D. Justin Haley	—	—%
Steven M. Hannay	—	—%
Jonathan T. Allen	—	—%
All Directors and Executive Officers as a group (composed of 11 individuals)	—	—%
Total	1,000,000	100%

- 1) MFIN owns all shares of our common stock beneficially and of record. MFIN's investment decisions are made by its board of directors. MFIN is a public company with shares listed on Nasdaq Global Select Market under the ticker "MFIN." The address of MFIN is 437 Madison Ave, 38th Floor, New York, NY 10022.

## ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

### Certain Relationships and Related-Person Transactions

Certain of our directors are also directors or director nominees of MFIN and certain affiliates, including Medallion Funding LLC, Medallion Capital, Inc. and Freshstart Venture Capital Corp. Executive officer salaries are set by MFIN's board of directors and ratified by our Board. The information set forth in Item 7 of this Form 10-K titled "Management's Discussion and Analysis of Financial Condition and Results of Operations—Transactions with Affiliates" and Item 10 titled "Directors, Executive Officers and Corporate Governance—Composition of Our Board of Directors" is incorporated herein by reference.

### Relationship with MFIN

We are a wholly owned subsidiary of MFIN. We conduct our activities with MFIN and other MFIN subsidiaries and affiliates on an arm's-length basis and in compliance with Sections 23A and 23B of the Federal Reserve Act and Regulation W promulgated thereunder. See "Supervision and Regulation" in Item 1 - Our Business for additional information regarding restrictions on certain transactions with MFIN and other affiliates. The following is a description of certain material relationships between us and MFIN, or a wholly owned subsidiary of MFIN, regarding loan marketing, loan servicing, corporate services and tax sharing.

### ***Loan Marketing Agreement***

Pursuant to a Loan Marketing Agreement between us and Medallion Funding LLC, a wholly owned subsidiary of MFIN, we source a number of services from MFC, including the marketing of commercial loan services on our behalf, the accepting and processing of loan applications, and the submission of loan applications to us for approval. Fees paid for services are based on the number of loans MFC originates or renews and the principal amount of such loans. Historically, the services MFC provided pursuant to the Loan Marketing Agreement related to marketing and origination services with respect to our Medallion loans and other loans. However, following the Bank's determination in 2014 to cease originating loans for the purchase of taxi medallions, the services MFC provides pursuant to the Loan Marketing Agreement relate primarily to credit evaluation and application approval processes in connection with the refinancing of Medallion loans. For the services described above, we paid MFC a total of \$0 in the year ended December 2022 and \$0 in the year ended December 2021.

### ***Loan Servicing Agreement***

Pursuant to a Loan Servicing Agreement between us and Medallion Servicing Corp., a wholly owned subsidiary of MFIN, MSC provides us with a number of services related to servicing Medallion loans. Services include, among others, monitoring collateral, collecting loan payments and maintaining account records, and collection activities on delinquent accounts. Fees paid for services are based on the number of loans that MSC services. For the services provided pursuant to this agreement, we paid MSC a total of \$2.6 million in the year ended December 2022 and \$3.6 million in the year ended December 2021.

### ***Corporate Services Agreement***

Pursuant to a Corporate Services Agreement between us and MFIN, we source services from MFIN including the following:

- human resources support, including, without limitation, payroll services, benefits administration, and employee counseling; and
- legal support, including, without limitation, drafting and reviewing contracts and transactional forms and assisting with regulatory matters.

Fees paid for the above services are based on predetermined monthly or hourly rates, and, in the case of human resources support, on the number of our employees. We paid MFIN a total of \$381,000 in the year ended December 2022. We paid MFIN a total of \$379,000 for all such services in the year ended December 2021.

### ***Tax Sharing Agreement***

The Bank's U.S. federal and certain state operations are included in various MFIN consolidated tax returns; and, in such cases, MFIN makes payments to tax authorities on our behalf. We and MFIN maintain a Tax Sharing Agreement for any operations included in an MFIN consolidated tax return, pursuant to which MFIN charges us for any taxes owed and reimburses us for tax attributes generated. Such charges or reimbursements are based upon our separate income tax liability calculated as if we had filed a separate federal or state tax return, as the case may be.

### **Policies and Procedures for Review, Approval or Ratification of Related-Person Transactions**

Our Board recognizes that transactions with affiliates and other related-party transactions present a heightened risk of conflicts of interest and/or improper valuation (or the perception thereof). In addition, laws and regulations, including Sections 23A and 23B of the Federal Reserve Act and Regulation W promulgated thereunder and the Federal Reserve's Regulation O, place restrictions on the amounts and types of transactions we may conduct with our affiliates and with our directors and executive officers. See "Supervision and Regulation" for additional information. Therefore, we maintain a written Insider Lending Policy, which generally prohibits us from making loans or otherwise extending credit to any of our, or certain of our affiliates', executive officers, directors, or principal shareholders, or related interests or immediate family members of any of the foregoing. Our Chief Compliance Officer is responsible for ensuring that covered individuals understand this policy and the applicable regulatory requirements, as well as for the compliance of extensions of credit with this policy or applicable regulations.

We may make exceptions to our Insider Lending Policy for certain insiders. Any extension of credit made pursuant to such an exception must be on the same terms and subject to the same underwriting standards as those applicable to non-related persons. In general, prior approval of our Board is required for any extension of credit to an insider that, when aggregated with all other credit extended to the applicable person, exceeds the greater of \$25,000 or 5% of our capital and unimpaired surplus, or exceeds \$200,000. Any member of the Board who has an interest in the transaction under discussion will abstain from voting on the approval of the



transaction. Extensions of credit to our executive officers are subject to additional restrictions set forth in Regulation O and our Insider Lending Policy, and exceptions to the applicable restrictions on extensions of credit to our executive officers are not permitted.

In addition, we have adopted a written Code of Ethical Conduct and Insider Trading Policy, which includes a Conflicts of Interest Policy that establishes requirements for our directors and employees to avoid an actual or perceived conflict of interest with the interests of the Bank. For more information about this policy, see “Management—Code of Conduct and Ethics.”

We have also implemented a written Related and Affiliated Party Transactions Policy, pursuant to which our Board is responsible for reviewing our transactions with affiliates, including MFIN. The policy prohibits management from entering into transactions with affiliates or related-party transactions unless the Board has been briefed on the transaction and a majority of directors who are both independent directors and who have no financial interest in the relevant transaction has approved the proposed transaction (the “required majority”). The Board may, in its sole discretion, approve or deny by the required majority any transactions with affiliates or related-party transactions and approval may be conditioned upon any other actions the Board deems appropriate. Failure to follow the approval process can lead to disciplinary action, up to and including termination.

We also have a separate Regulation W Affiliated Transactions Policy that provides a framework through which we identify affiliate transactions governed by Sections 23A and 23B of the Federal Reserve Act and Regulation W promulgated thereunder.

#### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following is a summary of the fees billed to us by Mazars USA LLP ("Mazars") for professional services rendered for the fiscal years ended December 2022 and 2021:

<b>Fee Category</b>	<b>Fiscal 2022 Fees</b>	<b>Fiscal 2021 Fees</b>
Audit Fees	\$ 699,475	\$ 482,333
Audit-Related Fees	—	—
Tax Fees	152,029	146,245
All Other Fees	—	—
<b>Total Fees</b>	<b>\$ 851,504</b>	<b>\$ 628,578</b>

##### **Audit Fees**

Audit fees consist of fees billed for professional services rendered for the integrated audit of our financial statements and of our internal control over financial reporting and review of the interim financial statements included in Exchange Act filings. They also consist of fees billed for services that are normally provided by the independent registered public accountants in connection with statutory and regulatory filings or engagements.

##### **Audit-Related Fees**

There were no fees billed to us by Mazars for the fiscal years ended December 2022 and 2021 for assurance and related services reasonably related to the performance of the audit or review of our financial statements.

##### **Tax Fees**

Tax fees consist of fees billed for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal, state and local tax compliance, assistance with tax reporting requirements and audit compliance, value-added tax compliance, mergers and acquisitions tax compliance, and tax advice on federal and state tax matters.

##### **All Other Fees**

All other fees consist of fees for products and services other than the services reported above. These services include work related to preferred stock and capital matters. There were no fees billed to us by Mazars for the fiscal years ended December 2022 and 2021 for products and services other than the services reported above.

##### **Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm**

The Audit Committee’s policy is to pre-approve all audit and permissible non-audit services to be provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other

services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to report periodically to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis. The Audit Committee has granted the Chairman of the Audit Committee, J. Lawrence Richards, the authority to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm so long as such approval is ratified by the Audit Committee in a timely manner. All fees for services provided by the independent registered public accounting firm were pre-approved by the Audit Committee.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

#### 1. FINANCIAL STATEMENTS

The financial statements of Medallion Bank and the Report of Independent Public Accountants thereon are included as set forth on the Index to Financial Statements on F-1.

#### 2. FINANCIAL STATEMENT SCHEDULES

See Index to Financial Statements on F-1.

#### 3. EXHIBITS

The following documents are filed as exhibits hereto:

<b>Exhibit Number</b>	<b>Description</b>
3.1	Articles of Incorporation of Medallion Bank, dated May 7, 2002 (the “Articles of Incorporation”) (incorporated by reference to Exhibit 3.1 to the Registrant’s Registration Statement on Form 10, dated December 9, 2019)
3.2	Articles of Amendment to the Articles of Incorporation, dated February 19, 2009, amending and restating Article 3 of the Articles of Incorporation (incorporated by reference to Exhibit 3.2 to the Registrant’s Registration Statement on Form 10, dated December 9, 2019)
3.3	Articles of Amendment to the Articles of Incorporation, dated February 19, 2009, adding a new Section 2 to Article 3 of the Articles of Incorporation setting forth the terms of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series A (incorporated by reference to Exhibit 3.3 to the Registrant’s Registration Statement on Form 10, dated December 9, 2019)
3.4	Articles of Amendment to the Articles of Incorporation, dated February 19, 2009, adding a new Section 3 to Article 3 of the Articles of Incorporation setting forth the terms of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series B* (incorporated by reference to Exhibit 3.4 to the Registrant’s Registration Statement on Form 10, dated December 9, 2019)
3.5	Articles of Amendment to the Articles of Incorporation, dated December 17, 2009, adding a new Section 4 to Article 3 of the Articles of Incorporation setting forth the terms of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series C (incorporated by reference to Exhibit 3.5 to the Registrant’s Registration Statement on Form 10, dated December 9, 2019)
3.6	Articles of Amendment to the Articles of Incorporation, dated December 17, 2009, adding a new Section 5 to Article 3 of the Articles of Incorporation setting forth the terms of Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series D (incorporated by reference to Exhibit 3.6 to the Registrant’s Registration Statement on Form 10, dated December 9, 2019)
3.7	Articles of Amendment to the Articles of Incorporation, dated June 23, 2011, adding a new Section 5 to Article 3 of the Articles of Incorporation setting forth the terms of Senior Non-Cumulative Perpetual Preferred Stock, Series E (incorporated by reference to Exhibit 3.7 to the Registrant’s Registration Statement on Form 10, dated December 9, 2019)
3.8	Articles of Amendment to the Articles of Incorporation, dated June 23, 2011, amending and restating Section 5 to Article 3 of the Articles of Incorporation setting forth the terms of Senior Non-Cumulative Perpetual Preferred Stock, Series E (incorporated by reference to Exhibit 3.8 to the Registrant’s Registration Statement on Form 10, dated December 9, 2019)
3.9	Articles of Amendment to the Articles of Incorporation, dated January 3, 2019, amending and restating Section 1(a) to Article 3 of the Articles of Incorporation (incorporated by reference to Exhibit 3.9 to the Registrant’s Registration Statement on Form 10, dated December 9, 2019)
3.10	Articles of Amendment to the Articles of Incorporation, dated December 11, 2019, adding a new Section 6 to Article 3 of the Articles of Incorporation setting forth the terms of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series F (incorporated by reference to Exhibit 3.10 to Amendment No. 1 to the Registrant’s Registration Statement on Form 10, dated December 11, 2019)
3.11	Bylaws of Medallion Bank (incorporated by reference to Exhibit 3.11 to the Registrant’s Registration Statement on Form 10, dated December 9, 2019)
4.1	Description of Medallion Bank’s Securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 4.1 to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed on March 30, 2020)

- 10.1 Loan Servicing Agreement, dated December 17, 2010, between Medallion Servicing Corp. and Medallion Bank (incorporated by reference to Exhibit 10.1 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.2 Amendment No. 1 to Loan Servicing Agreement, dated January 1, 2011, between Medallion Servicing Corp. and Medallion Bank (incorporated by reference to Exhibit 10.2 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.3 Amendment No. 2 to Loan Servicing Agreement, dated January 26, 2017, between Medallion Servicing Corp. and Medallion Bank (incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.4 Corporate Services Agreement, dated December 22, 2003, between Medallion Financial Corp. and Medallion Bank (incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.5 Amendment No. 1 to Corporate Services Agreement, dated October 3, 2007, between Medallion Financial Corp. and Medallion Bank (incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.6 Amendment No. 2 to Corporate Services Agreement, dated August 29, 2008, between Medallion Financial Corp. and Medallion Bank (incorporated by reference to Exhibit 10.6 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.7 Amendment No. 3 to Corporate Services Agreement, dated January 1, 2014, between Medallion Financial Corp. and Medallion Bank (incorporated by reference to Exhibit 10.7 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.8 Amendment No. 4 to Corporate Services Agreement, dated October 16, 2015, between Medallion Financial Corp. and Medallion Bank (incorporated by reference to Exhibit 10.8 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.9 Amendment No. 5 to Corporate Services Agreement, dated August 1, 2017, between Medallion Financial Corp. and Medallion Bank (incorporated by reference to Exhibit 10.9 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.10 Amendment No. 6 to Corporate Services Agreement, dated December 28, 2017, between Medallion Financial Corp. and Medallion Bank (incorporated by reference to Exhibit 10.10 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.11 Amended and Restated Tax Sharing Agreement, dated February 13, 2017, between Medallion Financial Corp. and Medallion Bank (incorporated by reference to Exhibit 10.11 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.12 Amendment to Amended and Restated Tax Sharing Agreement, dated December 22, 2017, between Medallion Financial Corp. and Medallion Bank (incorporated by reference to Exhibit 10.12 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.13 Amended and Restated Loan Marketing Agreement, dated December 17, 2010, between Medallion Bank and Medallion Funding LLC (incorporated by reference to Exhibit 10.13 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.14 Agreement of Lease, dated July 3, 2002, between B-LINE Holdings, L.C. and Medallion Bank (incorporated by reference to Exhibit 10.14 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.15 First Amendment of Lease Agreement, dated October 29, 2004, between B-LINE Holdings, L.C. and Medallion Bank (incorporated by reference to Exhibit 10.15 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.16 Assignment of Lease, dated July 6, 2006, between Medallion Bank and Zerop Medical, LLC, and consented and agreed to by B-LINE Holdings, L.C. (incorporated by reference to Exhibit 10.16 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.17 Second Amendment of Lease Agreement, dated January 9, 2007, between B-LINE Holdings, L.C. and Medallion Bank (incorporated by reference to Exhibit 10.17 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.18 Third Amendment of Lease Agreement, dated October 31, 2007, between B-LINE Holdings, L.C. and Medallion Bank (incorporated by reference to Exhibit 10.18 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.19 Third Amendment to Lease Agreement, dated November 15, 2011, between B-LINE Holdings, L.C. and Medallion Bank (incorporated by reference to Exhibit 10.19 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.20 Fourth Amendment to Agreement of Lease, dated November 21, 2011, between B-LINE Holdings, L.C. and Medallion Bank (incorporated by reference to Exhibit 10.20 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)

- 10.21 Fifth Amendment to Agreement of Lease, dated November 26, 2012, between B-LINE Holdings, L.C. and Medallion Bank (incorporated by reference to Exhibit 10.21 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.22 Sixth Amendment to Agreement of Lease, dated January 26, 2017, between Investment Property Group, LLC, successor-in-interest to B-LINE Holdings, L.C., and Medallion Bank (incorporated by reference to Exhibit 10.22 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.23 Seventh Amendment to Agreement of Lease, dated May 10, 2017, between Investment Property Group, LLC and Medallion Bank (incorporated by reference to Exhibit 10.23 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.24 Eighth Amendment to Agreement of Lease, dated March 28, 2018, between Investment Property Group, LLC and Medallion Bank (incorporated by reference to Exhibit 10.24 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.25 Ninth Amendment to Agreement of Lease, dated August 19, 2019, between Investment Property Group, LLC and Medallion Bank (incorporated by reference to Exhibit 10.25 to the Registrant's Registration Statement on Form 10, dated December 9, 2019)
- 10.26 Amendment No. 7 to Corporate Services Agreement, dated January 1, 2020, between Medallion Financial Corp. and Medallion Bank (incorporated by reference to Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed on March 30, 2020)
- 10.27 Amendment No. 8 to Corporate Services Agreement, dated June 25, 2021, between Medallion Financial Corp. and Medallion Bank (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021, filed on August 13, 2021)
- 10.28 Tenth Amendment to Agreement of Lease, dated April 5, 2022, by and between Investment Property Group, LLC and Medallion Bank. Filed herewith.
- Compensatory plans, contracts and arrangements are omitted pursuant to Item 601(b)(10)(iii)(C)(6) of Regulation S-K.
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**ITEM 16. FORM 10-K SUMMARY**

Not applicable.

## SIGNATURES

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

Date: March 16, 2023

By: /s/ Donald S. Poulton

Donald S. Poulton

President and Chief  
Executive Officer

**MEDALLION BANK**

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

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Donald S. Poulton</u> Donald S. Poulton	President and Chief Executive Officer (Principal Executive Officer)	March 16, 2023
<u>/s/ D. Justin Haley</u> D. Justin Haley	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 16, 2023
<u>/s/ Alvin Murstein</u> Alvin Murstein	Chairman of the Board	March 16, 2023
<u>/s/ Andrew M. Murstein</u> Andrew M. Murstein	Director	March 16, 2023
<u>/s/ John Everets</u> John Everets	Director	March 16, 2023
<u>/s/ Brent O. Hatch</u> Brent O. Hatch	Director	March 16, 2023
<u>/s/ Robert M. Meyer</u> Robert M. Meyer	Director	March 16, 2023
<u>/s/ J. Lawrence Richards</u> J. Lawrence Richards	Director	March 16, 2023
<u>/s/ John M. Taggart</u> John M. Taggart	Director	March 16, 2023

## INDEX TO FINANCIAL STATEMENTS

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## **Report of Independent Registered Public Accounting Firm**

To the Shareholders and the Board of Directors of Medallion Bank

### **Opinion on the Financial Statements**

We have audited the accompanying balance sheets of Medallion Bank (the “Bank”) (a wholly owned subsidiary of Medallion Financial Corp.) as of December 31, 2022 and 2021, and the related statements of income and comprehensive income, changes in shareholders’ equity, and cash flows for each of the three years in the three-year period ended December 31, 2022, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Bank as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the three-year period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

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

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical Audit Matters**

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

#### ***Allowance for Loan Losses***

##### ***Critical Audit Matter Description***

As discussed in Notes 1 and 3 to the financial statements, the allowance for loans losses is assessed on a regular basis on loans segregated into homogenous pools based on similarities. Through the evaluation, general allowances for loan losses are assessed based on historical delinquency and actual loss rates. General allowances are evaluated on a regular basis by management and is based upon management’s periodic review of the collectability of the loans in light of historical experience, the nature and size of the loan portfolio, adverse situations that may affect the borrower’s ability to repay, estimated value of any underlying collateral, prevailing economic conditions, and excess concentration risks. Management also analyzes and considers several other relevant internal and external factors. Considering the estimation and judgment required by management in determining adjustments for loan losses, our audit of the allowance for loan losses and the related disclosures required a high degree of auditor judgment regarding the qualitative adjustments.

##### ***How the Critical Matter Was Addressed in the Audit***

Our audit procedures related to the allowance for loan loss included the following, among others:

- We tested the effectiveness of controls over the Bank’s allowance for loan loss analysis inclusive of the controls over loan charge-off activity and including additional considerations with respect to current economic conditions and management’s review of the adequacy of the allowance for loan loss.
- We evaluated management’s judgement and assumptions used in the development of the qualitative adjustments for reasonableness, and the reliability of the underlying data on which the adjustments are based.



- We tested the mathematical accuracy of (i) the historical charge-off activity, (ii) the quantitative measure of the qualitative loss factors, and (iii) the formula analysis model calculations.
- We tested the accuracy of the underlying data and key inputs used within the allowance for loan losses.
- We evaluated analytics and trends of the overall allowance loan loss analysis to assess for reasonableness.

/s/ Mazars USA LLP

We have served as the Bank's auditor since 2005.

New York, New York

March 16, 2023

**MEDALLION BANK**  
**STATEMENTS OF OPERATIONS AND COMPREHENSIVE (LOSS) INCOME**  
*(in thousands)*

	Years Ended		
	December 31, 2022	December 31, 2021	December 31, 2020
<b>Interest income:</b>			
Investments	\$ 2,372	\$ 949	\$ 1,151
Loan interest including fees	184,900	153,361	139,503
Total interest income	187,272	154,310	140,654
Interest expense	22,667	17,544	22,330
Net interest income	164,605	136,766	118,324
Provision for loan losses	24,709	3,746	63,048
Net interest income after provision for loan losses	139,896	133,020	55,276
Other non-interest income	1,237	1,144	261
Write-downs of loan collateral in process of foreclosure and other assets	(582)	(2,990)	(18,199)
Total non-interest income (loss)	\$ 655	\$ (1,846)	\$ (17,938)
<b>Non-interest expense:</b>			
Loan servicing	\$ 10,843	\$ 10,692	\$ 11,158
Salaries and benefits	15,086	12,237	10,275
Collection costs	5,385	4,775	4,294
Professional fees	1,754	1,695	2,017
Regulatory fees	2,418	1,872	1,822
Occupancy and equipment	793	789	783
Other	4,248	3,552	3,546
Total non-interest expense	40,527	35,612	33,895
Income before income taxes	100,024	95,562	3,443
Provision for income taxes	25,386	25,563	928
Net income	74,638	69,999	2,515
<b>Other comprehensive income (loss), net of tax:</b>			
Net change in unrealized gains on investment securities	(4,382)	(979)	1,013
Total comprehensive income	<u>\$ 70,256</u>	<u>\$ 69,020</u>	<u>\$ 3,528</u>

The accompanying notes are an integral part of these financial statements.

**MEDALLION BANK**  
**BALANCE SHEETS**  
*(dollars in thousands)*

	As of December 31, 2022	As of December 31, 2021
<b>Assets</b>		
Cash and cash equivalents <sup>(1)</sup>	\$ 74,078	\$ 61,402
Investment securities, available-for-sale	48,492	44,772
Loans	1,822,737	1,415,415
Allowance for loan losses	(61,630)	(53,384)
Loans, net	1,761,107	1,362,031
Loan collateral in process of foreclosure	10,381	21,438
Fixed assets and right-of-use lease assets, net	6,600	4,230
Deferred tax assets	9,241	7,576
Accrued interest receivable and other assets	40,928	37,786
<b>Total assets</b>	<b>\$ 1,950,827</b>	<b>\$ 1,539,235</b>
<b>Liabilities and shareholders' equity</b>		
<b>Liabilities</b>		
Deposits and other funds borrowed <sup>(2)</sup>	\$ 1,607,110	\$ 1,250,880
Accrued interest payable	2,422	1,228
Income tax payable	23,165	16,104
Other liabilities <sup>(3)</sup>	10,614	7,670
Due to affiliates	861	906
<b>Total liabilities</b>	<b>\$ 1,644,172</b>	<b>\$ 1,276,788</b>
<b>Commitments and contingencies (Note 10)</b>		
<b>Shareholders' equity</b>		
Series E Preferred stock, \$1.00 par value, 26,303 and 26,303 shares authorized, issued, and outstanding as of December 31, 2022 and December 31, 2021, respectively	26,303	26,303
Series F Preferred stock, \$1.00 par value, 1,840,000 and 1,840,000 shares authorized, issued, and outstanding as of December 31, 2022 and December 31, 2021, respectively	42,485	42,485
Common stock, \$1.00 par value, 7,000,000 and 7,000,000 shares authorized as of December 31, 2022 and December 31, 2021, respectively; 1,000,000 and 1,000,000 shares issued and outstanding as of December 31, 2022 and December 31, 2021, respectively	1,000	1,000
Additional paid in capital	77,500	77,500
Accumulated other comprehensive income, net of tax	(4,183)	200
Retained earnings	163,550	114,959
<b>Total shareholders' equity</b>	<b>306,655</b>	<b>262,447</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 1,950,827</b>	<b>\$ 1,539,235</b>

(1) Includes federal funds sold and interest-bearing deposits in other banks.

(2) Includes \$3,812 and \$3,158 of deferred financing costs as of December 31, 2022 and December 31, 2021, respectively.

(3) Includes \$3,370 and \$2,764 of operating lease liabilities as of December 31, 2022 and December 31, 2021, respectively.

The accompanying notes are an integral part of these financial statements.

**MEDALLION BANK**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2022, 2021, AND 2020**  
*(dollars in thousands)*

	Preferred Stock		Common Stock			Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Shareholders' Equity
	Shares Outstanding	Amount <sup>(1)</sup>	Shares Outstanding	Amount	Additional Paid-in Capital			
<b>Balance as of December 31, 2019</b>	1,866,303	\$ 68,788	1,000,000	\$ 1,000	\$ 77,500	\$ 166	\$ 79,687	\$ 227,141
Net income	—	—	—	—	—	—	2,515	2,515
Dividends declared to MFIN	—	—	—	—	—	—	(6,000)	(6,000)
Dividends declared on preferred stock - Series E	—	—	—	—	—	—	(2,367)	(2,367)
Dividends declared on preferred stock - Series F	—	—	—	—	—	—	(3,828)	(3,828)
Net change in unrealized losses on investment securities, net of tax	—	—	—	—	—	1,013	—	1,013
<b>Balance as of December 31, 2020</b>	1,866,303	\$ 68,788	1,000,000	\$ 1,000	\$ 77,500	\$ 1,179	\$ 70,007	\$ 218,474
Net income	—	—	—	—	—	—	69,999	69,999
Dividends declared to MFIN	—	—	—	—	—	—	(19,000)	(19,000)
Dividends declared on preferred stock - Series E	—	—	—	—	—	—	(2,367)	(2,367)
Dividends declared on preferred stock - Series F	—	—	—	—	—	—	(3,680)	(3,680)
Net change in unrealized losses on investment securities, net of tax	—	—	—	—	—	(979)	—	(979)
<b>Balance as of December 31, 2021</b>	1,866,303	\$ 68,788	1,000,000	\$ 1,000	\$ 77,500	\$ 200	\$ 114,959	\$ 262,447
Net income	—	—	—	—	—	—	74,638	74,638
Dividends declared to MFIN	—	—	—	—	—	—	(20,000)	(20,000)
Dividends declared on preferred stock - Series E	—	—	—	—	—	—	(2,367)	(2,367)
Dividends declared on preferred stock - Series F	—	—	—	—	—	—	(3,680)	(3,680)
Net change in unrealized losses on investment securities, net of tax	—	—	—	—	—	(4,383)	—	(4,383)
<b>Balance as of December 31, 2022</b>	1,866,303	\$ 68,788	1,000,000	\$ 1,000	\$ 77,500	\$ (4,183)	\$ 163,550	\$ 306,655

(1) Series E and Series F Preferred Stock

The accompanying notes are an integral part of these financial statements.

**MEDALLION BANK**  
**STATEMENTS OF CASH FLOWS**

*(in thousands)*

	Year Ended December 31,		
	2022	2021	2020
<b>Cash Flows from Operating Activities</b>			
Net income	\$ 74,638	\$ 69,999	\$ 2,515
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	10,721	7,450	7,927
Deferred tax (benefit) provision	40	4,643	(814)
Provision for loan losses	24,709	3,746	63,048
Provision for losses on other assets	—	—	(1,800)
Write-downs of loan collateral in process of foreclosure and other assets, net	828	4,012	16,424
Unrealized loss on equity securities	226	50	—
Changes in operating assets and liabilities:			
Interest receivable	(2,037)	(184)	(1,821)
Other tax assets	7,061	16,653	(2,694)
Other assets	(1,882)	(3,052)	(664)
Interest payable	1,194	(287)	(581)
Other liabilities	2,244	2,103	(2,791)
<b>Net cash provided by operating activities</b>	<b>117,742</b>	<b>105,133</b>	<b>78,749</b>
<b>Cash Flows from Investing Activities</b>			
Increase in loans, net	(439,247)	(281,276)	(182,450)
Purchase of investments	(17,869)	(14,178)	(14,747)
Proceeds from maturity/sale of investments	8,002	14,690	17,914
Proceeds from sale of repossessed loan collateral	15,193	14,296	12,067
Purchase of fixed assets	(1,938)	(1,363)	(89)
<b>Net cash used in investing activities</b>	<b>(435,859)</b>	<b>(267,831)</b>	<b>(167,305)</b>
<b>Cash Flows from Financing Activities</b>			
Issuance of time deposits and other borrowed funds	838,535	738,677	631,171
Repayments of funds borrowed	(481,651)	(552,711)	(517,342)
Change in due to affiliates	(44)	4,204	(4,338)
Dividends paid to MFIN	(20,000)	(19,000)	(6,000)
Dividends paid on preferred stock - Series E	(2,367)	(2,367)	(2,367)
Dividends paid on preferred stock - Series F	(3,680)	(3,680)	(3,828)
<b>Net cash provided by financing activities</b>	<b>330,793</b>	<b>165,123</b>	<b>97,296</b>
<b>Net change in cash and cash equivalents</b>	<b>12,676</b>	<b>2,425</b>	<b>8,740</b>
<b>Cash and cash equivalents, beginning of the period</b>	<b>61,402</b>	<b>58,977</b>	<b>50,237</b>
<b>Cash and cash equivalents, end of the period</b>	<b>\$ 74,078</b>	<b>\$ 61,402</b>	<b>\$ 58,977</b>
<b>Supplemental Disclosure of Cash Flow Information</b>			
Cash paid for interest	\$ 19,772	\$ 16,439	\$ 21,322
Cash paid for income taxes	8,434	3,682	4,435
Non-cash investing activities - loans transferred to loan collateral in process of foreclosure	12,419	15,100	37,965
Non-cash investing activities - loans transferred to other assets	—	—	1,800

The accompanying notes are an integral part of these financial statements.

**MEDALLION BANK**  
**NOTES TO FINANCIAL STATEMENTS**

**1. Organization and Summary of Significant Accounting Policies**

**Description of Business** – Medallion Bank ("the Bank") is a Federal Deposit Insurance Corporation ("FDIC") insured, limited-service industrial bank headquartered in Salt Lake City, Utah. The Bank was formed in May 2002 for the purpose of obtaining an industrial bank charter pursuant to the laws of the State of Utah. The Bank is a wholly owned subsidiary of Medallion Financial Corp. ("MFIN"). The Bank originates consumer loans on a national basis for the purchase of recreational vehicles ("RVs"), boats and trailers (which the Bank refers to as the "Recreation Lending" segment and "Recreation" loans) and to finance home improvements such as swimming pool installations and replacement windows and roofs (which the Bank refers to as the "Home Improvement Lending" segment and "Home Improvement" loans). In the second half of 2014, the Bank ceased originating loans to finance the purchase of taxi medallions (which the Bank refers to as its "Medallion" loans), though loans continue to be refinanced as they mature. All loans are financed primarily with time certificates of deposits which are originated nationally through a variety of brokered deposit relationships.

**Basis of Presentation** – The Bank's financial statements are prepared in accordance with accounting principles generally accepted in the United States ("U.S.") and prevailing industry practices, which require management to make estimates that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Actual results could differ materially from those estimates.

**Cash and cash equivalents** – The Bank considers all highly liquid instruments with an original purchased maturity of three months or less, federal funds sold and interest-bearing deposits in other banks to be cash equivalents. A non-interest-bearing compensating balance of \$350,000 is maintained at a correspondent bank. Cash balances are generally held in accounts at large national or regional banking organizations in amounts that frequently exceed the federally insured limits. Cash also includes \$1.3 million of interest-bearing funds deposited in other banks, that are mainly callable, with initial terms of 3 to 5 years.

**Investment securities** – FASB ASC Topic 320, "Investments – Debt Securities," requires that all applicable investments in debt securities be classified as trading securities, available-for-sale securities or held-to-maturity securities. Investment securities are purchased from time-to-time in the open market at prices that are greater or lesser than the par value of the investment. The resulting premium or discount is deferred and recognized on a level yield basis as an adjustment to the yield of the related investment. At December 31, 2022 and 2021, the net premium on investment securities totaled \$92,000 and \$269,000, respectively, and \$60,000, \$148,000, and \$291,000 was amortized to interest income for the years ended December 31, 2022, 2021 and 2020, respectively. The Bank had \$48.5 million and \$44.8 million of available-for-sale securities at fair value as of December 31, 2022 and December 31, 2021. The Topic further requires that held-to-maturity securities be reported at amortized cost and available-for-sale securities be reported at fair value, with unrealized gains and losses excluded from earnings at the date of the financial statements, and reported in accumulated other comprehensive income (loss) as a separate component of shareholders' equity, net of the effect of income taxes, until they are sold. The Bank had \$6 million and \$0.3 million of pre-tax net unrealized loss on available-for-sale securities as of December 31, 2022 and December 31, 2021. At the time of sale, any gains or losses, calculated by the specific identification method, will be recognized as a component of operating results and any amounts previously included in shareholders' equity, which were recorded net of the income tax effect, will be reversed.

**Equity securities** – In the first quarter of 2021, the Bank purchased \$2.0 million of equity securities with a readily determinable fair value. Under this classification, all unrealized gains and losses are included within earnings, and the \$1.7 million fair value of these securities as of December 31, 2022 is included within other assets on the balance sheet. The Bank did not purchase any equity securities in 2022. See "Note 13. Fair Value of Assets and Liabilities" in these annual audited financial statements.

The table below presents the unrealized portion related to the equity securities held as of December 31, 2022.

(in thousands)	Year Ended December 31,		
	2022	2021	2020
Net losses recognized during the period on equity securities	\$ (226)	\$ (50)	\$ —
Less: Net gains (losses) recognized during the period on equity securities sold during the period	—	—	—
Unrealized losses recognized during the reporting period on equity securities still held at the reporting date	<u>\$ (226)</u>	<u>\$ (50)</u>	<u>\$ —</u>

**Loans** – In these financial statements, unless otherwise indicated, loans are reported at the principal amount outstanding, inclusive of net deferred acquisition costs, which primarily include deferred fees paid to loan originators which are amortized into interest income over the life of the loan. Where otherwise stated, loans are reported as the principal amount outstanding ("gross").

Loan origination fees and certain direct origination costs are deferred and recognized as an adjustment to the yield of the related loans. At December 31, 2022 and December 31, 2021, net loan origination costs were \$34.3 million and \$26.1 million. Net amortization expense for the years ended December 31, 2022, 2021 and 2020 was \$8.7 million, \$7.7 million and \$5.9 million, respectively.

Interest income is recognized on an accrual basis. Medallion and other loans are placed on nonaccrual status, and all uncollected accrued interest is reversed when there is doubt as to the collectability of interest or principal, or if loans are 90 days or more past due, unless management has determined that they are both well-secured and in the process of collection. Interest income on nonaccrual loans is generally recognized when cash is received, unless a determination has been made to apply all cash receipts to principal. Medallion loans which reach 120 days past due are charged off down to their net realizable value and then generally the remaining balances are moved to repossessed loan collateral on the balance sheet. The consumer portfolio has different characteristics than other loans, typified by a larger number of lower dollar loans that have characteristics similar to one another. A loan is considered to be impaired, or nonperforming, when based on current information and events, it is likely the Bank will be unable to collect all amounts due according to the contractual terms of the original loan agreement. Management considers loans that are in bankruptcy status, but have not been charged off, to be impaired. These loans are placed on nonaccrual when they become 90 days past due, or earlier if they enter bankruptcy, and are charged off in their entirety when deemed uncollectible, or when they become 120 days past due (Recreation loans in bankruptcy are not charged off at 120 days), whichever occurs first, at which time appropriate recovery efforts against both the borrower and the underlying collateral are initiated. Other loans are charged off when management determines that a loss has occurred. All interest accrued but not collected for loans that are charged off is reversed against interest income. For the Recreation loan portfolio, the process to repossess the collateral is generally started at 60 days past due. If the collateral is not located and the account reaches 120 days delinquent, the account is charged off. If the collateral is repossessed, a loss is recorded by writing the collateral down to its fair value less selling costs, and the collateral is sent to auction. When the collateral is sold, the net auction proceeds are applied to the account, and any remaining balance is written off. Proceeds collected on charged-off accounts are recorded as a recovery. Total gross loans 90 days or more past due were \$8.8 million, or 0.5%, and \$4.0 million, or 0.3%, at December 31, 2022 and December 31, 2021, respectively.

At December 31, 2022, \$9.2 million, or 1%, of Recreation loans, \$579,294, or substantially less than 1%, of Home Improvement loans, \$1.7 million, or 75%, of other loans, and \$10.5 million, or 100%, of Medallion loans were on nonaccrual. At December 31, 2021, \$5.1 million, or 1%, of Recreation loans, \$132,000, or substantially less than 1%, of Home Improvement loans, \$1.8 million, or 75%, of other loans, and \$11.3 million, or 100%, of Medallion loans were on nonaccrual. The amount of interest income on nonaccrual loans that would have been recognized if the loans had been paying in accordance with their original terms was \$0.4 million (\$201,000 of which has been applied to principal), \$1.0 million and \$1.1 million as of the years ended December 31, 2022, 2021 and 2020, respectively.

Nonperforming other loans are reserved down to fair value and placed on nonaccrual status. Fair value is determined based upon comparable market prices for substantially similar collateral plus management's estimate of disposal costs, or through the use of a discounted cash flow model. All interest accrued but not collected for loans that are placed on nonaccrual is reversed against interest income. The interest on these loans is accounted for on a cash basis and applied to principal until the loans qualify for return to accrual status. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was signed into law to address the economic impacts of the COVID-19 pandemic. Under the CARES Act and related guidance from the FDIC, the Bank can temporarily suspend its delinquency and nonperforming treatment for certain loans that have been granted a payment accommodation that facilitates the borrower's ability to work through the immediate impact of the virus. Borrowers who were current prior to becoming affected by COVID-19 and then receive payment accommodations as a result of the effects of the COVID-19 pandemic, generally are not reported as past due if all payments are current in accordance with the revised terms of the loan. The Bank has chosen to apply this part of the CARES Act in connection with eligible accommodations and does not report the applicable loans as past due. For those loans that were not current at the time of modification, their past due status was frozen as of the date on which the Bank implemented its modification program to reflect the delinquency status of the loan before the COVID-19 pandemic.

In situations where, for economic or legal reasons related to a borrower's financial difficulties, the Bank grants a concession for other than an insignificant period of time to the borrower that the Bank would not otherwise consider, the related loan is classified as a Troubled Debt Restructuring ("TDR"). The Bank strives to identify borrowers in financial difficulty early and work with them to modify their loans to more affordable terms before they are required to be charged off. These modified terms may include rate reductions, principal forgiveness, term extensions, payment forbearance, and other actions intended to minimize the economic loss to

the Bank and to avoid foreclosure or repossession of the collateral. For modifications where the Bank forgives principal, the entire amount of such principal forgiveness is immediately charged off. Loans classified as TDRs are considered impaired loans.

When the Bank identifies a loan as impaired, the Bank measures the impairment based on the present value of expected future cash flows, discounted at the loan's effective interest rate. When collateral is the sole source of repayment for the loan, the Bank may measure impairment based on the fair value of the collateral. If foreclosure is probable, the Bank uses the current fair value of the collateral less selling costs instead of discounted cash flows.

If the Bank determines that the value of an impaired loan is less than the recorded investment in the loan (net of previous charge-offs, deferred loan fees or costs and unamortized premium or discount), the Bank recognizes impairment. When the value of an impaired loan is calculated by discounting expected cash flows, interest income is recognized using the loan's effective interest rate over the remaining life of the loan.

**Allowance for loan losses** – In analyzing the adequacy of the allowance for loan losses, prior to the third quarter of 2020, the Bank used historical delinquency and actual loss rates with a three-year look-back period for all performing Medallion loans. During the third quarter of 2020, the Bank established specific reserves for all Medallion loans, adjusting them down to net collateral value. The Bank uses historical delinquency and actual loss rates with a one-year look-back period for consumer loans. The allowance is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and size of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, prevailing economic conditions, and excess concentration risks. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available. Credit losses are deducted from the allowance and subsequent recoveries are added back to the allowance.

**Fixed assets** – Fixed assets are stated at cost less accumulated depreciation and amortization. Maintenance and repairs are charged to expense while significant improvements are capitalized. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the related assets. Capitalized leasehold improvements are amortized over the lesser of the estimated useful life of the asset or the remaining lease term.

**Deferred Costs** – Deferred financing costs represent costs associated with obtaining Bank deposits, and are amortized on a straight line basis over the lives of the related deposits. Amortization expense was \$1.7 million, \$1.4 million, and \$1.6 million for the years ended December 31, 2022, 2021, and 2020. The amount on the Bank's balance sheet were \$3.8 million and \$3.1 million as of December 31, 2022 and 2021.

In addition, the Bank capitalizes certain loan acquisition costs in the process of originating loans. These deferred loan acquisition cost are paid to loan originators and are amortized into interest income over the life of the loan. Amortization expense was \$8.7 million, \$7.7 million, and \$5.9 million for the years ended December 31, 2022, 2021, and 2020. The amounts on the Bank's balance sheet were \$34.3 million and \$26.1 million as of December 31, 2022 and 2021.

**Income taxes** – The Bank uses the asset and liability method in providing income taxes on all transactions that have been recognized in the financial statements. 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 existing tax bases. The Bank files its federal tax returns on a consolidated company basis with MFIN.

**Other comprehensive income (loss)** – The Bank had (\$4.4) million, (\$1.0) million, and \$1.0 million of net unrealized (loss)/gains due to the change in fair value of available-for-sale securities and interest-bearing funds in other banks for the years ended December 31, 2022, 2021 and 2020, respectively.

**Restrictions on dividends, loans, and advances** – Banking regulations place certain restrictions on dividends paid and loans or advances made by the Bank to MFIN. The total amount of dividends that may be paid at any date is generally limited to the retained earnings of the Bank. However, dividends paid by the Bank would be prohibited if the effect thereof would cause the Bank's capital to be reduced below applicable minimum standards.

**Financial instruments** – FASB ASC Topic 825, "Financial Instruments," requires disclosure of fair value information about certain financial instruments, whether assets, liabilities or off-balance-sheet commitments, if practicable. See also Note 12 to the financial statements.

**Fair value of assets and liabilities** – The Bank follows FASB ASC Topic 820, "Fair Value Measurements and Disclosures," ("FASB ASC 820"), which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. FASB ASC 820 defines fair value as an exit price (i.e., a price that would be received to sell, as opposed to acquire, an asset or transfer a liability), and emphasizes that fair value is a market-based measurement. It establishes a fair



value hierarchy that distinguishes between assumptions developed based on market data obtained from independent external sources and the reporting entity's own assumptions. Further, it specifies that fair value measurement should consider adjustment for risk, such as the risk inherent in the valuation technique or its inputs. See also “Note 13, Fair Value of Assets and Liabilities” in these annual audited financial statements.

**Stock compensation** - Employees and officers of the Bank are eligible to participate in MFIN’s equity incentive plan (the “Plan”). The Plan provides for grants of both incentive and nonqualified stock options and restricted stock to employees. The Plan is administered by the Compensation Committee of the Board of Directors of MFIN. The option price per share may not be less than the current market value of MFIN’s common stock on the date the option is granted. The term and vesting periods of an option may not exceed ten years, and the terms of the restricted stock grants are determined by the Compensation Committee of the Board of Directors of MFIN. The Bank's stock-based compensation expense was \$984,000, \$717,000 and \$600,000 for the years ended December 31, 2022, 2021 and 2020, which was allocated to the Bank by MFIN in connection with the allocation component of expenses and are included in salary and benefits cost.

**Recently Issued Accounting Standards** — In March 2020, the FASB issued ASU 2020-04, "Reference Rate Reform: Facilitation of the Effects of Reference Rate Reform on Financial Reporting." The final guidance issued by the FASB is intended to help facilitate the market transition from existing reference interest rates to alternative reference interest rates. The Bank does not have exposure to LIBOR-based contracts through its loans or liabilities. As a result, the Bank does not believe this will have an impact on its financial statements.

In June 2016, the FASB issued ASU 2016-13, “Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments” and subsequent amendments to the initial guidance in November 2018, ASU 2018-19, Codification Improvements to Topic 326, Financial Instruments – Credit Losses, in April 2019, ASU 2019-04, Codification Improvements to Topic 326, Financial Instruments – Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments, and in May 2019, ASU 2019-05, Financial Instruments – Credit Losses, Topic 326, all of which clarify codification of and correct unintended application of the guidance. The main objective of this new standard is to provide financial statement users with more decision-useful information about the expected credit losses on financial assets and other commitments to extend credit held by a reporting entity at each reporting date. The aftermath of the global economic crisis and the delayed recognition of credit losses associated with loans (and other financial instruments) was identified as a weakness in the application of existing accounting standards. Specifically, because the existing “incurred” loss model delays recognition until it is probable a credit loss was incurred, the FASB explored alternatives that would use more forward-looking information. Under the FASB’s new standard, the concepts used by entities to account for credit losses on financial instruments fundamentally change. The existing “probable” and “incurred” loss recognition threshold is removed. Loss estimates are based upon lifetime “expected” credit losses. The use of past and current events must now be supplemented with “reasonable and supportable” expectations about the future to determine the amount of credit loss. The collective changes to the recognition and measurement accounting standards for financial instruments and their anticipated impact on the allowance for credit losses modeling have been universally referred to as the CECL (current expected credit loss) model. ASU 2016-13 applies to all entities and was effective for fiscal years beginning after December 15, 2019 for public entities, with early adoption permitted. In November 2019, the FASB issued ASU 2019-10 to defer implementation of the standard for smaller reporting companies to fiscal years beginning after December 15, 2022. On January 1, 2023, we formally adopted the CECL model. Our preliminary calculation of the CECL transition amount on the date of adoption reflected a \$11.6 million increase in our allowance for loan losses. This represents an increase in the aggregated Recreation and Home Improvement loan allowance of approximately 22%. The Medallion loan allowance was not affected. We continue to assess the financial impact of CECL adoption but expect that there will be earlier recognition of credit losses and potentially greater volatility in the allowance and provisions.

In August 2021, the FASB issued ASU 2021-06, “Presentation of Financial Statements (Topic 205), Financial Services - Depository and Lending (Topic 942) and Financial Services - Investment Companies (Topic 946) Amendments to SEC Paragraphs Pursuant to SEC Final Rule Releases No. 33-10786, Amendments to Financial Disclosures About Acquired and Disposed Businesses and No. 33-10835, Updated of Statistical Disclosures for Bank and Savings and Loan Registrants.” The Bank has assessed the impact of the update and determined it does not have a material impact on the accompanying financial statements.

In March 2022, the FASB issued ASU 2022-02, “Financial Instruments - Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures”. The main objective of this new standard is to amend ASU 2016-13 in response to feedback received from the post-implementation review process. The amendments update ASU 2016-13 to require that an entity measure and record the lifetime expected credit losses on an asset upon origination or acquisition and, as a result, credit losses from loans modified as TDRs have been incorporated into the allowance for credit losses. The amendments also require the disclosure of current period gross write-offs, by year of origination, for financing receivables. ASU 2022-02 is effective upon the adoption of ASU 2016-13. The Bank is in the process of evaluating the ASU in conjunction with its adoption of CECL on January 1, 2023.

## 2. Investment Securities

Fixed maturity securities available-for-sale consisted of the following:

December 31, 2022				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(in thousands)				
Mortgage-backed securities, principally obligations of US federal agencies	\$ 43,286	\$ —	\$ (4,933)	\$ 38,353
State and municipalities	11,015	13	(889)	10,139
Total	<u>\$ 54,301</u>	<u>\$ 13</u>	<u>\$ (5,822)</u>	<u>\$ 48,492</u>

December 31, 2021				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(in thousands)				
Mortgage-backed securities, principally obligations of US federal agencies	\$ 35,469	\$ 672	\$ (403)	\$ 35,738
State and municipalities	9,025	60	(51)	9,034
Total	<u>\$ 44,494</u>	<u>\$ 732</u>	<u>\$ (454)</u>	<u>\$ 44,772</u>

The amortized cost and estimated market value of investment securities as of December 31, 2022 by contractual maturity are shown below. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

December 31, 2022		
	Amortized Cost	Market Value
(in thousands)		
Due in one year or less	\$ —	\$ —
Due after one year through five years	9,625	9,222
Due after five years through ten years	9,303	8,169
Due after ten years	35,373	31,101
Total	<u>\$ 54,301</u>	<u>\$ 48,492</u>

Information pertaining to securities with gross unrealized losses aggregated by investment category and length of time that individual securities have been in a continuous loss position consisted of the following:

December 31, 2022				
Less than Twelve Months		Twelve Months and Over		
Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	
(in thousands)				
Mortgage-backed securities, principally obligations of US federal agencies	\$ (731)	\$ 12,321	\$ (4,203)	\$ 26,023
State and municipalities	(286)	4,628	(602)	3,489
Total	<u>\$ (1,017)</u>	<u>\$ 16,949</u>	<u>\$ (4,805)</u>	<u>\$ 29,512</u>

December 31, 2021				
Less than Twelve Months		Twelve Months and Over		
Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	
(in thousands)				
Mortgage-backed securities, principally obligations of US federal agencies	\$ (403)	\$ 16,330	\$ —	\$ —
State and municipalities	(9)	2,124	(42)	1,956
Total	<u>\$ (412)</u>	<u>\$ 18,454</u>	<u>\$ (42)</u>	<u>\$ 1,956</u>

The Bank had 57 and 15 securities at December 31, 2022 and December 31, 2021, respectively, with unrealized losses that have not been recognized into income because the issuers' bonds are of high credit quality and the Bank has the intent and ability to hold the securities for the foreseeable future. The fair value is expected to recover as the bonds approach the maturity date.

As of December 31, 2022 and December 31, 2021, the Bank did not hold investments in any single issuer, other than U.S. Government agency residential mortgage-backed securities issued by the Federal National Mortgage Association, with an aggregate book value that exceeded 10% of the Bank's equity.

### 3. Loans and Allowance for Loan Losses

Loans are summarized as follows:

	December 31, 2022	December 31, 2021
	(in thousands)	
Recreation <sup>(1)</sup>	\$ 1,183,512	\$ 965,279
Home Improvement <sup>(1)</sup>	626,398	436,928
Medallion <sup>(2)</sup>	10,519	11,323
Other <sup>(2)</sup>	2,308	1,885
Total loans	\$ 1,822,737	\$ 1,415,415
Deferred loan acquisition costs, net	34,277	26,107
Total gross loans	\$ 1,788,460	\$ 1,389,308

(1) Collectively evaluated for impairment.

(2) Individually evaluated for impairment.

Changes in the allowance for loan losses are summarized as follows:

	Recreation <sup>(1)</sup>	Home Improvement <sup>(1)</sup>	Medallion <sup>(2)</sup>	Other <sup>(2)</sup>	Total
	(in thousands)				
Balance as of December 31, 2021	\$ 36,607	\$ 7,833	\$ 8,917	\$ 27	\$ 53,384
Provision for loan losses	22,802	7,616	(5,702)	(7)	24,709
Loan charge-offs	(27,055)	(6,393)	(233)	—	(33,681)
Recoveries	9,612	2,284	5,316	6	17,218
Balance as of December 31, 2022	\$ 41,966	\$ 11,340	\$ 8,298	\$ 26	\$ 61,630

(1) Collectively evaluated for impairment.

(2) Individually evaluated for impairment.

	Recreation <sup>(1)</sup>	Home Improvement <sup>(1)</sup>	Medallion <sup>(2)</sup>	Other <sup>(2)</sup>	Total
	(in thousands)				
Balance as of December 31, 2020	\$ 34,143	\$ 5,994	\$ 25,393	\$ 27	\$ 65,557
Provision for loan losses	7,716	2,764	(6,733)	(1)	3,746
Loan charge-offs	(16,341)	(3,203)	(15,748)	—	(35,292)
Recoveries	11,089	2,278	6,005	1	19,373
Balance as of December 31, 2021	\$ 36,607	\$ 7,833	\$ 8,917	\$ 27	\$ 53,384

(1) Collectively evaluated for impairment.

(2) Individually evaluated for impairment.

For the years ended December 31, 2022 and 2021, there were no loans acquired with deteriorated credit quality.

See Note 1 to the financial statements, which describes the nature of the portfolios, their collection and income recognition processes, and the methodology used to assess the adequacy of the allowance. The Bank accounts for Chapter 13 bankruptcies for Recreation loans as TDRs, which may be considered performing or nonperforming loans.

Other loans are made infrequently, and on a case-by-case basis, after performing thorough borrower review plus credit and collateral checks. The risk associated with these types of loans is specific to that particular credit, and such risks are monitored and tracked closely.

The Recreation and Home Improvement loan portfolios are primarily consumer credit-driven, whereby borrowers are assessed a score based on credit history, credit performance, and related factors weighted in a credit scoring model that determines whether a borrower is qualified. Loan losses in these portfolios fluctuate with economic conditions and can range widely over time. The Recreation and Home Improvement loan portfolio reserves are calculated consistent with ASC 450, which is designed for homogeneous pools of loans. The Bank segments the portfolios by risk profile to reach the necessary level of homogeneity. The Bank accounts for Chapter 13 bankruptcies for Recreation loans as TDRs, which may be considered performing or nonperforming loans.

Allocations for the allowance for credit losses may be made for specific loans, but the allowance is general in nature and is available to absorb losses from any loan type. The following table provides a summary of the gross loan portfolio by its performance status and by type:

	Performing		Nonperforming		Total	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
	(in thousands)					
Recreation	\$ 1,136,725	\$ 930,300	\$ 9,371	\$ 5,731	\$ 1,146,096	\$ 936,031
Home Improvement	628,298	439,275	579	133	628,877	439,408
Medallion	—	—	11,179	11,983	11,179	11,983
Other	571	90	1,737	1,795	2,308	1,885
Total	<u>\$ 1,765,594</u>	<u>\$ 1,369,665</u>	<u>\$ 22,866</u>	<u>\$ 19,642</u>	<u>\$ 1,788,460</u>	<u>\$ 1,389,307</u>

The following tables provide additional information on attributes of the gross nonperforming loan portfolio as of December 31, 2022 and December 31, 2021, all of which had an allowance recorded against the principal balance:

	December 31, 2022				
	<u>Recorded Investment</u>	<u>Unpaid Principal Balance</u>	<u>Related Allowance</u>	<u>Average Recorded Investment</u>	<u>Interest Income Recognized</u>
	(in thousands)				
With an allowance recorded					
Recreation	\$ 9,371	\$ 9,371	\$ 343	\$ 9,158	\$ 401
Home Improvement	579	579	10	526	4
Medallion	11,179	11,179	8,298	11,648	—
Other	1,737	1,737	26	1,773	—
Total nonperforming loans with an allowance	<u>\$ 22,866</u>	<u>\$ 22,866</u>	<u>\$ 8,677</u>	<u>\$ 23,105</u>	<u>\$ 405</u>
	December 31, 2021				
	<u>Recorded Investment</u>	<u>Unpaid Principal Balance</u>	<u>Related Allowance</u>	<u>Average Recorded Investment</u>	<u>Interest Income Recognized</u>
	(in thousands)				
With an allowance recorded					
Recreation	\$ 5,731	\$ 5,731	\$ 224	\$ 5,599	\$ 520
Home Improvement	133	133	2	112	—
Medallion	11,983	11,983	9,064	13,373	—
Other	1,795	1,795	27	1,813	—
Total nonperforming loans with an allowance	<u>\$ 19,642</u>	<u>\$ 19,642</u>	<u>\$ 9,317</u>	<u>\$ 20,897</u>	<u>\$ 520</u>

The tables below show the aging of all loan types (gross loans):

	December 31, 2022						
	Days Past Due						Recorded Investment 90+ Days and Accruing
	30-59	60-89	90+	Total Past Due	Current	Total	
	(in thousands)						
Recreation	\$ 31,781	\$ 11,877	\$ 7,365	\$ 51,023	\$ 1,095,073	\$ 1,146,096	\$ —
Home Improvement	3,266	1,256	579	5,101	623,776	628,877	—
Medallion	17	393	885	1,295	9,884	11,179	—
Other	—	—	—	—	2,308	2,308	—
Total	\$ 35,064	\$ 13,526	\$ 8,829	\$ 57,419	\$ 1,731,041	\$ 1,788,460	\$ —

	December 31, 2021						
	Days Past Due						Recorded Investment 90+ Days and Accruing
	30-59	60-89	90+	Total Past Due	Current	Total	
	(in thousands)						
Recreation	\$ 20,269	\$ 6,636	\$ 3,864	\$ 30,769	\$ 905,262	\$ 936,031	\$ —
Home Improvement	1,521	480	133	2,134	437,274	439,408	—
Medallion	—	8,211	—	8,211	3,772	11,983	—
Other	—	—	—	—	1,885	1,885	—
Total	\$ 21,790	\$ 15,327	\$ 3,997	\$ 41,114	\$ 1,348,193	\$ 1,389,307	\$ —

The following table shows the gross TDRs which the Bank entered into during the year ended December 31, 2022:

	Year Ended December 31, 2022		
	Number of Loans	Pre-Modification Investment	Post-Modification Investment
	(dollars in thousands)		
Recreation loans	80	\$ 1,204	\$ 1,204
Medallion loans	2	\$ 252	\$ 252

A total of 63 Recreation loans modified as TDRs in the twelve months preceding the period ended December 31, 2022, having a gross investment value of \$862,000 and an allowance for loan losses of \$32,000, were in default as of December 31, 2022. No Medallion loans were modified as TDRs in the twelve months preceding the period ended December 31, 2022.

The following table shows the gross TDRs which the Bank entered into during the year ended December 31, 2021:

	Year Ended December 31, 2021		
	Number of Loans	Pre-Modification Investment	Post-Modification Investment
	(dollars in thousands)		
Recreation loans	57	\$ 557	\$ 375
Medallion loans	3	\$ 1,668	\$ 1,668

A total of 31 Recreation loans modified as TDRs in the twelve months preceding the period ended December 31, 2021, having a gross investment value of \$305,000 and an allowance for loan losses of \$12,000, were in default as of December 31, 2021. A total of 28 Medallion loans modified as TDRs in the twelve months preceding the period ended December 31, 2021, having a gross investment value of \$12.0 million and an allowance for loan losses of \$8.9 million, were in default during the year ended December 31, 2021.

#### 4. Fixed Assets

Fixed assets and their related useful lives were as follows:

	Useful lives	As of December 31, 2022	As of December 31, 2021
(in thousands)			
Computer software	3 years	\$ 3,015	\$ 1,168
Equipment	3-5 years	284	192
Furniture and fixtures	5-10 years	372	408
Leasehold improvements	3-5 years	129	127
		3,800	1,895
Less accumulated depreciation and amortization		(560)	(328)
<b>Net fixed assets</b>		<b>\$ 3,240</b>	<b>\$ 1,567</b>

Depreciation expense was \$265,000, \$141,000 and \$134,000 for the years ended December 31, 2022, 2021 and 2020.

#### 5. Deposits and Other Funds Borrowed

Deposits and other funds borrowed consisted of the following:

	As of December 31, 2022	As of December 31, 2021
(in thousands)		
Brokered certificates of time deposits <sup>(1)</sup>	\$ 1,597,278	\$ 1,244,550
Listing service deposits	12,394	8,738
Strategic partner reserve deposits	1,250	750
<b>Total</b>	<b>\$ 1,610,922</b>	<b>\$ 1,254,038</b>

(1) Excludes \$3,812 and \$3,158 of deferred financing costs as of December 31, 2022 and December 31, 2021, respectively.

The scheduled maturities of brokered certificates of time deposit and listing service deposits, were as follows:

	For the years ending December 31, <sup>(1)</sup>
(in thousands)	
2023	\$ 508,218
2024	419,560
2025	384,720
2026	149,329
2027	147,845
Total	<b>\$ 1,609,672</b>

(1) Excludes \$3,812 of deferred financing costs and \$1,250 of strategic partner reserve deposit.

Most deposits are raised through the use of investment brokerage firms who package deposits qualifying for FDIC insurance into pools that are sold to the Bank. The rates paid on the deposits are highly competitive with market rates paid by other financial institutions. Additionally, a brokerage fee is paid, depending on the maturity of the deposits, which averages less than 0.15% and which is capitalized and amortized to interest expense over the life of the respective pool. The total amount capitalized as of December 31, 2022 and December 31, 2021 was \$3.8 million and \$3.2 million, respectively, of which \$1.7 million and \$1.4 million was amortized to interest expense for the years ended December 31, 2022 and 2021. Interest on the deposits is accrued daily and paid monthly, quarterly, semiannually or at maturity. The weighted average interest rate of deposits outstanding as of December 31, 2022 and December 31, 2021 was 1.91% and 1.21%. The Bank also originates time deposits through an internet listing service. These deposits are from other financial institutions. As of December 31, 2022, the Bank had \$12.4 million in listing services deposits. All

time deposits are in denominations of \$250,000 or less and were either originated through certificate of deposit broker relationships or listing services.

The following table presents additional maturity information for time deposits:

	As of December 31, 2022	As of December 31, 2021
	(in thousands)	
Three months or less	\$ 152,517	\$ 119,027
Over three months through six months	117,179	168,243
Over six months through one year	238,522	118,041
Over one year	1,101,454	847,977
<b>Total<sup>(1)(2)</sup></b>	<b>\$ 1,609,672</b>	<b>\$ 1,253,288</b>

(1) Excludes \$3,812 and \$3,158 of deferred financing costs as of December 31, 2022 and December 31, 2021, respectively.

(2) Excludes \$1,250 and \$750 of strategic partner reserve deposit as of December 31, 2022 and December 31, 2021, respectively.

As of December 31, 2022 and December 31, 2021, the Bank had unsecured and undrawn Federal Funds lines with correspondent banks of \$75 million and \$45 million, respectively.

## 6. Income Taxes

The components of the Bank's tax provision for the years ended December 31 were as follows:

	Year Ended December 31,		
	2022	2021	2020
	(dollars in thousands)		
<b>Current</b>			
Federal	\$ 19,818	\$ 15,253	\$ 1,409
State	5,529	5,477	523
<b>Deferred</b>			
Federal	29	3,608	(599)
State	10	1,225	(215)
State income tax rate change	—	—	(190)
<b>Net provision for income taxes</b>	<u>\$ 25,386</u>	<u>\$ 25,563</u>	<u>\$ 928</u>

The following table presents a reconciliation of statutory federal income tax provision to actual income tax provision reported for the years ended December 31:

	Year Ended December 31,		
	2022	2021	2020
	(dollars in thousands)		
Statutory Federal income tax provision at 21%	\$ 21,005	\$ 20,068	\$ 723
State and local income taxes, net of federal income tax provision	5,531	5,285	190
Change in effective state income tax rate	(1,489)	—	—
Other	339	210	15
<b>Total income tax provision</b>	<u>\$ 25,386</u>	<u>\$ 25,563</u>	<u>\$ 928</u>

The following table sets forth the significant components of the Bank's deferred and other tax assets and liabilities as of December 31, 2022 and December 31, 2021:

	As of December 31, 2022	As of December 31, 2021
	(dollars in thousands)	
Provision for loan losses	\$ 16,848	\$ 14,634
Deferred loan acquisition costs	(9,269)	(7,101)
Unrealized gains on investments	1,627	(78)
Other	35	122
<b>Net deferred tax assets</b>	<u>\$ 9,241</u>	<u>\$ 7,577</u>

Deferred tax assets and liabilities relate to temporary differences between the financial reporting and income tax bases of the Bank's assets and liabilities, as well as the impact of tax loss carryforwards or carrybacks, and are measured using the enacted income tax laws and rates that will be in effect when such differences are expected to reverse.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which temporary differences become deductible pursuant to ASC Topic 740, "Income Taxes." Management considers the reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Management's evaluation of the realizability of deferred tax assets must consider both positive and negative evidence. The weight given to the potential effects of positive and negative evidence is based on the extent to which it can be objectively



verified. Based on these considerations, no valuation allowance was deemed necessary as of December 31, 2022 and December 31, 2021.

The Bank's U.S. federal and certain state operations are included in various MFIN consolidated tax returns, and, in such cases, MFIN makes payments to tax authorities on the Bank's behalf. The Bank and MFIN maintain a tax sharing agreement for any operations included in an MFIN consolidated tax return, pursuant to which MFIN charges the Bank for any taxes owed and reimburses the Bank for current tax benefits generated. Such charges or reimbursements are based upon the Bank's separate income tax liability calculated as if the Bank had filed a separate federal or state tax return, as the case may be.

## **7. Other Transactions with Affiliates**

The Bank's aggregated Medallion and other loans were \$12.2 million and \$13.2 million as of December 31, 2022 and December 31, 2021, respectively. These loans were sourced and serviced by the Bank's and MFIN's affiliates. The Bank paid \$2.6 million, \$3.6 million, and \$4.4 million of loan servicing fees to MFIN affiliates for the years ended December 31, 2022, 2021 and 2020, respectively. Amortization costs were \$0, \$0 and \$12,000 for the years ended December 31, 2022, 2021 and 2020.

As of December 31, 2022 and December 31, 2021, the Bank owed \$762,000 and \$806,000, respectively, to or from affiliates for monthly servicing fees on loans, charges for corporate overhead, and legal expenses due to the affiliates, partially offset by payments due to the Bank from collection of loan payments by affiliates. As of December 31, 2022 and December 31, 2021, the Bank held a \$100,000 collateral deposit due to MFIN. The Bank reimbursed MFIN for expenses incurred on its behalf of \$381,000, \$379,000 and \$739,000 for the years ended December 31, 2022, 2021 and 2020.

## **8. 401(k) Plan**

The Bank participates in the 401(k) Plan offered by MFIN. Effective June 1, 2022, the 401(k) Plan covers all full- and part-time employees of the Bank who have attained the age of 18 and have a minimum of thirty (30) days of service. Under the 401(k) Plan, an employee may elect to defer not less than 1% and not more than the applicable limits set forth in the Internal Revenue Code. Employee contributions are invested in various mutual funds according to the directions of the employee. Once eligible full-time employees have completed a minimum of 90 days of service and part-time employees have worked at least 1,000 hours, MFIN matches employee contributions to the 401(k) Plan in an amount per employee equal to fifty percent of the first 8% of the employee's annual contributions, subject to legal limits. Prior to June 1, 2022, the 401(k) Plan covered full- and part-time employees of the Bank aged 21 and older that had completed a minimum of thirty (30) days of service, with MFIN matching one-third of the first 6% of the contributions of eligible employees that had completed at least one (1) year of service (in the case of full-time employees) or 1,000 hours (in the case of part-time employees). The Bank provided \$194,000, \$167,000 and \$99,000 in employer matching for the years ended December 31, 2022, 2021 and 2020.

## **9. Segment Reporting**

The Bank has three business segments, which reflect the main types of lending performed at the Bank, which are Recreation Lending, Home Improvement Lending, and Other (as defined below). The segments are determined based on the products and services provided, or the type of customer served, and they reflect the manner in which financial information is currently evaluated by management. Due to the declining significance of Medallion loans to the Bank's business, results of operations and financial condition, beginning with the fourth quarter of 2021, activities relating to Medallion loans were included in the Bank's Other segment and those activities are no longer reported in a separate segment. As a result of this change, results for the Other segment for 2020 have been adjusted to conform to the current presentation. Results of the segments are intended to reflect each segment as if it were essentially a stand-alone business.

The Recreation Lending segment is a consumer finance business that works with third-party dealers and financial service providers ("FSPs") for the purpose of financing RVs, boats and other consumer recreational equipment. The Home Improvement Lending segment is a consumer finance business that works with contractors and FSPs to finance residential home improvements concentrated in swimming pools, roofing, and windows. The "Other" segment includes Medallion loans, activities related to the Bank's Strategic Partnership program, other loans that are not Recreation, Home Improvement or Medallion loans, and cash, investments and net non-interest earning assets.

Where segments use services provided by corporate support units or another segment, the costs of those services are allocated to the respective segments. The expense is generally allocated based on the actual cost and use of services provided.

The following tables present segment results for the periods indicated.

**Year Ended December 31, 2022**

<i>(Dollars in thousands)</i>	<b>Recreation</b>	<b>Home Improvement</b>	<b>Other</b>	<b>Total</b>
Total interest income	\$ 139,358	\$ 45,026	\$ 2,888	\$ 187,272
Total interest expense	(14,837)	(6,136)	(1,694)	(22,667)
Net interest income	124,521	38,890	1,194	164,605
Provision (benefit) for loan losses	22,802	7,616	(5,709)	24,709
Other expense	24,811	10,649	4,412	39,872
Net income before taxes	76,908	20,625	2,491	100,024
Income tax provision	19,521	5,247	618	25,386
Net income after tax	<b>\$ 57,387</b>	<b>\$ 15,378</b>	<b>\$ 1,873</b>	<b>\$ 74,638</b>
<b>Balance Sheet Data</b>				
Total loans	\$ 1,183,512	\$ 626,398	\$ 12,827	\$ 1,822,737
Total assets	1,162,384	624,029	164,414	1,950,827
Total deposits and other funds borrowed <sup>(1)</sup>	997,741	513,728	98,203	1,609,672
<b>Selected Financial Ratios</b>				
Return on average assets	5.50 %	3.06 %	2.97 %	4.23 %
Return on average equity	34.37	19.11	18.60	26.45
Interest yield	12.81	8.55	3.88	11.36
Net interest margin	11.45	7.39	8.99	9.41
Reserve coverage	3.55	1.81	64.89	3.38
Delinquency status	4.31	0.81	10.10	3.15
Charge-off ratio	1.60	0.78	(38.30)	1.01

(1) Excludes \$3,812 of deferred financing costs.

**Year Ended December 31, 2021**

<i>(Dollars in thousands)</i>	<b>Recreation</b>	<b>Home</b>	<b>Other</b>	<b>Total</b>
Total interest income	\$ 118,526	\$ 34,550	\$ 1,234	\$ 154,310
Total interest expense	(11,840)	(4,252)	(1,452)	(17,544)
Net interest income (loss)	106,686	30,298	(218)	136,766
Provision (benefit) for loan losses	7,716	2,764	(6,734)	3,746
Other expense	21,566	8,191	7,701	37,458
Net income (loss) before taxes	77,404	19,343	(1,185)	95,562
Income tax provision (benefit)	20,700	5,172	(309)	25,563
Net income (loss) after tax	<b>\$ 56,704</b>	<b>\$ 14,171</b>	<b>\$ (876)</b>	<b>\$ 69,999</b>
<b>Balance Sheet Data</b>				
Total loans	\$ 965,279	\$ 436,927	\$ 13,208	\$ 1,415,414
Total assets	950,514	436,940	154,031	1,541,485
Total deposits and other funds borrowed <sup>(1)</sup>	800,700	329,946	122,642	1,253,288
<b>Selected Financial Ratios</b>				
Return on average assets	6.77 %	3.77 %	(7.69)%	5.02 %
Return on average equity	39.05	21.76	(44.36)	29.09
Interest yield	13.40	9.31	1.33	12.05
Net interest margin	12.06	9.24	(13.60)	10.48
Reserve coverage	3.79	1.79	67.71	3.77
Delinquency status	3.19	0.49	75.87	3.03
Charge-off ratio	0.59	0.25	45.33	1.24

(1) Excludes \$3,158 of deferred financing costs.

**Year Ended December 31, 2020**

<i>(Dollars in thousands)</i>	<b>Recreation</b>	<b>Home</b>	<b>Other</b>	<b>Total</b>
Total interest income	\$ 110,896	\$ 27,594	\$ 2,167	\$ 140,654
Total interest expense	14,124	4,902	(3,305)	22,330
Net interest income (loss)	96,772	22,692	(1,138)	118,324
Provision for loan losses	23,559	3,749	35,741	63,048
Other expense	20,451	6,970	24,413	51,833
Net income (loss) before taxes	52,762	11,973	(61,292)	3,443
Income tax provision (benefit)	13,974	3,169	(16,215)	928
Net income (loss) after tax	<u>\$ 38,788</u>	<u>\$ 8,804</u>	<u>\$ (45,077)</u>	<u>\$ 2,515</u>
<b>Balance Sheet Data</b>				
Total loans	\$ 799,047	\$ 334,201	\$ 34,499	\$ 1,167,748
Total assets	785,396	334,217	166,406	1,286,019
Total deposits and other funds borrowed <sup>(1)</sup>	703,288	221,351	142,188	1,066,827
<b>Selected Financial Ratios</b>				
Return on average assets	5.07 %	3.06 %	(36.04)%	0.20 %
Return on average equity	28.95	17.46	(205.59)	1.13
Interest yield	14.31	9.63	1.13	11.12
Net interest margin	12.48	7.92	(1.27)	10.28
Reserve coverage	4.27	1.79	29.51	5.61
Delinquency status	4.45	0.36	8.84	3.57
Charge-off ratio	2.22	0.56	42.95	4.98

(1) Excludes \$2,674 of deferred financing costs.

## 10. Commitments and Contingencies

**Loans** – As of December 31, 2022 and December 31, 2021, the Bank had no commitments to extend credit to customers for unfunded amounts.

**Leases** – The Bank leases office space under one non-cancelable operating lease that expires in November 2030. Until August 2022, the Bank also leased office space under a second non-cancelable operating lease that was terminated prior to expiration under an arrangement with the lessor. Leases with an initial term of 12 months or less are not recorded on the balance sheet. The Bank recognizes lease expense for these leases on a straight-line basis over the lease term. The Bank accounts for lease components including rent, real estate taxes and insurance costs separately from non-lease components like common-area maintenance fees. Leases include options to renew, with renewal terms that can extend the lease term for one or more years. The exercise of lease renewal options is at the Bank's sole discretion. The depreciable life of assets and leasehold improvements are limited by the expected lease term.

Operating lease right-of-use assets and lease liabilities are as follows:

	As of December 31, 2022	As of December 31, 2021
	(in thousands)	
<b>Assets</b>		
Operating lease right-of-use assets	\$ 3,360	\$ 2,663
<b>Liabilities</b>		
Operating lease liabilities	\$ 3,370	\$ 2,764

Operating lease costs were \$633,000, \$647,000 and \$648,000 for the years ended December 31, 2022, 2021 and 2020, respectively.

Supplemental cash flow information related to operating leases for years ended December 31, 2022, 2021 and 2020 was payments of \$582,000, \$576,000 and \$559,000 against amounts included in the measurement of lease liabilities.

The weighted-average remaining lease term for operating leases was 7.8 years. The weighted-average discount rate used for operating leases was 6.75% as of December 31, 2022 and December 31, 2021.

There were no material operating leases that the Bank entered into and were yet to commence as of December 31, 2022.

	As of December 31, 2022
	(in thousands)
2023	\$ 572
2024	589
2025	607
2026	625
2027	607
Thereafter	1,290
Total lease payments	4,290
Less imputed interest	(920)
Present value of lease liabilities	\$ 3,370

## 11. Capital Requirements

The Bank is subject to various regulatory capital requirements administered by the FDIC and the Utah Department of Financial Institutions. Failure to meet minimum capital requirements can initiate certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classifications are also subject to qualitative judgments by the bank regulators about components, risk weightings and other factors.

FDIC-insured banks, including the Bank, are subject to various legal limitations on the extent to which banks may finance or otherwise supply funds to certain of their affiliates. In particular, the Bank is subject to certain restrictions on any extensions of credit to, or other covered transactions with, MFIN or its affiliates such as certain purchases of assets.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios as defined in the regulations (set forth in the table below). Additionally, as conditions of granting the Bank's application for federal deposit insurance, the FDIC ordered that the Tier 1 leverage capital to total assets ratio, as defined, be not less than 15%, and that an adequate allowance for loan losses be maintained. As of December 31, 2022 and December 31, 2021, the Bank's Tier 1 leverage capital ratio was 16.2% and 17.5%, respectively. The Bank's actual capital amounts and ratios and the regulatory minimum ratios are presented in the following table:

	December 31, 2022		December 31, 2021		Minimum Regulatory Requirements as of December 31, 2022	Well- Capitalized Requirements
	Amount	Ratio	Amount	Ratio		
	(dollars in thousands)					
Tier 1 leverage capital	\$ 310,837	16.2%	\$ 262,247	17.5%	4.0%	5.0%
CET1 risk-based capital	\$ 242,050	12.8%	\$ 193,459	13.1%	7.0%	6.5%
Tier 1 risk-based capital	\$ 310,837	16.5%	\$ 262,247	17.7%	8.5%	8.0%
Total risk-based capital	\$ 334,913	17.7%	\$ 281,211	19.0%	10.5%	10.0%

In the table above, the minimum risk-based ratios as of December 31, 2022 and December 31, 2021 reflect the capital conservation buffer of 2.5%. As of both December 31, 2022 and December 31, 2021, the minimum regulatory requirements, inclusive of the capital conservation buffer, were the binding requirements for risk-based requirements, and the “well capitalized” requirements were the binding requirements for Tier 1 leverage capital.

## 12. Fair Value of Financial Instruments

FASB ASC Topic 825, “Financial Instruments,” requires disclosure of fair value information about certain financial instruments, whether assets, liabilities or off-balance-sheet commitments, if practicable. The following methods and assumptions were used to estimate the fair value of each class of financial instrument. Fair value estimates that were derived from broker quotes cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instrument:

- (a) **Loans** – Current fair value most closely approximates book value.
- (b) **Investment securities** – The Bank’s investments are recorded at the estimated fair value of such investments.
- (c) **Cash and cash equivalents** – Book value equals market value.
- (d) **Accrued interest receivable** – Book value equals market value.
- (e) **Floating rate borrowings** – Due to the short-term nature of these instruments, the carrying amount approximates fair value.
- (f) **Fixed rate borrowings** – Due to the short-term nature of these instruments, the carrying amount approximates fair value.
- (g) **Accrued interest payable** – Due to the short-term nature of these instruments, the carrying amount approximates fair value.
- (h) **Commitments to extend credit** – The fair value of commitments to extend credit is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and present creditworthiness of the counterparties. For fixed rate loan commitments, fair value also includes a consideration of the difference between the current levels of interest rates and the committed rates. As of December 31, 2022 and December 31, 2021, the estimated fair value of these off-balance sheet instruments was not material.

The Bank's financial instruments consisted of the following:

	December 31, 2022		December 31, 2021	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(in thousands)			
Financial Assets				
Loans, net	\$ 1,761,107	\$ 1,761,107	\$ 1,362,031	\$ 1,362,031
Investment securities	48,492	48,492	44,772	44,772
Equity securities	1,724	1,724	1,950	1,950
Cash and cash equivalents <sup>(1)</sup>	74,078	74,078	61,402	61,402
Accrued interest receivable	12,541	12,541	10,503	10,503
Financial Liabilities				
Deposits and other funds borrowed <sup>(2)</sup>	1,609,672	1,609,672	1,253,288	1,253,288
Accrued interest payable	2,422	2,422	1,228	1,228

(1) Includes federal funds sold and interest-bearing deposits in other banks.

(2) Excludes \$3,812 and \$3,158 of deferred financing costs for December 31, 2022 and December 31, 2021, respectively.

### 13. Fair Value of Assets and Liabilities

The Bank follows the provisions of FASB ASC 820, which defines fair value, establishes a framework for measuring fair value, establishes a fair value hierarchy based on the quality of inputs used to measure fair value, and enhances disclosure requirements for fair value measurements.

In accordance with FASB ASC 820, the Bank has categorized its assets and liabilities measured at fair value, based on the priority of the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3).

As required by FASB ASC 820, when the inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement in its entirety. For example, a level 3 fair value measurement may include inputs that are observable (level 1 and 2) and unobservable (level 3). Therefore, gains and losses for such assets and liabilities categorized within the level 3 table below may include changes in fair value that are attributable to both observable inputs (level 1 and 2) and unobservable inputs (level 3).

Assets and liabilities measured at fair value and recorded on the balance sheets are categorized based on the inputs to the valuation techniques as follows:

**Level 1.** Assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that the Bank has the ability to access (examples include active exchange-traded equity securities, exchange-traded derivatives, most U.S. Government and agency securities, and certain other sovereign government obligations).

**Level 2.** Assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- A) Quoted prices for similar assets or liabilities in active markets (for example, restricted stock);
- B) Quoted prices for identical or similar assets or liabilities in non-active markets (for example, corporate and municipal bonds, which trade infrequently);
- C) Pricing models whose inputs are observable for substantially the full term of the asset or liability (examples include most over-the-counter derivatives, including interest rate and currency swaps); and
- D) Pricing models whose inputs are derived principally from or corroborated by observable market data through correlation or other means for substantially the full term of the asset or liability (examples include certain residential and commercial mortgage-related assets, including loans, securities, and derivatives).

**Level 3.** Assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management's own assumptions about the assumptions a market participant would use in pricing the assets or liabilities (examples include certain private equity investments, and certain residential and commercial mortgage-related assets (including loans, securities, and derivatives)).

Changes in the observability of valuation inputs may result in a reclassification for certain assets or liabilities.

Reclassifications impacting level 3 of the fair value hierarchy are reported as transfers in/out of the level 3 category.

The following tables present the Bank's fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis:

As of December 31, 2022				
	Level 1	Level 2	Level 3	Total
	(in thousands)			
Assets				
Interest-bearing deposits in other banks <sup>(1)</sup>	\$ —	\$ 1,250	\$ —	\$ 1,250
Available-for-sale investment securities <sup>(1)</sup>	—	48,492	—	48,492
Equity securities	1,724	—	—	1,724
Total	\$ 1,724	\$ 49,742	\$ —	\$ 51,466

(1) Total unrealized loss of \$4.4 net of tax was included in accumulated other comprehensive income (loss) for the year ended December 31, 2022 related to these assets.

As of December 31, 2021				
	Level 1	Level 2	Level 3	Total
	(in thousands)			
Assets				
Interest-bearing deposits in other banks <sup>(1)</sup>	\$ —	1,250	\$ —	\$ 1,250
Available-for-sale investment securities <sup>(1)</sup>	—	44,772	—	44,772
Equity securities	1,950	—	—	1,950
Total	\$ 1,950	46,022	\$ —	\$ 47,972

(1) Total unrealized gain of \$979 net of tax was included in accumulated other comprehensive income (loss) for the year ended December 31, 2021 related to these assets.

The following tables present the Bank's fair value hierarchy for those assets and liabilities measured at fair value on a non-recurring basis as of December 31, 2022 and December 31, 2021:

		As of December 31, 2022				
		Level 1	Level 2	Level 3	Total	
		(in thousands)				
Assets <sup>(1)</sup>						
Impaired loans (gross)	\$	—	\$	—	\$ 14,134	\$ 14,134
Loan collateral in process of foreclosure		—		—	10,381	10,381
Other assets		—		—	7,511	7,511
Total	\$	—	\$	—	\$ 32,026	\$ 32,026

(1) Total unrealized losses of \$8.7 million for impaired loans and \$0 for repossessed loan collateral related to these assets were included in income for the year ended December 31, 2022.

	As of December 31, 2021			
	Level 1	Level 2	Level 3	Total
	(in thousands)			
Assets <sup>(1)</sup>				
Impaired loans (gross)	\$ —	\$ —	\$ 10,414	\$ 10,414
Loan collateral in process of foreclosure	—	—	21,438	21,438
Other assets	—	—	7,430	7,430
Total	\$ —	\$ —	\$ 39,282	\$ 39,282

(1) Total unrealized losses of \$9.2 million for impaired loans and \$0 for repossessed loan collateral related to these assets were included in income for the year ended December 31, 2021.

## Significant Unobservable Inputs

ASC Topic 820 requires disclosure of quantitative information about the significant unobservable inputs used in the valuation of assets and liabilities classified as level 3 within the fair value hierarchy. The table below is not intended to be all-inclusive, but rather to provide information on significant unobservable inputs and valuation techniques used by the Bank.

The valuation techniques and significant unobservable inputs used in non-recurring level 3 fair value measurements of assets and liabilities as of December 31, 2022 are as follows:

(Dollars in thousands)	Fair Value at December 31, 2022	Valuation Techniques	Unobservable Inputs	Range (Weighted Average)
<b>Impaired loans (gross)</b>	\$ 14,134	Market approach	Historical and actual loss experience	0.0% - 6.55%
				60% of balance
			Transfer prices <sup>(1)</sup>	\$0.0 - 79.5
			Collateral value	N/A
<b>Loan collateral in process of foreclosure</b>	10,381	Market approach	Transfer prices <sup>(1)</sup>	\$0.0 - 79.5
			Collateral value <sup>(2)</sup>	\$2.5 - 54.1
<b>Other Assets</b>	7,511	Market approach	Transfer prices <sup>(1)</sup>	\$0.0 - 79.5

(Dollars in thousands)	Fair Value at December 31, 2021	Valuation Techniques	Unobservable Inputs	Range (Weighted Average)
<b>Impaired loans (gross)</b>	\$ 10,414	Market approach	Historical and actual loss experience	1.50% - 6.00%
				60% of balance
			Transfer prices <sup>(1)</sup>	\$6.0 - 79.5
			Collateral value	N/A
<b>Loan collateral in process of foreclosure</b>	21,438	Market approach	Transfer prices <sup>(1)</sup>	\$6.0 - 79.5
			Collateral value <sup>(2)</sup>	\$3.6 - 49.8
<b>Other Assets</b>	7,430	Market approach	Transfer prices <sup>(1)</sup>	\$6.0 - 79.5

(1) Represents amount net of liquidation costs.

(2) Relates to the Recreation Lending segment.



#### **14. Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series F**

On December 17, 2019, the Bank closed an initial public offering of 1,840,000 shares of its Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series F, ("Series F") with a \$46.0 million aggregate liquidation amount, yielding net proceeds of \$42.5 million, which were recorded in the Bank's shareholders' equity. Dividends are payable quarterly from the date of issuance to, but excluding, April 1, 2025, at a rate of 8% per annum, and from and including April 1, 2025, at a floating rate equal to a benchmark rate (which is based on the Secured Overnight Financing Rate, or SOFR, and is expected to be three-month Term SOFR) plus a spread of 6.46% per annum.

On January 27, 2022, the Bank's Board of Directors (the "Board") declared a \$0.50 per share cash dividend in the aggregate amount of \$920,000 on the Series F, to shareholders of record at the close of business on March 15, 2022, that was paid on April 1, 2022. On April 28, 2022, the Board declared a \$0.50 per share cash dividend on the Series F, to shareholders of record at the close of business on June 15, 2022, that was paid on July 1, 2022. On July 26, 2022, the Board declared a \$0.50 per share cash dividend on the Series F, to shareholders of record at the close of business on September 15, 2022, that was paid on October 3, 2022. On October 27, 2022, the Board declared a quarterly cash dividend of \$0.50 per share on the Series F, to shareholders of record at the close of business on December 15, 2022, that was paid on January 3, 2023. On January 26, 2023, the Board declared a quarterly cash dividend of \$0.50 per share on the Series F, to shareholders of record at the close of business on March 15, 2023, which is payable on April 3, 2023.

#### **15. Troubled Assets Relief Program (TARP) and Small Business Lending Fund Program (SBLF)**

On February 27, 2009 and December 22, 2009, the Bank issued, and the U.S. Treasury purchased under the TARP Capital Purchase Program (the "CPP"), the Bank's fixed rate non-cumulative Perpetual Preferred Stock, Series A, B, C, and D for an aggregate purchase price of \$21.5 million in cash. On July 21, 2011, the Bank issued and the U.S. Treasury purchased 26,303 shares of Senior Non-Cumulative Perpetual Preferred Stock, Series E ("Series E"), for an aggregate purchase price of \$26.3 million under the SBLF, with a liquidation amount of \$1,000 per share. The SBLF is a voluntary program intended to encourage small business lending by providing capital to qualified smaller banks at favorable rates. In connection with the issuance of the Series E, the Bank exited the CPP by redeeming the Series A, B, C, and D shares; and received approximately \$4.0 million, net of dividends due, on the repaid securities. The Bank previously paid a dividend rate of 1% on the Series E, which increased to 9% in first quarter of 2016.

On March 29, 2022, the Board declared a quarterly cash dividend of \$22.50 per share on the Series E, to the shareholder of record at the close of business on March 15, 2022, which was paid on March 31, 2022. On June 23, 2022, the Board declared a quarterly cash dividend of \$22.50 per share on the Series E, to the shareholder of record at the close of business on June 15, 2022, which was paid on June 29, 2022. On September 29, 2022, the Board declared a quarterly cash dividend of \$22.50 per share on the Series E, to the shareholder of record at the close of business on September 15, 2022, which was paid on September 30, 2022. On December 15, 2022, the Board declared a quarterly cash dividend of \$22.50 per share on the Series E, to the shareholder of record at the close of business on December 15, 2022, which was paid on December 30, 2022.

#### **16. Subsequent Events**

The Bank has evaluated subsequent events from the balance sheet date through the date at which the financial statements were available to be issued, and determined that there are no other items to disclose.

**TENTH AMENDMENT TO AGREEMENT OF LEASE**

Investment Property Group, LLC / Medallion Bank

**THIS AMENDMENT** (this “***Amendment***”) is entered into as of the 5th day of April, 2022, between **INVESTMENT PROPERTY GROUP, LLC**, a Utah limited liability company (“***Landlord***”), and **MEDALLION BANK**, a Utah industrial bank (“***Tenant***”). (Landlord and Tenant are referred to in this Amendment collectively as the “***Parties***” and individually as a “***Party***.”)

**FOR GOOD AND VALUABLE CONSIDERATION**, the receipt and sufficiency of which are acknowledged, the Parties agree as follows:

1. **Definition--Lease.** As used in this Amendment, “***Lease***” means the Agreement of Lease, dated July 3, 2002, as previously amended by (a) the Amendment of Lease Agreement, dated October 29, 2004, (b) the Second Amendment of Lease Agreement, dated January 9, 2007, (c) the Third Amendment of Lease Agreement, dated October 31, 2007, (d) a second Third Amendment of Lease Agreement, dated November 15, 2011, (e) the Fourth Amendment of Lease Agreement, dated November 21, 2011, (f) the Fifth Amendment of Lease Agreement, dated November 26, 2012, (g) the Sixth Amendment to Agreement of Lease, dated January 26, 2017, (h) the Seventh Amendment to Agreement of Lease, dated May 10, 2017, (i) the Eighth Amendment to Agreement of Lease, dated March 28, 2018, and (j) the Ninth Amendment to Agreement of Lease, dated August 19, 2019, all entered into between Landlord or its predecessor-in-interest, B-Line Holdings, L.C., a Utah limited liability company, as landlord, and Tenant, as tenant, and, where applicable, as amended by this Amendment. Any term used in this Amendment that is capitalized but not defined shall have the same meaning as set forth in the Lease.

2. **Purpose.** The Parties desire to expand the Premises currently covered by the Lease, and to make certain other amendments to the Lease, in accordance with the terms and conditions set forth in this Amendment.

3. **Expansion.** As of September 1, 2022 (the “***Expansion Date***”):

(a) Suite 310/320 on the third floor of the Building, consisting of approximately 2,871 usable square feet and approximately 3,303 rentable square feet, shall be removed from the Premises;

(b) Suite 500 on the fifth floor of the Building, consisting of approximately 3,732 usable square feet and approximately 4,305 rentable square feet, shall be added to the Premises; and

(c) Subject to Section 6 below, Suite 300 (“***Suite 300***”) on the third floor and Suite 510 on the fifth floor of the Building, consisting of approximately 5,895 and 8,125 usable square feet, respectively, and approximately 6,781 and 9,372 rentable square feet, respectively, shall remain a part of the Premises,

with the result that subject to Section 6 below, the Premises shall contain in the aggregate a total of approximately 17,752 usable square feet and approximately 20,458 rentable square feet. Notwithstanding the foregoing and subject to Section 6 below, Suite 300 shall cease to be part of the Premises as of November 30, 2027, and shall, on or before such date, be vacated by Tenant and surrendered to Landlord in accordance with the Lease as if, as to Suite 300, such date were the expiration of the Term.

4. **Defined Terms.** Effective as of, and for the period on and after, the Expansion Date, the following definitions in **Section 1** of the Lease are revised to read as follows:

**Base Rent** means the following amounts per calendar month for the periods indicated, (i) subject to Section 6 below, based on 20,458 rentable square feet for the period from September 1, 2022 through November 30, 2027, inclusive, and (ii) based on 13,677 rentable square feet for the period from December 1, 2027 through November 30, 2030, inclusive:

<u>Periods</u>	<u>Base Rent</u>	<u>Annual Cost Per Rentable Square Foot</u>
September 1, 2022 through November 30, 2022, inclusive	\$46,047.55 per month	\$27.01
December 1, 2022 through November 30, 2023, inclusive	\$47,428.46 per month	\$27.82
December 1, 2023 through November 30, 2024, inclusive	\$48,860.52 per month	\$28.66
December 1, 2024 through November 30, 2025, inclusive	\$50,326.68 per month	\$29.52
December 1, 2025 through November 30, 2026, inclusive	\$51,826.93 per month	\$30.40
December 1, 2026 through November 30, 2027, inclusive	\$53,378.33 per month	\$31.31
December 1, 2027 through November 30, 2028, inclusive	\$36,756.94 per month	\$32.25
December 1, 2028 through November 30, 2029, inclusive	\$37,862.50 per month	\$33.22
December 1, 2029 through November 30, 2030, inclusive	\$39,002.25 per month	\$34.22

**Parking** for purposes of Section 4.3 of this Lease means the right to use a number of non-reserved automobile parking stalls in the Building's parking lot equal to 4.5 parking stalls per 1,000 rentable square feet of the Premises.

**Premises** means:

- (i) for the period from September 1, 2022 through November 30, 2027, inclusive:
  - (a) Suite 300 on the third floor, consisting of approximately 6,781 rentable square feet (and approximately 5,895 usable square feet) subject to Section 6 below;
  - (b) Suite 500 on the fifth floor, consisting of approximately 4,305 rentable square feet (and approximately 3,732 usable square feet); and
  - (c) Suite 510 on the fifth floor, consisting of approximately 9,372 rentable square feet (and approximately 8,125 usable square feet),
 comprising in the aggregate of a total of approximately 20,458 rentable square feet (and approximately 17,752 usable square feet); and
- (ii) for the period from December 1, 2027 through November 30, 2030, inclusive:

(a) Suite 500 on the fifth floor, consisting of approximately 4,305 rentable square feet (and approximately 3,732 usable square feet); and

(b) Suite 510 on the fifth floor, consisting of approximately 9,372 rentable square feet (and approximately 8,125 usable square feet),

comprising in the aggregate of a total of approximately 13,677 rentable square feet (and approximately 11,857 usable square feet).

**Termination Date** means November 30, 2030, as such date may be extended or sooner terminated in accordance with this Lease.

5. Work of Improvement. Tenant agrees to take Suite 500 in its “as-is” condition. Landlord will agree to remove the existing walls identified on Exhibit A and patch the carpet and paint the damaged wall in a manner that is reasonably acceptable to Tenant. Further, Landlord will work with Tenant to accommodate and facilitate any necessary future modifications to Tenant’s space with Landlord overseeing any construction. Tenant will be responsible for the cost of any improvements other than the initial wall removal and carpet/paint patching.

6. Suite 300 Re-Tenancing. Upon execution of this Amendment, Landlord will immediately start marketing Suite 300 for lease. Landlord will work with Tenant in good faith to secure an acceptable sublease or replacement tenant at terms that are acceptable to both Parties. In the event that Landlord secures a replacement tenant(s) for Suite 300 (consisting of 6,781 rentable square feet) at terms that are acceptable to both Parties, (a) Suite 300 will no longer be part of the Premises, (b) the Tenant shall receive a pro-rata reduction in Base Rent and other costs and expenses relating to Suite 300 as set forth in the Lease, and (c) the Parties shall promptly execute an amendment to the Lease memorializing the foregoing.

7. Enforceability. Each Party represents and warrants that: such Party was duly formed and is validly existing and in good standing under the laws of the state of its formation; such Party has the requisite power and authority under applicable law and its governing documents to execute, deliver and perform its obligations under this Amendment; the individual executing this Amendment on behalf of such Party has full power and authority under such Party’s governing documents to execute and deliver this Amendment in the name of, and on behalf of, such Party and to cause such Party to perform its obligations under this Amendment; this Amendment has been duly authorized, executed and delivered by such Party; and this Amendment is the legal, valid and binding obligation of such Party, and is enforceable against such Party in accordance with its terms.

8. Brokerage Commissions. Except as may be set forth in one or more separate agreements between Landlord and Landlord’s broker, or Landlord or Landlord’s broker and Tenant’s broker, each Party represents and warrants to the other Party that no claim exists for a brokerage commission, finder’s fee or similar fee in connection with this Amendment based on any agreement made by such representing Party. Each Party shall indemnify, defend and hold harmless the other Party from and against any claim for a brokerage commission, finder’s fee or similar fee in connection with this Amendment based on an actual or alleged agreement made by such indemnifying Party.

9. Entire Agreement. The Lease, as amended by this Amendment, exclusively encompasses the entire agreement of the Parties, and supersedes all previous negotiations, understandings and agreements between the Parties, whether oral or written, including, without limitation, any oral discussions, letters of intent and email correspondence. The Parties have not relied on any representation, understanding, information, discussion, assertion, guarantee, warranty, collateral contract or other assurance (including, without limitation, one relating to square footage) made by or on behalf of the other Party or any other person whatsoever (including, without limitation, any real estate broker or agent) that is not set forth in this Amendment, and the Parties waive all rights and remedies, at law or in equity, arising or that may arise as the result of a Party’s reliance thereon.

10. Electronic Mail or Electronic Signatures. Signatures to this Amendment transmitted by electronic mail shall be valid and effective to bind the Party so signing, it being expressly agreed that each Party shall be bound by its own electronically mailed signature and shall accept the electronically mailed signature of the other Party. The execution of this Amendment may be accomplished by electronic signature utilizing DocuSign or any other technology, and any

electronic signature (meaning any electronic symbol, designation or process), whether digital or encrypted, used by either Party shall authenticate this Amendment and have the same force and effect as a manual signature.

11. **General Provisions.** In the event of any conflict between the provisions of the Lease and the provisions of this Amendment, the provisions of this Amendment shall control. Except as set forth in this Amendment, the Lease (which, by definition, includes all previous amendments) is ratified and affirmed in its entirety. This Amendment shall inure to the benefit of, and be binding on, the Parties and their respective successors and assigns. This Amendment shall be governed by, and construed and interpreted in accordance with, the laws (excluding the choice of laws rules) of the state of Utah. This Amendment may be executed in any number of duplicate originals or counterparts, each of which when so executed shall constitute in the aggregate but one and the same document. Signature pages may be detached from the counterparts and attached to a single copy of this Amendment to physically form one document. Each exhibit referred to in, and attached to, this Amendment is an integral part of this Amendment and is incorporated in this Amendment by this reference.

[Signature page follows.] **THE PARTIES** have executed this Amendment below, to be effective as of the date first set forth above.

***LANDLORD:***

**INVESTMENT PROPERTY GROUP, LLC,**  
a Utah limited liability company

By /s/ Robert L. Galanis, Jr.  
Robert L. Galanis, Jr., Manager

***TENANT:***

**MEDALLION BANK,**  
a Utah industrial bank

By /s/ Justin Haley

Print or Type Name of Signatory:

Justin Haley

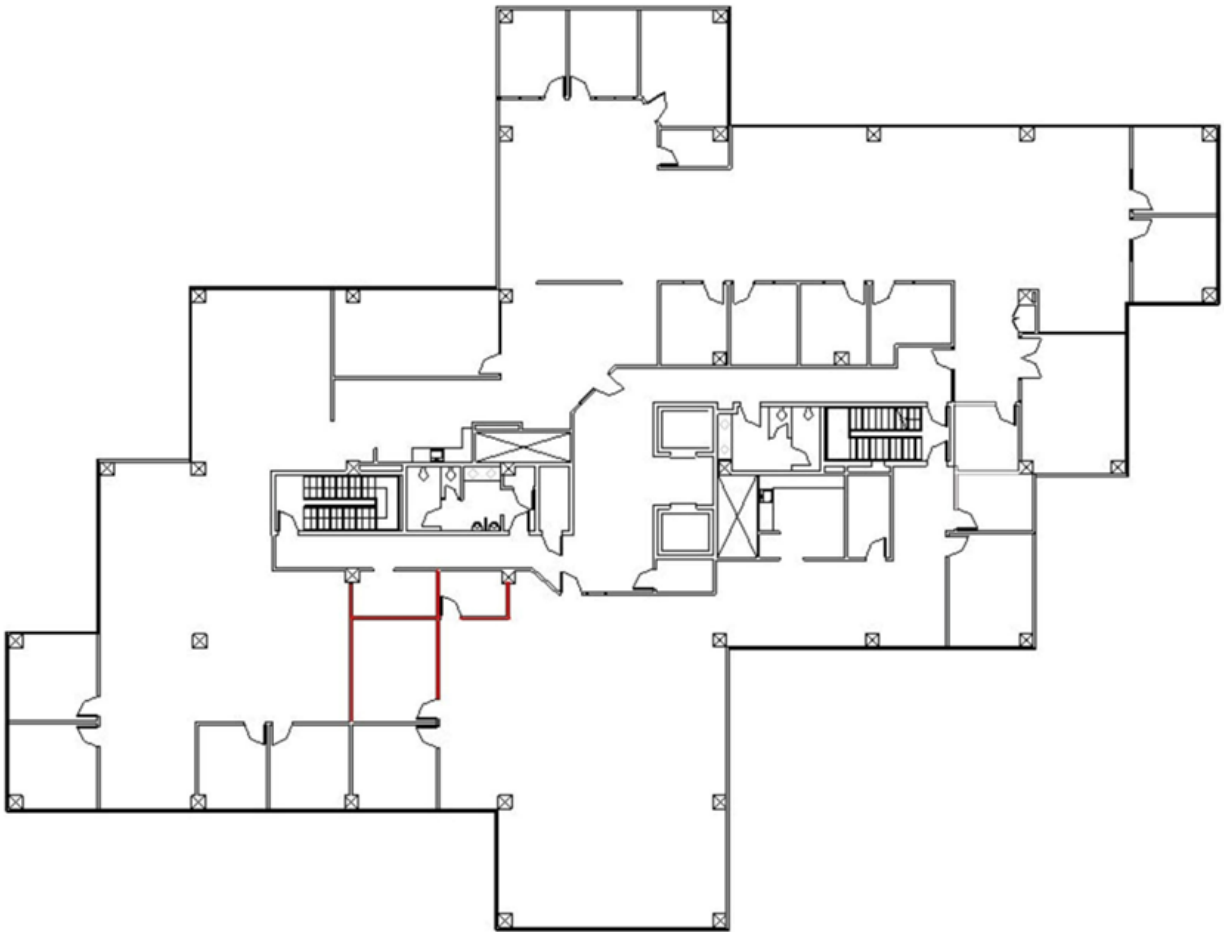
Its Chief Financial Officer

**EXHIBIT A**

**to**

**TENTH AMENDMENT TO AGREEMENT OF LEASE**

**PREMISES**



**CERTIFICATIONS**  
**Certification of Donald S. Poulton**

I, Donald S. Poulton, certify that:

1. I have reviewed this Annual Report on Form 10-K of Medallion Bank;
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 annual 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 annual 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)) 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 is made known to us by others within those entities, particularly during the period in which this annual 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 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: March 16, 2023

By: /s/ Donald S. Poulton

Donald S. Poulton  
 President and Chief Executive Officer

**CERTIFICATIONS**  
**Certification of D. Justin Haley**

I, D. Justin Haley, certify that:

1. I have reviewed this Annual Report on Form 10-K of Medallion Bank;
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 annual 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 annual 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)) 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 is made known to us by others within those entities, particularly during the period in which this annual 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 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: March 16, 2023

By: /s/ D. Justin Haley

D. Justin Haley  
Executive Vice President and  
Chief Financial Officer



**CERTIFICATION PURSUANT TO  
18 USC SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Medallion Bank (the “Bank”) for the year ended December 31, 2022 as filed with the Federal Deposit Insurance Corporation on the date hereof (the “Report”), the undersigned hereby certifies, pursuant to 18 USC Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Bank.

Date: March 16, 2023

By: /s/ Donald S. Poulton  
Donald S. Poulton  
President and Chief Executive Officer

**CERTIFICATION PURSUANT TO  
18 USC SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Medallion Bank (the “Bank”) for the year ended December 31, 2022 as filed with the Federal Deposit Insurance Corporation on the date hereof (the “Report”), the undersigned hereby certifies, pursuant to 18 USC Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Bank.

Date: March 16, 2023

By: /s/ D. Justin Haley  
D. Justin Haley  
Executive Vice President and  
Chief Financial Officer