

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2023

OR

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

For the transition period from _____ to _____

Commission File Number: 001-41255

Ponce Financial Group, Inc.
(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or other jurisdiction of
incorporation or organization)
2244 Westchester Avenue
Bronx, NY
(Address of principal executive offices)

87-1893965
(I.R.S. Employer
Identification No.)

10462
(Zip Code)

Registrant's telephone number, including area code: (718) 931-9000

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common stock, par value \$0.01 per share | PDLB | The NASDAQ Stock Market, LLC |

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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

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

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

As of August 3, 2023, the registrant had 23,653,600 shares of common stock, \$0.01 par value per share, outstanding.

Auditor Firm Id: 339

Auditor Name: Mazars USA LLP

Auditor Location: New York, New York, USA

Table of Contents

| | Page |
|----------------------------|-------------|
| PART I. | |
| | 1 |
| Item 1. | 1 |
| | 1 |
| | 2 |
| | 3 |
| | 4 |
| | 5 |
| | 6 |
| Item 2. | 45 |
| Item 3. | 67 |
| Item 4. | 67 |
| PART II. | |
| | 68 |
| Item 1. | 68 |
| Item 1A. | 68 |
| Item 2. | 68 |
| Item 3. | 68 |
| Item 4. | 68 |
| Item 5. | 68 |
| Item 6. | 69 |
| Signatures | 70 |

PART I—FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements.

Ponce Financial Group, Inc. and Subsidiaries

Consolidated Statements of Financial Condition (Unaudited)
June 30, 2023 and December 31, 2022
(Dollars in thousands, except share data)

| | June 30, 2023 (unaudited) | December 31, 2022 |
|--|---------------------------------|----------------------|
| ASSETS | | |
| Cash and due from banks: | | |
| Cash | \$ 31,162 | \$ 31,977 |
| Interest-bearing deposits | 212,627 | 22,383 |
| Total cash and cash equivalents | 243,789 | 54,360 |
| Available-for-sale securities, at fair value (Note 3) | 123,720 | 129,505 |
| Held-to-maturity securities, net of allowance for credit losses of \$862 at June 30, 2023 and \$0 at December 31, 2022; at amortized cost (fair value 2023 \$466,054; 2022 \$495,851) (Note 3) | 481,952 | 510,820 |
| Placements with banks | 996 | 1,494 |
| Mortgage loans held for sale, at fair value | 10,070 | 1,979 |
| Loans receivable, net of allowance for credit losses - 2023 \$28,173; 2022 \$34,592 (Note 4) | 1,695,047 | 1,493,127 |
| Accrued interest receivable | 16,054 | 15,049 |
| Premises and equipment, net (Note 5) | 16,856 | 17,446 |
| Right of use assets (Note 6) | 32,435 | 33,423 |
| Federal Home Loan Bank of New York (FHLBNY) stock, at cost | 19,195 | 24,661 |
| Deferred tax assets (Note 9) | 15,924 | 16,137 |
| Other assets | 15,919 | 13,988 |
| Total assets | \$ 2,671,957 | \$ 2,311,989 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Liabilities: | | |
| Deposits (Note 7) | \$ 1,442,013 | \$ 1,252,412 |
| Operating lease liabilities | 33,716 | 34,532 |
| Accrued interest payable | 4,704 | 1,390 |
| Advance payments by borrowers for taxes and insurance | 12,402 | 9,724 |
| Borrowings (Note 8) | 682,100 | 517,375 |
| Other liabilities | 6,540 | 3,856 |
| Total liabilities | 2,181,475 | 1,819,289 |
| Commitments and contingencies (Note 12) | | |
| Stockholders' Equity: | | |
| Preferred stock, \$0.01 par value; 100,000,000 shares authorized, 225,000 shares issued and outstanding as of June 30, 2023 and as of December 31, 2022. | 225,000 | 225,000 |
| Common stock, \$0.01 par value; 200,000,000 shares authorized; 24,886,711 shares issued and 24,268,787 shares outstanding as of June 30, 2023 and 24,861,329 shares issued and 24,859,353 shares outstanding as of December 31, 2022 | 249 | 249 |
| Treasury stock, at cost; 617,924 shares as of June 30, 2023 and 1,976 shares as of December 31, 2022 (Note 10) | (5,202) | (2) |
| Additional paid-in-capital | 207,287 | 206,508 |
| Retained earnings | 94,312 | 92,955 |
| Accumulated other comprehensive loss (Note 15) | (17,597) | (17,860) |
| Unearned compensation – ESOP; 1,502,603 shares as of June 30, 2023 and 1,569,475 shares as of December 31, 2022 (Note 10) | (13,567) | (14,150) |
| Total stockholders' equity | 490,482 | 492,700 |
| Total liabilities and stockholders' equity | \$ 2,671,957 | \$ 2,311,989 |

The accompanying notes are an integral part of the consolidated financial statements (unaudited).

Ponce Financial Group, Inc. and Subsidiaries

Consolidated Statements of Operations (Unaudited)
Three and Six Months Ended June 30, 2023 and 2022
(Dollars in thousands, except share data)

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|--|--|---------------|--------------------------------------|-------------------|
| | 2023 | 2022 | 2023 | 2022 |
| Interest and dividend income: | | | | |
| Interest on loans receivable | \$ 23,015 | \$ 16,057 | \$ 42,715 | \$ 34,257 |
| Interest on deposits due from banks | 1,817 | 132 | 2,014 | 168 |
| Interest and dividend on securities and FHLBNY stock | 6,223 | 978 | 12,682 | 1,760 |
| Total interest and dividend income | 31,055 | 17,167 | 57,411 | 36,185 |
| Interest expense: | | | | |
| Interest on certificates of deposit | 2,381 | 677 | 4,252 | 1,480 |
| Interest on other deposits | 5,913 | 521 | 10,079 | 805 |
| Interest on borrowings | 6,479 | 481 | 11,553 | 1,074 |
| Total interest expense | 14,773 | 1,679 | 25,884 | 3,359 |
| Net interest income | 16,282 | 15,488 | 31,527 | 32,826 |
| Provision for credit losses (Note 3) (Note 4) | 987 | 817 | 813 | 2,075 |
| Net interest income after provision for credit losses | 15,295 | 14,671 | 30,714 | 30,751 |
| Non-interest income: | | | | |
| Service charges and fees | 481 | 445 | 972 | 885 |
| Brokerage commissions | 35 | 214 | 50 | 552 |
| Late and prepayment charges | 372 | 193 | 1,101 | 251 |
| Income on sale of mortgage loans | 82 | 200 | 181 | 618 |
| Loan origination | — | 696 | — | 1,321 |
| Other | 522 | 431 | 1,007 | 778 |
| Total non-interest income | 1,492 | 2,179 | 3,311 | 4,405 |
| Non-interest expense: | | | | |
| Compensation and benefits | 7,425 | 6,911 | 14,871 | 14,036 |
| Occupancy and equipment | 3,724 | 3,237 | 7,294 | 6,429 |
| Data processing expenses | 1,208 | 824 | 2,400 | 1,671 |
| Direct loan expenses | 345 | 505 | 757 | 1,379 |
| Provision for contingencies | 517 | 30 | 1,502 | 47 |
| Insurance and surety bond premiums | 248 | 156 | 513 | 303 |
| Office supplies, telephone and postage | 489 | 406 | 888 | 811 |
| Professional fees | 1,904 | 1,748 | 3,359 | 3,082 |
| Contribution to the Ponce De Leon Foundation (Note 2) | — | — | — | 4,995 |
| Grain (recoveries) write-off (Note 4) | (346) | 1,500 | (1,260) | 9,574 |
| Marketing and promotional expenses | 303 | 52 | 431 | 123 |
| Directors' fees and regulatory assessment | 160 | 167 | 315 | 321 |
| Other operating expenses | 1,112 | 1,031 | 2,380 | 1,870 |
| Total non-interest expense | 17,089 | 16,567 | 33,450 | 44,641 |
| (Loss) income before income taxes | (302) | 283 | 575 | (9,485) |
| (Benefit) provision for income taxes (Note 9) | (215) | (488) | 331 | (3,436) |
| Net (loss) income | \$ (87) | \$ 771 | \$ 244 | \$ (6,049) |
| (Loss) earnings per common share (Note 10): | | | | |
| Basic | \$ (0.00) | \$ 0.03 | \$ 0.01 | \$ (0.27) |
| Diluted | \$ (0.00) | \$ 0.03 | \$ 0.01 | \$ (0.27) |
| Weighted average common shares outstanding (Note 10): | | | | |
| | 23,208,16 | 23,056,55 | 23,250,3 | |
| Basic | 8 | 9 | 57 | 22,243,776 |
| | 23,208,16 | 23,128,91 | 23,275,2 | |
| Diluted | 8 | 1 | 01 | 22,243,776 |

The accompanying notes are an integral part of the consolidated financial statements (unaudited).

Ponce Financial Group, Inc. and Subsidiaries**Consolidated Statements of Comprehensive (Loss) Income (Unaudited)**
Three and Six Months Ended June 30, 2023 and 2022
(In thousands)

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|--|-------------------|--------------------------------------|--------------------|
| | 2023 | 2022 | 2023 | 2022 |
| Net (loss) income | \$ (87) | \$ 771 | \$ 244 | \$ (6,049) |
| Net change in unrealized gain (losses) on securities: | | | | |
| Unrealized gain (losses) | (1,284) | (10,191) | 280 | (17,299) |
| Income (tax) benefit effect | 316 | 2,194 | (17) | 3,723 |
| Total other comprehensive (loss) income, net of tax | (968) | (7,997) | 263 | (13,576) |
| Total comprehensive (loss) income | \$ (1,055) | \$ (7,226) | \$ 507 | \$ (19,625) |

The accompanying notes are an integral part of the consolidated financial statements (unaudited).

Ponce Financial Group, Inc. and Subsidiaries

Consolidated Statements of Stockholders' Equity (Unaudited)
Six Months Ended June 30, 2023 and 2022
(Dollars in thousands, except share data)

| | Preferred Stock | | Common Stock | | Treasury | Additional | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Unallocated Common Stock | Total |
|--|-----------------|------------|--------------|--------|----------------|-----------------|-------------------|---|--------------------------|------------|
| | Shares | Amount | Shares | Amount | Stock, At Cost | Paid-in Capital | | of ESOP | | |
| | | | | | | | | | | |
| Balance, December 31, 2022 | 225,000 | \$ 225,000 | 24,859,353 | \$ 249 | \$ (2) | \$ 206,508 | \$ 92,955 | \$ (17,860) | \$ (14,150) | \$ 492,700 |
| Net income | — | — | — | — | — | — | 331 | — | — | 331 |
| Other comprehensive income, net of tax | — | — | — | — | — | — | — | 1,231 | — | 1,231 |
| Impact of CECL adoption, net of tax | — | — | — | — | — | — | 1,113 | — | — | 1,113 |
| Release of restricted stock units | — | — | 4,147 | — | — | — | — | — | — | — |
| ESOP shares committed to be released (33,436 shares) | — | — | — | — | — | (29) | — | — | 291 | 262 |
| Share-based compensation | — | — | — | — | — | 404 | — | — | — | 404 |
| | | | 24,863,500 | | | | | | | |
| Balance, March 31, 2023 | 225,000 | \$ 225,000 | 24,863,500 | \$ 249 | \$ (2) | \$ 206,883 | \$ 94,399 | \$ (16,629) | \$ (13,859) | \$ 496,041 |
| Net loss | — | — | — | — | — | — | (87) | — | — | (87) |
| Other comprehensive loss, net of tax | — | — | — | — | — | — | — | (968) | — | (968) |
| Repurchases of common stock | — | — | (615,948) | — | (5,200) | — | — | — | — | (5,200) |
| Release of restricted stock units | — | — | 21,235 | — | — | — | — | — | — | — |
| ESOP shares committed to be released (33,436 shares) | — | — | — | — | — | — | — | — | 292 | 292 |
| Share-based compensation | — | — | — | — | — | 404 | — | — | — | 404 |
| | | | 24,268,787 | | | | | | | |
| Balance, June 30, 2023 | 225,000 | \$ 225,000 | 24,268,787 | \$ 249 | \$ (5,202) | \$ 207,287 | \$ 94,312 | \$ (17,597) | \$ (13,567) | \$ 490,482 |

| | Preferred Stock | | Common Stock | | Treasury | Additional | Retained Earnings | Accumulated Other Comprehensive Loss | Unallocated Common Stock | Total |
|--|-----------------|------------|--------------|--------|----------------|-----------------|-------------------|--------------------------------------|--------------------------|------------|
| | Shares | Amount | Shares | Amount | Stock, At Cost | Paid-in Capital | | of ESOP | | |
| | | | | | | | | | | |
| Balance, December 31, 2021 | — | \$ — | 17,425,987 | \$ 185 | \$ (13,687) | \$ 85,601 | \$ 122,956 | \$ (1,456) | \$ (4,343) | \$ 189,256 |
| Net loss | — | — | — | — | — | — | (6,820) | — | — | (6,820) |
| Other comprehensive loss, net of tax | — | — | — | — | — | — | — | (5,579) | — | (5,579) |
| Second-step conversion and reorganization: | | | | | | | | | | |
| Conversion and reorganization of PDL Community Bancorp | — | — | 5,788,972 | 58 | — | 117,952 | — | — | — | 118,010 |
| Retirement of treasury stock | — | — | — | (11) | 13,687 | (13,676) | — | — | — | — |
| Purchase of shares by the Employee Stock Ownership Plan ("ESOP") | — | — | 1,097,353 | 11 | — | 10,963 | — | — | (10,974) | — |
| Issuance of shares to the Ponce De Leon Foundation | — | — | 399,522 | 4 | — | 3,991 | — | — | — | 3,995 |
| Release of restricted stock units | — | — | 12,440 | — | — | — | — | — | — | — |
| ESOP shares committed to be released (35,119 shares) | — | — | — | — | — | 61 | — | — | 305 | 366 |
| Share-based compensation | — | — | — | — | — | 351 | — | — | — | 351 |
| | | | 24,724,274 | | | | | | | |
| Balance, March 31, 2022 | — | \$ — | 24,724,274 | \$ 247 | \$ — | \$ 205,243 | \$ 116,136 | \$ (7,035) | \$ (15,012) | \$ 299,579 |
| Net income | — | — | — | — | — | — | 771 | — | — | 771 |
| Other comprehensive loss, net of tax | — | — | — | — | — | — | — | (7,997) | — | (7,997) |
| Issuance of preferred shares | 225,000 | 225,000 | — | — | — | — | — | — | — | 225,000 |
| ESOP shares committed to be released (35,119 shares) | — | — | — | — | — | 21 | — | — | 303 | 324 |
| Share-based compensation | — | — | — | — | — | 405 | — | — | — | 405 |
| | | | 24,724,274 | | | | | | | |
| Balance, June 30, 2022 | 225,000 | \$ 225,000 | 24,724,274 | \$ 247 | \$ — | \$ 205,669 | \$ 116,907 | \$ (15,032) | \$ (14,709) | \$ 518,082 |

The accompanying notes are an integral part of the consolidated financial statements (unaudited).

Ponce Financial Group, Inc. and Subsidiaries
Consolidated Statements of Cash Flows (Unaudited)
Six Months Ended June 30, 2023 and 2022
(In thousands)

| | Six Months Ended June 30, | |
|--|------------------------------|-------------------|
| | 2023 | 2022 |
| Cash Flows From Operating Activities: | | |
| Net income (loss) | \$ 244 | \$ (6,049) |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | |
| Amortization of premiums/discounts on securities, net | (57) | 151 |
| Loss (gain) on sale of loans | 13 | (7) |
| Gain on derivatives | — | (135) |
| Gain write-off | — | 9,574 |
| Provision for credit losses | 813 | 2,075 |
| Depreciation and amortization | 2,278 | 933 |
| ESOP compensation | 554 | 707 |
| Share-based compensation expense | 808 | 756 |
| Deferred income taxes | 196 | (2,115) |
| Changes in assets and liabilities: | | |
| (Increase) decrease in mortgage loans held for sale, fair value | (8,091) | 6,602 |
| Increase in accrued interest receivable | (1,005) | (893) |
| Increase in other assets | (1,919) | (10,892) |
| Increase (decrease) in accrued interest payable | 3,314 | (70) |
| Decrease in operating lease liabilities | (1,190) | — |
| Increase in advance payments by borrowers | 2,678 | 1,011 |
| Increase in other liabilities | 1,649 | 24,842 |
| Net cash provided by operating activities | 285 | 26,490 |
| Cash Flows From Investing Activities: | | |
| Proceeds from redemption of FHLBNY stock | 241,491 | 7,083 |
| Purchases of FHLBNY Stock | (236,036) | (17,511) |
| Purchases of available-for-sale securities | — | (58,385) |
| Purchases of held-to-maturity securities | — | (210,601) |
| Proceeds from maturities, calls and principal repayments on securities | 33,848 | 14,383 |
| Placements with banks | 498 | — |
| Proceeds from sales of loans | 1,862 | 3,699 |
| Net increase in loans | (201,319) | (25,009) |
| Purchases of premises and equipment | (326) | (279) |
| Net cash used in investing activities | (159,982) | (286,620) |
| Cash Flows From Financing Activities: | | |
| Net increase (decrease) in deposits | 189,601 | (55,988) |
| Proceeds from issuance of preferred stock | — | 225,000 |
| Repurchase of treasury stock | (5,200) | — |
| Contribution to the Ponce De Leon Foundation | — | (1,000) |
| Net proceeds from borrowings | 164,725 | 228,120 |
| Net advances on warehouse lines of credit | — | (15,090) |
| Net cash provided by financing activities | 349,126 | 381,042 |
| Net increase in cash and cash equivalents | 189,429 | 120,912 |
| Cash and Cash Equivalents including restricted cash: | | |
| Beginning | 54,360 | 153,894 |
| Ending | <u>\$ 243,789</u> | <u>\$ 274,806</u> |
| Supplemental disclosures of cash flow information: | | |
| Cash paid for interest on deposits and borrowings | <u>\$ 22,570</u> | <u>\$ 3,429</u> |
| Cash paid for income taxes | <u>\$ 414</u> | <u>\$ 274</u> |

The accompanying notes are an integral part of the consolidated financial statements (unaudited).

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries **Notes to Consolidated Financial Statements (Unaudited)**

Note 1. Nature of Business and Summary of Significant Accounting Policies

Basis of Presentation and Consolidation:

Ponce Financial Group, Inc. (hereafter referred to as “we,” “our,” “us,” “Ponce Financial Group, Inc.,” or the “Company”) is the holding company of Ponce Bank (“Ponce Bank” or the “Bank”), a federally chartered stock savings association. The Company’s Consolidated Financial Statements presented herein have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

The Consolidated Financial Statements include the accounts of the Company, its wholly-owned subsidiary Ponce Bank (the “Bank”) and the Bank’s wholly-owned subsidiary, Ponce De Leon Mortgage Corp., which is a mortgage banking entity. All significant intercompany transactions and balances have been eliminated in consolidation.

Nature of Operations:

The Company is a savings and loan holding company. The Company is subject to the regulation and examination by the Board of Governors of the Federal Reserve. The Company’s business is conducted through the administrative office and 13 full service banking and 6 mortgage loan offices. The banking offices are located in New York City – the Bronx (4 branches), Queens (3 branches), Brooklyn (3 branches), Manhattan (2 branches) and Union City (1 branch), New Jersey. The mortgage loan offices are located in Queens (4) and Brooklyn (1), New York and Bergenfield (1), New Jersey. The Company’s primary market area currently consists of the New York City metropolitan area.

The Bank is a federally chartered stock savings association headquartered in the Bronx, New York. It was originally chartered in 1960 as a federally chartered mutual savings and loan association under the name Ponce De Leon Federal Savings and Loan Association. In 1985, the Bank changed its name to “Ponce De Leon Federal Savings Bank.” In 1997, the Bank changed its name again to “Ponce De Leon Federal Bank.” Upon the completion of its reorganization into a mutual holding company structure in September of 2017, the assets and liabilities of Ponce De Leon Federal Bank were transferred to and assumed by the Bank. The Bank is a Minority Depository Institution (“MDI”), a Community Development Financial Institution (“CDFI”), and a certified Small Business Administration (“SBA”) lender. The Bank is subject to comprehensive regulation and examination by the Office of Comptroller of the Currency (the “OCC”).

The Bank’s business primarily consists of taking deposits from the general public and investing those deposits, together with funds generated from operations and borrowings, in mortgage loans, consisting of one-to-four family residential (both investor-owned and owner-occupied), multifamily residential, nonresidential properties and construction and land, and, to a lesser extent, in business and consumer loans. The Bank also invests in securities, which have historically consisted of U.S. government and federal agency securities and securities issued by government-sponsored or owned enterprises, mortgage-backed securities and Federal Home Loan Bank of New York (the “FHLBNY”) stock. The Bank offers a variety of deposit accounts, including demand, savings, money markets and certificates of deposit accounts.

Risks and Uncertainties:

Inflation and interest rates may continue to adversely impact several industries within our geographic footprint and impair the ability of the Company’s customers to fulfill their contractual obligations to the Company. This could cause the Company to experience adverse effects on its business operations, loan portfolio, financial condition, and results of operations. During the six months ended June 30, 2023, total interest expenses increased \$22.5 million, or 670.6%, to \$25.9 million when compared to \$3.4 million for the six months ended June 30, 2022.

Summary of Significant Accounting Policies:

Use of Estimates: In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities, as of the date of the consolidated statement of financial condition, and revenues and expenses for the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for credit losses, the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans, the valuation of loans held for sale, the valuation of deferred tax assets and investment securities and the estimates relating to the valuation for share-based awards.

Interim Financial Statements: The interim consolidated financial statements at June 30, 2023, and for the three and six months ended June 30, 2023 and 2022 are unaudited and reflect all normal recurring adjustments that are, in the opinion of management, necessary for a fair presentation of the results for the interim periods presented. The results of operations for the three and six months ended June 30,

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries **Notes to Consolidated Financial Statements (Unaudited)**

2023, are not necessarily indicative of the results to be achieved for the remainder of the year ending December 31, 2023, or any other period.

Significant Group Concentrations of Credit Risk: Most of the Bank's activities are with customers located within New York City. Accordingly, the ultimate collectability of a substantial portion of the Bank's loan portfolio and the ability of Mortgage World, a division of the Bank, to sell originated loans in the secondary markets are susceptible to changes in the local market conditions. Note 3 discusses the types of securities in which the Bank invests. Notes 4 and 12 discuss the types of lending that the Bank engages in, and other concentrations.

Cash and Cash Equivalents: Cash and cash equivalents include cash on hand and amounts due from banks (including items in process of clearing). For purposes of reporting cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. Cash flows from loans originated by the Company, interest-bearing deposits in financial institutions, and deposits are reported net. Included in cash and cash equivalents are restricted cash from escrows and good faith deposits. Escrows consist of U.S. Department of Housing and Urban Development ("HUD") upfront mortgage insurance premiums and escrows on unsold mortgages that are held on behalf of borrowers. Good faith deposits consist of deposits received from commercial loan customers for use in various disbursements relating to the closing of a commercial loan.

Securities: Management determines the appropriate classification of securities at the date individual investment securities are acquired, and the appropriateness of such classification is reassessed at each statement of financial condition date.

Debt securities that management has the positive intent and ability to hold to maturity are classified as "held-to-maturity" and recorded at amortized cost. Trading securities, if any, are carried at fair value, with unrealized gains and losses recognized in earnings. Securities not classified as held-to-maturity or trading, are classified as "available-for-sale" and recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income (loss), net of tax. Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities.

Held-to maturity securities: Effective January 1, 2023, the Company adopted Accounting Standards Topic 326, "Financial Instruments - Credit Losses" which replaced the previously existing U.S. GAAP "incurred loss" approach to "expected credit losses" approach, which is referred as Current Expected Credit Losses ("CECL"). CECL modifies the accounting of impairment on held-for-sale debt securities by recognizing a credit loss through an allowance for credit losses. The Company methodology to measure the allowance for credit loss ("ACL") incorporates both quantitative and qualitative information to assess lifetime expected credit losses at the portfolio level. The quantitative component includes the calculation of loss rates using an open pool method. The Company differentiates its loss-rate method for a pool of held-to-maturity corporate securities by looking to publicly available historical default and recovery statistics based on the attributes of issuer type, rating category and time to maturity. The Company measures expected credit losses of these financial assets by applying loss rates to the amortized cost basis of each asset taking into consideration amortization, prepayment and default assumptions.

The Company considers qualitative adjustments to expected credit losses for information not already captured in the loss estimation process. Qualitative factor adjustments may increase or decrease management's estimate of expected credit losses. Adjustments will not be made for information that has already been considered and included in the quantitative allowance.

Available-for-sale securities: The impairment model for available-for-sale ("AFS") debt securities differs from the CECL approach utilized by held-to-maturity ("HTM") debt securities since AFS debt securities are measured at fair value rather than amortized cost. For AFS debt securities in an unrealized loss position, the Bank first assesses whether it intends to sell, or it is more likely than not that it will be required to sell the security before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the security's amortized cost basis is written down to fair value through income.

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

On a quarterly basis, the Company evaluates the available-for-sale securities for impairment. Securities that are in an unrealized loss position are reviewed to determine if a securities credit loss exists based on certain quantitative and qualitative factors. The primary factors considered in evaluating whether an impairment exists include: (a) the extent to which the fair value is less than the amortized cost basis, (b) the financial condition, credit rating and future prospects of the issuer, (c) whether the debtor is current on contractually obligated interest and principal payments, and (d) whether the Company intends to sell the security and whether it is more likely than not the Company will not be required to sell the security.

If a determination is made that a security is impaired, the Company will estimate the amount of the unrealized loss that is attributable to credit and all other non-credit related factors. The credit related component will be recognized as a securities credit loss as a provision expense through the establishment of an allowance for available for sale securities. The securities credit loss expense will be limited to the difference between the security's amortized cost basis and fair value and any future changes may be reversed, limited to the amount previously expensed in the period they occur. The non-credit related component will be recorded as an adjustment to accumulated other comprehensive income, net of tax.

The evaluation of securities for impairment is a quantitative and qualitative process, which is subject to risks and uncertainties and is intended to determine whether declines in the estimated fair value of investments should be recognized in current period earnings. The risks and uncertainties include change in general economic conditions, the issuer's financial condition and/or future prospects, the effects of changes in interest rates or credit spreads, and the expected recovery period. See Note 3 ("Securities") of the Notes to the Consolidated Financial Statements.

Federal Home Loan Bank of New York Stock: The Bank is a member of the FHLB NY. Members are required to own a certain amount of stock based on the level of borrowings and other factors, and may invest in additional amounts. FHLB NY stock is carried at cost, classified as a restricted security, and periodically evaluated for impairment based on ultimate recovery of par value. Both cash and stock dividends are reported as income.

Loans Receivable: Loans receivable that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at current unpaid principal balances, net of the allowance for credit losses on loans and including net deferred loan origination fees and costs.

Interest income is accrued based on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized in interest income using the interest method without anticipating prepayments.

A loan is moved to nonaccrual status in accordance with the Company's policy typically after 90 days of non-payment. The accrual of interest on mortgage and commercial loans is generally discontinued at the time the loan becomes 90 days past due unless the loan is well-secured and in process of collection. Consumer loans are typically charged-off no later than 90 days past due. Past due status is based on contractual terms of the loan. In all cases, loans are placed on nonaccrual status or charged-off if collection of principal or interest is considered doubtful. All nonaccrual loans are considered impaired loans.

All interest accrued but not received for loans placed on nonaccrual are reversed against interest income. Interest received on such loans is accounted for on the cash basis or recorded against principal balances, until qualifying for return to accrual. Cash basis interest recognition is only applied on nonaccrual loans with a sufficient collateral margin to ensure no doubt with respect to the collectability of principal. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and remain current for a period of time (typically six months) and future payments are reasonably assured. Accrued interest receivable is closely monitored for collectability and will be charged-off in a timely manner if deemed uncollectable. In the event that collection of principal becomes uncertain, the Company has policies in place to write-off accrued interest receivable by reversing interest income in a timely manner. Therefore, the Company has made a policy election to exclude accrued interest from the amortized cost basis and therefore excludes it from the measurement of the allowance for credit losses ("ACL").

Allowance for Credit Losses: The ACL on loans is management's estimate of expected credit losses over the expected life of the loans at the reporting date. The ACL on loans is increased through a provision for credit losses ("PCL") recognized in the Consolidated Statements of Operations and by recoveries of amounts previously charged off. The ACL on loans is reduced by charge-offs on loans. Loan charge-offs are recognized when Management believes the collectability of the principal balance outstanding is unlikely. Full or partial charge-offs on collateral-dependent individually analyzed loans are generally recognized when the collateral is deemed to be insufficient to support the carrying value of the loan.

According to ASC 326-20-30-9, estimating expected credit losses is highly judgmental and generally will require Ponce Bank to make specific judgments. One of these specific judgments around how Ponce Bank will make or obtain reasonable and supportable forecasts of expected credit losses. Ponce Bank uses Federal Open Market Committee to obtain various forecasts for unemployment rate, national gross domestic product and the National Consumer Price Index. Ponce Bank has elected to forecast the first four quarters of the credit loss estimate and revert to a long-run average of each considered economic factor as permitted in ASC 326-20-30-9.

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries **Notes to Consolidated Financial Statements (Unaudited)**

The level of the ACL on loans is based on Management's ongoing review of all relevant information, from internal and external sources, related to past events, current conditions and reasonable forecast. Historical credit loss experience provides the basis for calculation of probability of default, loss given default, exposure at default and the estimation of expected credit losses. As discussed further below, adjustments to historical information are made for differences in specific risk characteristics, such as differences in underwriting standards, portfolio mix, delinquency level, or term, as well as for changes in environmental conditions, that may not be reflected in historical loss rates.

Management employs a process and methodology to estimate the ACL on loans that evaluates both quantitative and qualitative factors. Under ASC 326-20-30-2 and 326-20-55-5, Ponce Bank should aggregate financial assets on the basis of similar risk characteristics. Management selected a Call Code segmentation, as based on the Bank's call report. Management's criteria for determining an appropriate segmentation (1) groups loans based on similar risk characteristics; (2) allows for mapping and utilization/application of publicly available external information (Call Report Filings); (3) allows for mapping and utilization/application of publicly available external information; (4) federal call code is granular enough to accommodate enough to accommodate a "like-kind" notion, yet broad enough to maintain statistical relevance and/or a meaningful number of loan observations within material segments and (5) federal call code designation is identifiable throughout historical data sets, which is critical component of segmentation selection.

Quantitative loss factors are also supplemented by certain qualitative risk factors reflecting Management's view of how losses may vary from those represented by quantitative loss rates. These qualitative risk factors include: (1) changes in lending policies, procedures and strategies including changes in underwriting standards and collection, charge-off, and recovery practices not considered elsewhere in estimating credit losses; (2) economic conditions such as the Bank's market area, customer demographics, portfolio composition, along with national indicators considered impactful to the model; (3) changes in the nature and volume of the portfolio; (4) credit and lending staff/administration; (5) problem with loan trends; (6) concentrations; (7) loan review results; (8) collateral values and regulatory and business environment.

Because the methodology is based upon historical experience and trends, current economic data, reasonable and supportable forecasts, as well as Management's judgment, factors may arise that result in different estimations. Deteriorating conditions or assumptions could lead to further increases in the ACL on loans. The ACL on loans is determined by an estimate of future credit losses, and ultimate losses may vary from Management's estimate.

Allowances for Credit Losses on Unfunded Commitments: The ACL on unfunded commitments is Management's estimate of expected credit losses over the expected credit losses over the expected contractual term (or life) in which the Company is exposed to credit risk via a contractual obligation to extend credit, unless that obligation is unconditional cancellable by the Company. For each portfolio, estimated loss rates and funding factors are applied to the corresponding balance of unfunded commitments and the estimated loss rates applied to unfunded commitments are the same quantitative and qualitative loss rates applied to the corresponding on-balance sheet amounts in determining the ACL on loans. The estimated funding factor applied to unfunded commitments represents the likelihood that the funding will occur and is based upon the Company's average historical utilization rate each portfolio.

The ACL on unfunded commitments is included in other liabilities in the Consolidated Statements of Financial Conditions. The ACL on unfunded commitments is adjusted through non-interest expense in the Consolidated Statements of Operations.

Loans Held for Sale, at Fair Value: Loans held for sale, at fair value, include residential mortgages that were originated in accordance with secondary market pricing and underwriting standards. These loans are loans originated by the Bank's Mortgage World division and the Company intends to sell these loans on the secondary market. Loans held for sale are carried at fair value under the fair value option accounting guidance for financial assets and financial liabilities. The gains or losses for the changes in fair value of these loans are included in income on sale of loans on the consolidated statements of operations. Interest income on mortgage loans held for sale measured under the fair value option is calculated based on the principal amount of the loan and is included in interest loans receivable on the consolidated statements of operations. At June 30, 2023 and at December 31, 2022, 8 loans and 4 loans related to Mortgage World in the amount of \$5.9 million and \$2.0 million, respectively, were held for sale. At June 30, 2023 the Bank also had one construction loan in the amount of \$4.1 million classified as held for sale in its portfolio.

Derivative Financial Instruments: The Company, through the Bank's Mortgage World division, uses derivative financial instruments as a part of its price risk management activities. All such derivative financial instruments are designated as free-standing derivative instruments. In accordance with FASB ASC 815-25, *Derivatives and Hedging*, all derivative instruments are recognized as assets or liabilities on the balance sheet at their fair value. Change in the fair value of these derivatives is reported in current period earnings.

Additionally, to facilitate the sale of mortgage loans, the Bank, through its Mortgage World division, may enter into forward sale positions on securities, and mandatory delivery positions. Exposure to losses or gains on these positions is limited to the net difference between the calculated amounts to be received and paid. As of June 30, 2023, the Company did not enter into any forward sale or mandatory delivery positions on their financial instruments.

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries **Notes to Consolidated Financial Statements (Unaudited)**

Revenue from Contracts with Customers: The Company's revenue from contracts with customers in the scope of ASC 606, *Revenue from Contract with Customers*, is recognized within noninterest income. ASC 606 outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Management determined the revenue streams impacted by ASC 606 included those related to service charges on deposit accounts, ATM and card fees and other services fees. The Company's revenue recognition pattern for these revenue streams did not change from current practice. The Company's primary sources of revenue are interest income on financial assets and income from mortgage banking activities, which are explicitly excluded from the scope of ASC 606.

Transfers of Financial Assets: Transfers of financial assets are accounted for as sales when all of the components meet the definition of a participating interest and when control over the assets has been surrendered. A participating interest generally represents (1) a proportionate (pro rata) ownership interest in an entire financial asset, (2) a relationship where from the date of transfer all cash flows received from the entire financial asset are divided proportionately among the participating interest holders in an amount equal to their share of ownership, (3) the priority of cash flows has certain characteristics, including no reduction in priority, subordination of interest, or recourse to the transferor other than standard representation or warranties, and (4) no party has the right to pledge or exchange the entire financial asset unless all participating interest holders agree to pledge or exchange the entire financial asset. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Bank, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Bank does not maintain effective control over the transferred assets through either (a) an agreement to repurchase them before their maturity or (b) the ability to unilaterally cause the holder to return specific assets, other than through a clean-up call.

Premises and Equipment: Premises and equipment are stated at cost, less accumulated depreciation.

Depreciation is computed and charged to operations using the straight-line method over the estimated useful lives of the respective assets as follows:

| | Years |
|------------------------------------|---------|
| Buildings | 39 |
| Building improvements | 15 - 39 |
| Furniture, fixtures, and equipment | 3 - 10 |

Leasehold improvements are amortized over the shorter of the improvements' estimated economic lives or the related lease terms, including extensions expected to be exercised. Gains and losses on dispositions are recognized upon realization. Maintenance and repairs are expensed as incurred and improvements are capitalized. Leasehold improvements in process are not amortized until the assets are placed in operation.

Impairment of Long-Lived Assets: Long-lived assets, including premises and leasehold improvements, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If impairment is indicated by that review, the asset is written down to its estimated fair value through a charge to noninterest expense.

Leases: The Company leases office space and certain equipment under non-cancellable operating lease agreements and determines if an arrangement is a lease at inception. The Company does not currently have any financing lease arrangements.

Right of use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Right of use assets are recognized on the commencement date based on the present value of lease payments over the lease term adjusted for initial direct costs, if any, and lease incentives received or deemed probable of being received. The Company uses the rate implicit in the lease if it is readily determinable or otherwise the Company uses its incremental borrowing rate. The implicit rates of Company leases are not readily determinable and accordingly, the Company uses its incremental borrowing rate based on the information available at the commencement date for all leases. The Company's incremental borrowing rate for a lease is the rate of interest it would have to pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms and in a similar economic environment. The Company uses its FHLBNY borrowing rate based on the information available on the commencement date plus a spread of 2.50% in determining the present value of lease payments.

Lease expense is recognized on a straight-line basis over the lease term and is included in "Occupancy and equipment" in the Consolidated Statement of Operations. Some of the Company's lease agreements include rental payments adjusted periodically for inflation which are accounted for as variable lease amounts but are not reflected as a component of the Company's lease liability. Certain leases also require the Company to pay real estate taxes, insurance, maintenance and other operating expenses associated with the leased premises or equipment which are also not reflected as a component of the Company's lease liability

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries **Notes to Consolidated Financial Statements (Unaudited)**

Other Real Estate Owned: Other Real Estate Owned ("OREO") represents properties acquired through, or in lieu of, loan foreclosure or other proceedings. OREO is initially recorded at fair value, less estimated disposal costs, at the date of foreclosure, which establishes a new cost basis. After foreclosure, the properties are held for sale and are carried at the lower of cost or fair value, less estimated costs of disposal. Any write-down to fair value, at the time of transfer to OREO, is charged to the allowance for credit losses.

Properties are evaluated regularly to ensure that the recorded amounts are supported by current fair values and charges against earnings are recorded as necessary to reduce the carrying amount to fair value, less estimated costs to dispose. Costs relating to the development and improvement of the property are capitalized, subject to the limit of fair value of the OREO, while costs relating to holding the property are expensed. Gains or losses are included in operations upon disposal.

Income Taxes: The Company recognizes income taxes under the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income, in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that all or some portion of the deferred tax assets will not be realized.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the position that would be ultimately sustained. The benefit of a tax position is recognized in the consolidated financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more likely than not recognition threshold are measured as the largest amount of tax benefit that is more than 50% likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

Interest and penalties associated with unrecognized tax benefits, if any, would be classified as additional provision for income taxes in the consolidated statements of operations.

Related Party Transactions: Directors and officers of the Company and their affiliates have been customers of and have had transactions with the Company, and it is expected that such persons will continue to have such transactions in the future. Management believes that all deposit accounts, loans, services and commitments comprising such transactions were made in the ordinary course of business, on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other customers who are not directors or officers. In the opinion of management, the transactions with related parties did not involve more than normal risk of collectability, nor favored treatment or terms, nor present other unfavorable features. Note 16 contains details regarding related party transactions.

Employee Benefit Plans: The Company maintains a KSOP, an Employee Stock Ownership Plan with 401(k) provisions incorporated, a Long-Term Incentive Plan that includes grants of restricted stock units and stock options, and a Supplemental Executive Retirement Plan (the "SERP").

KSOP, the Employee Stock Ownership Plan with 401(k) Provisions: Compensation expense is recorded as shares are committed to be released with a corresponding credit to unearned KSOP equity account at the average fair market value of the shares during the period and the shares become outstanding for earnings per share computations. Compensation expense is recognized ratably over the service period based upon management's estimate of the number of shares expected to be allocated by the KSOP. The difference between the average fair market value and the cost of the shares allocated by the KSOP is recorded as an adjustment to additional paid-in-capital. Unallocated common shares held by the Company's KSOP are shown as a reduction in stockholders' equity and are excluded from weighted-average common shares outstanding for both basic and diluted earnings per share calculations until they are committed to be released. The 401(k) provisions provide for elective employee/participant deferrals of income. Discretionary matching, profit-sharing, and safe harbor contributions, not to exceed 4% of employee compensation and profit-sharing contributions may be provided.

Stock Options: The Company recognizes the value of shared-based payment transactions as compensation costs in the financial statements over the period that an employee provides service in exchange for the award. The fair value of the share-based payments for

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries **Notes to Consolidated Financial Statements (Unaudited)**

stock options is estimated using the Black-Scholes option-pricing model. The Company accounts for forfeitures as they occur during the period.

Restricted Stock Units: The Company recognizes compensation cost related to restricted stock units based on the market price of the stock units at the grant date over the vesting period. The product of the number of units granted and the grant date market price of the Company's common stock determines the fair value of restricted stock units. The Company recognizes compensation expense for the fair value of the restricted stock units on a straight-line basis over the requisite service period.

Comprehensive Income (Loss): Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss), which are both recognized as separate components of stockholder's equity. Other comprehensive income (loss) includes unrealized gains and losses on securities available-for-sale.

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

Fair Value of Financial Instruments: Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in Note 13. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect these estimates.

Segment Reporting: Operating segments are defined as components of an entity for which separate financial information is available and that is regularly reviewed by the Chief Operating Decision Maker (the "CODM") in deciding how to allocate resources to an individual segment and in assessing performance. The Company's Chief Executive Officer is the Company's CODM. The CODM reviews financial information presented on a consolidated basis for purposes of making operating decisions, allocating resources, and evaluating financial performance. As such, the Company has determined that it operates as one operating segment and one reportable segment.

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

Earnings (Loss) per Share ("EPS"): Basic EPS represents net income (loss) attributable to common shareholders divided by the basic weighted average common shares outstanding. Diluted EPS is computed by dividing net income (loss) attributable to common shareholders by the basic weighted average common shares outstanding, plus the effect of potential dilutive common stock equivalents outstanding during the period. Basic weighted common shares outstanding is weighted average common shares outstanding less weighted average unallocated ESOP shares.

Treasury Stock: Shares repurchased under the Company's share repurchase programs were purchased in open-market transactions and are held as treasury stock. The Company accounts for treasury stock under the cost method and includes treasury stock as a component of stockholders' equity.

Reclassification of Prior Periods Presentation: Certain prior periods amounts have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reporting results of operations and did not affect previously reported amounts in the Consolidated Statements of Operations

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries **Notes to Consolidated Financial Statements (Unaudited)**

Recent Accounting Pronouncements Not Yet Adopted:

In March 2020, the FASB issued ASU 2020-04, "Reference Rate Reform (Topic 848)." This ASU provides optional means and exceptions for applying GAAP to contracts, hedging relationships and other transactions that reference LIBOR or other reference rates expected to be discontinued because of the reference rate reform. The amendments in this ASU were initially effective for all entities as of March 12, 2020 through December 31, 2022. In December 2022, the FASB issued ASU 2022-06, "Reference Rate Reform (Topic 848): Deferral of the Sunset Date (Topic 848)." This ASU extends the sunset (or expiration) date of Accounting Standards Codification (ASC) Topic 848 to December 31, 2024. This gives reporting entities two additional years to apply the accounting relief provided under ASC Topic 848 for matters related to reference rate reform. ASU 2022-06 is effective for all reporting entities immediately upon issuance and must be applied on a prospective basis. The Company is currently evaluating the impact the adoption of the standard will have on the Company's consolidated financial statements.

Note 2. Preferred Stock Issuance; Plan of Conversion and Stock Offering

Preferred Stock Issuance

On June 7, 2022, the Company closed a private placement (the "Private Placement") of 225,000 shares of the Company's Senior Non-Cumulative Perpetual Preferred Stock, Series A, par value \$0.01 (the "Preferred Stock") for an aggregate purchase price equal to \$225.0 million in cash, to the United States Department of the Treasury (the "Treasury") pursuant to the Emergency Capital Investment Program ("ECIP"). The holders of the Preferred Stock will be entitled to a dividend payable in cash quarterly at an annual rate dependent on certain factors as reported by the Company to Treasury in a quarterly supplemental report. The initial dividend rate is zero percent for the first two years after issuance, and thereafter the floor dividend rate is 0.50% and the ceiling dividend rate is 2.00%. After 10 years of issuance, the perpetual dividend rate in effect, will be determined based on said floor and ceiling. The actual dividend rate that will be paid by the Company on the Preferred Stock cannot be determined at this time.

The ECIP investment by the Treasury is part of a program to invest over \$8.7 billion into Community Development Financial Institution ("CDFI") or Minority Depository Institution ("MDI"), of which Ponce Bank is both. The ECIP is intended to incentivize CDFIs and MDIs to provide loans, grants, and forbearance to small businesses, minority-owned businesses, and consumers in low-income and underserved communities that may have been disproportionately impacted by the economic effects of the COVID-19 pandemic.

In the event of a liquidation, dissolution or winding up of the Company, the Preferred Stock will be entitled to a liquidation preference, subject to certain limitations, in the amount of the sum of \$1,000 per share plus declared and unpaid dividends (without accumulation of undeclared dividends) on each share.

Conversion, Reorganization and Common Stock Offering

On May 25, 2021, Ponce Bank Mutual Holding Company and PDL Community Bancorp, the then holding company for Ponce Bank and Mortgage World Bankers, Inc., announced that their Boards of Directors had unanimously adopted a Plan of Conversion and Reorganization (the "Plan") pursuant to which Ponce Bank Mutual Holding Company and PDL Community Bancorp reorganized into a new stock holding company and conducted a second-step stock offering of new shares of common stock.

On January 26, 2022, Mortgage World transferred its assets and liabilities to Ponce Bank and ceased operating as an independent mortgage banking entity. Mortgage World's business is now conducted as a division of Ponce Bank.

On January 27, 2022, Ponce Financial Group, Inc. and PDL Community Bancorp announced that the conversion and reorganization of Ponce Bank Mutual Holding Company from the mutual to stock form of organization and related stock offering was consummated at the close of business. As a result of the closing of the conversion and reorganization and stock offering, Ponce Financial Group, Inc. is now the holding company for Ponce Bank. Ponce Bank's former mutual holding companies, PDL Community Bancorp and Ponce Bank Mutual Holding Company, have ceased to exist.

PDL Community Bancorp's stock ceased trading at the close of the market on January 27, 2022. Ponce Financial Group, Inc.'s common stock began trading on the Nasdaq Global Market under the same trading symbol "PDLB" on January 28, 2022.

As a result of the conversion and reorganization, each issued and outstanding share of PDL Community Bancorp common stock was converted into the right to receive 1.3952 shares of Ponce Financial Group, Inc. common stock. Cash was paid in lieu of any fractional shares based on the sale price in the offering of \$10.00 per share. Ponce Financial Group Inc.'s total issued and outstanding shares on January 28, 2022 was 24,711,834 shares. All shares of treasury stock of PDL Community Bancorp were eliminated on January 27, 2022.

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

On January 27, 2022, the Company made a \$5.0 million in contribution to the Ponce De Leon Foundation as part of the conversion and reorganization, which is included in the non-interest expense for the six months ended June 30, 2022, in the accompanying Consolidated Statements of Operations.

Note 3. Securities

Adoption of Topic 326

Effective January 1, 2023, the Company adopted the provisions of Topic 326 using the modified retrospective method. Therefore, prior period comparative information has not been adjusted and continues to be reported under GAAP in effect prior to the adoption of Topic 326. There was no ACL on available-for-sale securities recognized upon the adoption of Topic 326.

The amortized cost, gross unrealized gains and losses, and fair value of securities at June 30, 2023 and December 31, 2022 are summarized as follows:

| | Amortized Cost | June 30, 2023 | | Fair Value |
|--|-------------------|------------------------------|-------------------------------|-------------------|
| | | Gross Unrealized Gains | Gross Unrealized Losses | |
| (in thousands) | | | | |
| Available-for-Sale Securities: | | | | |
| U.S. Government Bonds | \$ 2,988 | \$ — | \$ (279) | \$ 2,709 |
| Corporate Bonds | 25,807 | — | (2,784) | 23,023 |
| Mortgage-Backed Securities: | | | | |
| Collateralized Mortgage Obligations ⁽¹⁾ | 42,128 | — | (6,724) | 35,404 |
| FHLMC Certificates | 10,742 | — | (1,636) | 9,106 |
| FNMA Certificates | 64,298 | — | (10,931) | 53,367 |
| GNMA Certificates | 114 | — | (3) | 111 |
| Total available-for-sale securities | \$ 146,077 | \$ — | \$ (22,357) | \$ 123,720 |
| Held-to-Maturity Securities: | | | | |
| U.S. Agency Bonds | \$ 25,000 | \$ — | \$ (455) | \$ 24,545 |
| Corporate Bonds | 82,500 | 25 | (2,978) | 79,547 |
| Mortgage-Backed Securities: | | | | |
| Collateralized Mortgage Obligations ⁽¹⁾ | 224,312 | — | (7,312) | 217,000 |
| FHLMC Certificates | 3,948 | — | (291) | 3,657 |
| FNMA Certificates | 125,943 | — | (5,828) | 120,115 |
| SBA Certificates | 21,111 | 79 | — | 21,190 |
| Allowance for Credit Losses | (862) | — | — | — |
| Total held-to-maturity securities | \$ 481,952 | \$ 104 | \$ (16,864) | \$ 466,054 |

(1) Comprised of Federal Home Loan Mortgage Corporation ("FHLMC"), Federal National Mortgage Association ("FNMA") and Ginnie Mae ("GNMA") issued securities.

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

| | Amortized Cost | December 31, 2022 | | Fair Value |
|--|-------------------|--|-------------------------------|-------------------|
| | | Gross Unrealized Gains (in thousands) | Gross Unrealized Losses | |
| Available-for-Sale Securities: | | | | |
| U.S. Government Bonds | \$ 2,985 | \$ — | \$ (296) | \$ 2,689 |
| Corporate Bonds | 25,824 | — | (2,465) | 23,359 |
| Mortgage-Backed Securities: | | | | |
| Collateralized Mortgage Obligations ⁽¹⁾ | 44,503 | — | (6,726) | 37,777 |
| FHLMC Certificates | 11,310 | — | (1,676) | 9,634 |
| FNMA Certificates | 67,199 | — | (11,271) | 55,928 |
| GNMA Certificates | 122 | — | (4) | 118 |
| Total available-for-sale securities | \$ 151,943 | \$ — | \$ (22,438) | \$ 129,505 |
| Held-to-Maturity Securities: | | | | |
| U.S. Agency Bonds | \$ 35,000 | \$ — | \$ (380) | \$ 34,620 |
| Corporate Bonds | 82,500 | 57 | (3,819) | 78,738 |
| Mortgage-Backed Securities: | | | | |
| Collateralized Mortgage Obligations ⁽¹⁾ | 235,479 | 192 | (5,558) | 230,113 |
| FHLMC Certificates | 4,120 | — | (268) | 3,852 |
| FNMA Certificates | 131,918 | — | (5,227) | 126,691 |
| SBA Certificates | 21,803 | 34 | — | 21,837 |
| Total held-to-maturity securities | \$ 510,820 | \$ 283 | \$ (15,252) | \$ 495,851 |

(1) Comprised of FHLMC, FNMA and GNMA issued securities.

The Company's securities portfolio had 42 and 42 available-for-sale securities and 33 and 34 held-to-maturity securities at June 30, 2023 and December 31, 2022, respectively. There were no available-for-sale and held-to-maturity securities sold during the six months ended June 30, 2023. There were no available-for-sale securities and held-to-maturity securities sold during the year ended December 31, 2022. One available-for-sale security in the amount of \$10.0 million matured and/or was called during the six months ended June 30, 2023 and two available-for-sale securities in the amount of \$5.4 million matured and/or were called during the year ended December 31, 2022. The Company did not purchased any available-for-sale securities and held-to-maturity securities during the six months ended June 30, 2023 and purchased \$58.4 million in available-for-sale securities and \$528.9 million in held-to-maturity securities during the year ended December 31, 2022.

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

The following table presents the Company's gross unrealized losses and fair values of its securities, aggregated by the length of time the individual securities have been in a continuous unrealized loss position, at June 30, 2023 and December 31, 2022:

| | June 30, 2023 | | | | | |
|--|---|--------------------|------------------------------|--------------------|-------------------|-------------------------|
| | Securities With Gross Unrealized Losses | | | | Total Fair Value | Total Unrealized Losses |
| | Less Than 12 Months Fair Value | Unrealized Losses | 12 Months or More Fair Value | Unrealized Losses | | |
| | (in thousands) | | | | | |
| Available-for-Sale Securities: | | | | | | |
| U.S. Government Bonds | \$ — | \$ — | \$ 2,709 | \$ (279) | \$ 2,709 | \$ (279) |
| Corporate Bonds | 4,630 | (371) | 18,393 | (2,413) | 23,023 | (2,784) |
| Mortgage-Backed Securities: | | | | | | |
| Collateralized Mortgage Obligations | — | — | 35,404 | (6,724) | 35,404 | (6,724) |
| FHLMC Certificates | — | — | 9,106 | (1,636) | 9,106 | (1,636) |
| FNMA Certificates | — | — | 53,367 | (10,931) | 53,367 | (10,931) |
| GNMA Certificates | 111 | (3) | — | — | 111 | (3) |
| Total available-for-sale securities | \$ 4,741 | \$ (374) | \$ 118,979 | \$ (21,983) | \$ 123,720 | \$ (22,357) |
| Held-to-Maturity Securities: | | | | | | |
| U.S. Agency Bonds | \$ 24,545 | \$ (455) | \$ — | \$ — | \$ 24,545 | \$ (455) |
| Corporate Bonds | 23,847 | (1,153) | 52,176 | (1,825) | 76,023 | (2,978) |
| Collateralized Mortgage Obligations | 197,430 | (6,164) | 19,570 | (1,148) | 217,000 | (7,312) |
| FHLMC Certificates | — | — | 3,657 | (291) | 3,657 | (291) |
| FNMA Certificates | 29,875 | (1,326) | 90,240 | (4,502) | 120,115 | (5,828) |
| Total held-to-maturity securities | \$ 275,697 | \$ (9,098) | \$ 165,643 | \$ (7,766) | \$ 441,340 | \$ (16,864) |
| | December 31, 2022 | | | | | |
| | Securities With Gross Unrealized Losses | | | | Total Fair Value | Total Unrealized Losses |
| | Less Than 12 Months Fair Value | Unrealized Losses | 12 Months or More Fair Value | Unrealized Losses | | |
| | (in thousands) | | | | | |
| Available-for-Sale Securities: | | | | | | |
| U.S. Government Bonds | \$ — | \$ — | \$ 2,689 | \$ (296) | \$ 2,689 | \$ (296) |
| Corporate Bonds | 13,138 | (1,186) | 10,221 | (1,279) | 23,359 | (2,465) |
| Mortgage-Backed Securities: | | | | | | |
| Collateralized Mortgage Obligations | 4,537 | (300) | 33,240 | (6,426) | 37,777 | (6,726) |
| FHLMC Certificates | — | — | 9,634 | (1,676) | 9,634 | (1,676) |
| FNMA Certificates | 12,111 | (1,230) | 43,817 | (10,041) | 55,928 | (11,271) |
| GNMA Certificates | 118 | (4) | — | — | 118 | (4) |
| Total available-for-sale securities | \$ 29,904 | \$ (2,720) | \$ 99,601 | \$ (19,718) | \$ 129,505 | \$ (22,438) |
| Held-to-Maturity Securities: | | | | | | |
| U.S. Agency Bonds | \$ 24,620 | \$ (380) | \$ — | \$ — | \$ 24,620 | \$ (380) |
| Corporate Bonds | 75,181 | (3,819) | — | — | 75,181 | (3,819) |
| Collateralized Mortgage Obligations | 215,300 | (5,558) | — | — | 215,300 | (5,558) |
| FHLMC Certificates | 3,177 | (115) | 675 | (153) | 3,852 | (268) |
| FNMA Certificates | 126,691 | (5,227) | — | — | 126,691 | (5,227) |
| Total held-to-maturity securities | \$ 444,969 | \$ (15,099) | \$ 675 | \$ (153) | \$ 445,644 | \$ (15,252) |

At June 30, 2023 and December 31, 2022, the Company had 42 and 42 available-for-sale securities, respectively, and 28 and 27 held-to-maturity securities at June 30, 2023 and December 31, 2022, respectively, with gross unrealized loss positions. Management reviewed the financial condition of the entities underlying the securities at both June 30, 2023 and December 31, 2022. The unrealized losses related to the Company debt securities were issued by U.S. government-sponsored entities and agencies. The Company does not believe that the debt securities that were in an unrealized loss position as of June 30, 2023 represents a credit loss impairment. The gross unrealized loss positions related to mortgage-backed securities and other obligations issued by the U.S. government agencies or U.S.

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

government-sponsored enterprises carry the explicit and/or implicit guarantee of the U.S. government and have a long history of zero credit loss. Total gross unrealized losses were primarily attributable to changes in interest rates relative to when the investment securities were purchased and not due to the credit quality of the investment securities.

Management reviewed the collectability of the corporate bonds taking into consideration of such factors as the financial condition of the issuers, reported regulatory capital ratios of the issuers, credit ratings, including ratings in effect as of the reporting date. Management believes the unrealized losses on the corporate bonds are primarily attributable to changes in the interest rates and not changes in the credit quality of the issuers of the corporate bonds.

The following is a summary of maturities of securities at June 30, 2023 and December 31, 2022. Amounts are shown by contractual maturity. Because borrowers for mortgage-backed securities have the right to prepay obligations with or without prepayment penalties, at any time, these securities are included as a total within the table.

| | June 30, 2023 | |
|--|-------------------|-------------------|
| | Amortized Cost | Fair Value |
| | (in thousands) | |
| Available-for-Sale Securities: | | |
| U.S. Government Bonds: | | |
| Amounts maturing: | | |
| Three months or less | \$ — | \$ — |
| More than three months through one year | — | — |
| More than one year through five years | 2,988 | 2,709 |
| More than five years through ten years | — | — |
| | 2,988 | 2,709 |
| Corporate Bonds: | | |
| Amounts maturing: | | |
| Three months or less | \$ — | \$ — |
| More than three months through one year | — | — |
| More than one year through five years | 4,000 | 3,735 |
| More than five years through ten years | 21,807 | 19,288 |
| | 25,807 | 23,023 |
| Mortgage-Backed Securities | 117,282 | 97,988 |
| Total available-for-sale securities | \$ 146,077 | \$ 123,720 |
| Held-to-Maturity Securities: | | |
| U.S. Agency Bonds: | | |
| Amounts maturing: | | |
| Three months or less | \$ — | \$ — |
| More than three months through one year | — | — |
| More than one year through five years | 25,000 | 24,545 |
| More than five years through ten years | — | — |
| | 25,000 | 24,545 |
| Corporate Bonds: | | |
| Amounts maturing: | | |
| Three months or less | \$ — | \$ — |
| More than three months through one year | — | — |
| More than one year through five years | 75,000 | 72,190 |
| More than five years through ten years | 7,500 | 7,357 |
| | 82,500 | 79,547 |
| Mortgage-Backed Securities | 375,314 | 361,962 |
| Allowance for Credit Losses | (862) | — |
| Total held-to-maturity securities | \$ 481,952 | \$ 466,054 |

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

| | December 31, 2022 | |
|--|-------------------|-------------------|
| | Amortized Cost | Fair Value |
| | (in thousands) | |
| Available-for-Sale Securities: | | |
| U.S. Government Bonds: | | |
| Amounts maturing: | | |
| Three months or less | \$ — | \$ — |
| More than three months through one year | — | — |
| More than one year through five years | 2,985 | 2,689 |
| More than five years through ten years | — | — |
| | 2,985 | 2,689 |
| Corporate Bonds: | | |
| Amounts maturing: | | |
| Three months or less | \$ — | \$ — |
| More than three months through one year | — | — |
| More than one year through five years | 4,000 | 3,710 |
| More than five years through ten years | 21,824 | 19,649 |
| | 25,824 | 23,359 |
| Mortgage-Backed Securities | 123,134 | 103,457 |
| Total available-for-sale securities | \$ 151,943 | \$ 129,505 |
| Held-to-Maturity Securities: | | |
| U.S. Agency Bonds: | | |
| Amounts maturing: | | |
| Three months or less | \$ — | \$ — |
| More than three months through one year | — | — |
| More than one year through five years | 35,000 | 34,620 |
| More than five years through ten years | — | — |
| | 35,000 | 34,620 |
| Corporate Bonds: | | |
| Amounts maturing: | | |
| Three months or less | \$ — | \$ — |
| More than three months through one year | — | — |
| More than one year through five years | 75,000 | 71,328 |
| More than five years through ten years | 7,500 | 7,410 |
| | 82,500 | 78,738 |
| Mortgage-Backed Securities | 393,320 | 382,493 |
| Total held-to-maturity securities | \$ 510,820 | \$ 495,851 |

The following table presents the activity in the allowance for credit losses for held-to-maturity securities:

| | For the Three Months Ended June | | For the Six Months Ended June | |
|-----------------------------|---------------------------------|-------------|-------------------------------|-------------|
| | 30, | | 30, | |
| | 2023 | 2022 | 2023 | 2022 |
| Beginning balance | \$ 809 | \$ — | \$ — | \$ — |
| Impact on CECL adoption | — | — | 662 | — |
| Provision for credit losses | 53 | — | 200 | — |
| Allowance for credit losses | <u>\$ 862</u> | <u>\$ —</u> | <u>\$ 862</u> | <u>\$ —</u> |

At June 30, 2023, 26 available-for-sale securities with a fair value totaling \$97.9 million and 13 held-to-maturity securities with an amortized cost totaling \$191.6 million were pledged at the Federal Reserve Bank of New York ("FRBNY") as collateral for borrowing activities. At December 31, 2022 six held-to-maturity securities with an amortized costs totaling \$194.9 million were pledged at the FHLBNY as collateral for borrowing activities. No available-for-sale securities were pledged at December 31, 2022.

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

Note 4. Loans Receivable and Allowance for Credit Losses

Loans receivable at June 30, 2023 and December 31, 2022 are summarized as follows:

| | June 30, 2023 | December 31, 2022 |
|-------------------------------------|---------------------|----------------------|
| | (in thousands) | |
| Mortgage loans: | | |
| 1-4 Family residential | | |
| Investor-Owned | \$ 351,754 | \$ 343,968 |
| Owner-Occupied | 154,116 | 134,878 |
| Multifamily residential | 550,033 | 494,667 |
| Nonresidential properties | 317,416 | 308,043 |
| Construction and land | 315,843 | 185,018 |
| Total mortgage loans | 1,689,162 | 1,466,574 |
| Nonmortgage loans: | | |
| Business loans ⁽¹⁾ | 21,041 | 39,965 |
| Consumer loans ⁽²⁾ | 11,958 | 19,129 |
| Total non-mortgage loans | 32,999 | 59,094 |
| Total loans, gross | 1,722,161 | 1,525,668 |
| Net deferred loan origination costs | 1,059 | 2,051 |
| Allowance for Credit Losses | (28,173) | (34,592) |
| Loans receivable, net | \$ 1,695,047 | \$ 1,493,127 |

(1)As of June 30, 2023 and December 31, 2022, business loans include \$3.2 million and \$20.0 million, respectively, of SBA Paycheck Protection Program ("PPP") loans.

(2)As of June 30, 2023 and December 31, 2022, consumer loans include \$11.2 million and \$18.2 million, respectively, of microloans originated by Grain through its mobile application that is geared to the underbanked and new generations entering the financial services market and uses non-traditional underwriting methodologies.

The Company's lending activities are conducted principally in metropolitan New York City. The Company primarily grants loans secured by real estate to individuals and businesses pursuant to an established credit policy applicable to each type of lending activity in which it engages. Although collateral provides assurance as a secondary source of repayment, the Company ordinarily requires the primary source of repayment to be based on the borrowers' ability to generate continuing cash flows. The Company also evaluates the collateral and creditworthiness of each customer. The credit policy provides that depending on the borrowers' creditworthiness and type of collateral, credit may be extended up to predetermined percentages of the market value of the collateral or on an unsecured basis. Real estate is the primary form of collateral. Other important forms of collateral are time deposits and marketable securities.

For disclosures related to the allowance for credit losses and credit quality, the Company does not have any disaggregated classes of loans below the segment level.

Credit-Quality Indicators: Internally assigned risk ratings are used as credit-quality indicators, which are reviewed by management on a quarterly basis.

The objectives of the Company's risk-rating system are to provide the Board of Directors and senior management with an objective assessment of the overall quality of the loan portfolio, to promptly and accurately identify loans with well-defined credit weaknesses so that timely action can be taken to minimize credit loss, to identify relevant trends affecting the collectability of the loan portfolio, to isolate potential problem areas and to provide essential information for determining the adequacy of the allowance for credit losses.

Below are the definitions of the internally assigned risk ratings:

- **Strong Pass** – Loans to a new or existing borrower collateralized at least 90 percent by an unimpaired deposit account at the Company.
- **Good Pass** – Loans to a new or existing borrower in a well-established enterprise in excellent financial condition with strong liquidity and a history of consistently high level of earnings, cash flow and debt service capacity.
- **Satisfactory Pass** – Loans to a new or existing borrower of average strength with acceptable financial condition, satisfactory record of earnings and sufficient historical and projected cash flow to service the debt.
- **Performance Pass** – Existing loans that evidence strong payment history but document less than average strength, financial condition, record of earnings, or projected cash flows with which to service the debt.

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

•**Special Mention** – Loans in this category are currently protected but show one or more potential weaknesses and risks which may inadequately protect collectability or borrower’s ability to meet repayment terms at some future date if the weakness or weaknesses are not monitored or remediated.

•**Substandard** – Loans that are inadequately protected by the repayment capacity of the borrower or the current sound net worth of the collateral pledged, if any. Loans in this category have well defined weaknesses and risks that jeopardize the repayment. They are characterized by the distinct possibility that some loss may be sustained if the deficiencies are not remediated.

•**Doubtful** – Loans that have all the weaknesses of loans classified as “Substandard” with the added characteristics that the weaknesses make collection or liquidation in full, on the basis of current existing facts, conditions, and values, highly questionable and improbable.

Loans within the top four categories above are considered pass rated, as commonly defined. Risk ratings are assigned as necessary to differentiate risk within the portfolio. Risk ratings are reviewed on an ongoing basis and revised to reflect changes in the borrowers’ financial condition and outlook, debt service coverage capability, repayment performance, collateral value and coverage as well as other considerations.

The following tables present credit risk ratings by loan segment as of June 30, 2023 and December 31, 2022:

| | June 30, 2023 | | | | | | |
|-----------------|-------------------|-------------------|-------------------|---|-------------------|------------------|---------------------|
| | Mortgage Loans | | | | Nonmortgage Loans | | Total Loans |
| | 1-4 Family | Multifamily | Nonresidential | Construction and Land (in thousands) | Business | Consumer | |
| Risk Rating: | | | | | | | |
| Pass | \$ 489,757 | \$ 548,598 | \$ 317,301 | \$ 304,122 | \$ 21,041 | \$ 11,958 | \$ 1,692,777 |
| Special mention | 4,844 | — | — | — | — | — | 4,844 |
| Substandard | 11,269 | 1,435 | 115 | 11,721 | — | — | 24,540 |
| Total | \$ 505,870 | \$ 550,033 | \$ 317,416 | \$ 315,843 | \$ 21,041 | \$ 11,958 | \$ 1,722,161 |

| | December 31, 2022 | | | | | | |
|-----------------|-------------------|-------------------|-------------------|---|-------------------|------------------|---------------------|
| | Mortgage Loans | | | | Nonmortgage Loans | | Total Loans |
| | 1-4 Family | Multifamily | Nonresidential | Construction and Land (in thousands) | Business | Consumer | |
| Risk Rating: | | | | | | | |
| Pass | \$ 462,126 | \$ 492,556 | \$ 307,307 | \$ 173,351 | \$ 39,965 | \$ 19,129 | \$ 1,494,434 |
| Special mention | 7,692 | 1,437 | 606 | — | — | — | 9,735 |
| Substandard | 9,028 | 674 | 130 | 11,667 | — | — | 21,499 |
| Total | \$ 478,846 | \$ 494,667 | \$ 308,043 | \$ 185,018 | \$ 39,965 | \$ 19,129 | \$ 1,525,668 |

An aging analysis of loans, as of June 30, 2023 and December 31, 2022, is as follows:

| | June 30, 2023 | | | | | | |
|---------------------------|---------------------|------------------------|------------------------|--|---------------------|---------------------|--------------------------------|
| | Current | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days or More Past Due (in thousands) | Total | Nonaccrual Loans | 90 Days or More Accruing |
| Mortgage loans: | | | | | | | |
| 1-4 Family residential | | | | | | | |
| Investor-Owned | \$ 350,582 | \$ — | \$ 668 | \$ 504 | \$ 351,754 | \$ 504 | \$ — |
| Owner-Occupied | 150,913 | — | — | 3,203 | 154,116 | 3,203 | — |
| Multifamily residential | 548,598 | — | — | 1,435 | 550,033 | 1,435 | — |
| Nonresidential properties | 314,848 | — | 2,568 | — | 317,416 | — | — |
| Construction and land | 304,122 | — | — | 11,721 | 315,843 | 11,721 | — |
| Nonmortgage loans: | | | | | | | |
| Business | 18,224 | 671 | — | 2,146 | 21,041 | 146 | 2,000 |
| Consumer | 10,477 | 747 | 734 | — | 11,958 | — | — |
| Total | \$ 1,697,764 | \$ 1,418 | \$ 3,970 | \$ 19,009 | \$ 1,722,161 | \$ 17,009 | \$ 2,000 |

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

| | December 31, 2022 | | | | | | |
|---------------------------|---------------------|---------------------------|---------------------------|--------------------------------|---------------------|---------------------|--------------------------------|
| | Current | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days or More Past Due | Total | Nonaccrual Loans | 90 Days or More Accruing |
| (in thousands) | | | | | | | |
| Mortgage loans: | | | | | | | |
| 1-4 Family residential | | | | | | | |
| Investor-Owned | \$ 340,495 | \$ 1,530 | \$ 78 | \$ 1,865 | \$ 343,968 | \$ 3,061 | \$ — |
| Owner-Occupied | 131,510 | 2,553 | — | 815 | 134,878 | 2,987 | — |
| Multifamily residential | 490,024 | 4,643 | — | — | 494,667 | — | — |
| Nonresidential properties | 303,190 | 4,246 | 607 | — | 308,043 | 93 | — |
| Construction and land | 173,351 | — | 4,100 | 7,567 | 185,018 | 7,567 | — |
| Nonmortgage loans: | | | | | | | |
| Business | 27,657 | 1,466 | 7,869 | 2,973 | 39,965 | — | 2,973 |
| Consumer | 16,743 | 1,267 | 1,119 | — | 19,129 | — | — |
| Total | \$ 1,482,970 | \$ 15,705 | \$ 13,773 | \$ 13,220 | \$ 1,525,668 | \$ 13,708 | \$ 2,973 |

The following schedules detail the composition of the allowance for credit losses on loans and the related recorded investment in loans as of and for the three and six months ended June 30, 2023 and 2022, and as of and for the year ended December 31, 2022:

| | For the Six Months Ended June 30, 2023 | | | | | | | |
|---|--|------------------------------------|-------------------|-------------------|--------------------------|----------------------|------------------|---------------------|
| | Mortgage Loans | | | | | Nonmortgage Loans | | Total |
| | 1-4 Family Investor Owned | 1-4 Family Owner Occupied | Multifamily | Nonresidential | Construction and Land | Business | Consumer | For the Period |
| (in thousands) | | | | | | | | |
| Allowance for Credit Losses: | | | | | | | | |
| Balance, beginning of period | \$ 3,863 | \$ 1,723 | \$ 8,021 | \$ 2,724 | \$ 2,683 | \$ 120 | \$ 15,458 | \$ 34,592 |
| Provision (benefit) charged to expense | 147 | 283 | 679 | (64) | 1,417 | 94 | (1,943) | 613 |
| Impact of CECL adoption | 766 | 146 | (3,962) | 578 | (911) | 236 | 57 | (3,090) |
| Charge-offs | — | — | — | — | — | — | (4,500) | (4,500) |
| Recoveries | — | — | — | — | — | — | 558 | 558 |
| Balance, end of period | <u>\$ 4,776</u> | <u>\$ 2,152</u> | <u>\$ 4,738</u> | <u>\$ 3,238</u> | <u>\$ 3,189</u> | <u>\$ 450</u> | <u>\$ 9,630</u> | <u>\$ 28,173</u> |
| Ending balance: individually evaluated for impairment | \$ — | \$ 73 | \$ — | \$ — | \$ — | \$ — | \$ — | \$ 73 |
| Ending balance: collectively evaluated for impairment | 4,776 | 2,079 | 4,738 | 3,238 | 3,189 | 450 | 9,630 | 28,100 |
| Total | <u>\$ 4,776</u> | <u>\$ 2,152</u> | <u>\$ 4,738</u> | <u>\$ 3,238</u> | <u>\$ 3,189</u> | <u>\$ 450</u> | <u>\$ 9,630</u> | <u>\$ 28,173</u> |
| Loans: | | | | | | | | |
| Ending balance: individually evaluated for impairment | \$ 296 | \$ 2,692 | \$ 1,435 | \$ — | \$ 7,621 | \$ — | \$ — | \$ 12,044 |
| Ending balance: collectively evaluated for impairment | 351,458 | 151,424 | 548,598 | 317,416 | 308,222 | 21,041 | 11,958 | 1,710,117 |
| Total | <u>\$ 351,754</u> | <u>\$ 154,116</u> | <u>\$ 550,033</u> | <u>\$ 317,416</u> | <u>\$ 315,843</u> | <u>\$ 21,041</u> | <u>\$ 11,958</u> | <u>\$ 1,722,161</u> |

| | For the Three Months Ended June 30, 2023 | | | | | | | |
|-----------------------------------|--|------------------------------------|-----------------|-----------------|--------------------------|-------------------|-----------------|-------------------|
| | Mortgage Loans | | | | | Nonmortgage Loans | | Total |
| | 1-4 Family Investor Owned | 1-4 Family Owner Occupied | Multifamily | Nonresidential | Construction and Land | Business | Consumer | For the Period |
| (in thousands) | | | | | | | | |
| Allowance for loan losses: | | | | | | | | |
| Balance, beginning of period | \$ 4,764 | \$ 2,051 | \$ 4,514 | \$ 3,318 | \$ 2,522 | \$ 357 | \$ 11,449 | \$ 28,975 |
| Provision charged to expense | 12 | 101 | 224 | (80) | 667 | 93 | (83) | 934 |
| Losses charged-off | — | — | — | — | — | — | (1,931) | (1,931) |
| Recoveries | — | — | — | — | — | — | 195 | 195 |
| Balance, end of period | <u>\$ 4,776</u> | <u>\$ 2,152</u> | <u>\$ 4,738</u> | <u>\$ 3,238</u> | <u>\$ 3,189</u> | <u>\$ 450</u> | <u>\$ 9,630</u> | <u>\$ 28,173</u> |

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

| | For the Six Months Ended June 30, 2022 | | | | | | | |
|--|--|------------------------------------|-------------------|--------------------|--------------------------|-------------------|------------------|---------------------|
| | Mortgage Loans | | | | | Nonmortgage Loans | | Total |
| | 1-4 Family Investor Owned | 1-4 Family Owner Occupied | Multifamily | Nonresidenti al | Construction and Land | Business | Consumer | For the Period |
| (in thousands) | | | | | | | | |
| Allowance for loan losses: | | | | | | | | |
| Balance, beginning of period | \$ 3,540 | \$ 1,178 | \$ 5,684 | \$ 2,165 | \$ 2,024 | \$ 306 | \$ 1,455 | \$ 16,352 |
| Provision charged to expense | (89) | 55 | 690 | 328 | 238 | (296) | 1,149 | 2,075 |
| Charge-offs | — | — | — | — | — | — | (1,201) | (1,201) |
| Recoveries | 156 | — | — | — | — | 93 | 60 | 309 |
| Balance, end of period | <u>\$ 3,607</u> | <u>\$ 1,233</u> | <u>\$ 6,374</u> | <u>\$ 2,493</u> | <u>\$ 2,262</u> | <u>\$ 103</u> | <u>\$ 1,463</u> | <u>\$ 17,535</u> |
| Ending balance: individually evaluated for impairment | \$ 85 | \$ 97 | \$ — | \$ 41 | \$ — | \$ — | \$ — | \$ 223 |
| Ending balance: collectively evaluated for impairment | 3,522 | 1,136 | 6,374 | 2,452 | 2,262 | 103 | 1,463 | 17,312 |
| Total | <u>\$ 3,607</u> | <u>\$ 1,233</u> | <u>\$ 6,374</u> | <u>\$ 2,493</u> | <u>\$ 2,262</u> | <u>\$ 103</u> | <u>\$ 1,463</u> | <u>\$ 17,535</u> |
| Loans: | | | | | | | | |
| Ending balance: individually evaluated for impairment | \$ 5,930 | \$ 4,905 | \$ — | \$ 1,982 | \$ 10,817 | \$ — | \$ — | \$ 23,634 |
| Ending balance: collectively evaluated for impairment | 315,741 | 95,143 | 396,470 | 277,895 | 154,608 | 45,720 | 30,198 | 1,315,775 |
| Total | <u>\$ 321,671</u> | <u>\$ 100,048</u> | <u>\$ 396,470</u> | <u>\$ 279,877</u> | <u>\$ 165,425</u> | <u>\$ 45,720</u> | <u>\$ 30,198</u> | <u>\$ 1,339,409</u> |

| | For the Three Months Ended June 30, 2022 | | | | | | | |
|------------------------------|--|------------------------------------|-----------------|--------------------|--------------------------|-------------------|-----------------|------------------|
| | Mortgage Loans | | | | | Nonmortgage Loans | | Total |
| | 1-4 Family Investor Owned | 1-4 Family Owner Occupied | Multifamily | Nonresidenti al | Construction and Land | Business | Consumer | Total |
| (in thousands) | | | | | | | | |
| Allowance for loan losses: | | | | | | | | |
| Balance, beginning of period | \$ 3,581 | \$ 1,172 | \$ 5,988 | \$ 2,269 | \$ 2,017 | \$ 363 | \$ 1,503 | \$ 16,893 |
| Provision charged to expense | (130) | 61 | 386 | 224 | 245 | (351) | 382 | 817 |
| Losses charged-off | — | — | — | — | — | — | (450) | (450) |
| Recoveries | 156 | — | — | — | — | 91 | 28 | 275 |
| Balance, end of period | <u>\$ 3,607</u> | <u>\$ 1,233</u> | <u>\$ 6,374</u> | <u>\$ 2,493</u> | <u>\$ 2,262</u> | <u>\$ 103</u> | <u>\$ 1,463</u> | <u>\$ 17,535</u> |

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

| | For the Year Ended December 31, 2022 | | | | | | | |
|--|--------------------------------------|------------------------------------|-------------------|--------------------------------------|--------------------------|------------------|------------------|---------------------|
| | Mortgage Loans | | | | Nonmortgage Loans | | Total | |
| | 1-4 Family Investor Owned | 1-4 Family Owner Occupied | Multifamily | Nonresidenti al (in thousands) | Construction and Land | Business | Consumer | For the Period |
| Allowance for loan losses: | | | | | | | | |
| Balance, beginning of year | \$ 3,540 | \$ 1,178 | \$ 5,684 | \$ 2,165 | \$ 2,024 | \$ 306 | \$ 1,455 | \$ 16,352 |
| Provision charged to expense | 167 | 506 | 2,337 | 559 | 659 | (280) | 20,098 | 24,046 |
| Charge-offs | — | — | — | — | — | — | (6,660) | (6,660) |
| Recoveries | 156 | 39 | — | — | — | 94 | 565 | 854 |
| Balance, end of year | <u>\$ 3,863</u> | <u>\$ 1,723</u> | <u>\$ 8,021</u> | <u>\$ 2,724</u> | <u>\$ 2,683</u> | <u>\$ 120</u> | <u>\$ 15,458</u> | <u>\$ 34,592</u> |
| Ending balance: individually evaluated for impairment | \$ 63 | \$ 96 | \$ — | \$ 37 | \$ — | \$ — | \$ — | \$ 196 |
| Ending balance: collectively evaluated for impairment | 3,800 | 1,627 | 8,021 | 2,687 | 2,683 | 120 | 15,458 | 34,396 |
| Total | <u>\$ 3,863</u> | <u>\$ 1,723</u> | <u>\$ 8,021</u> | <u>\$ 2,724</u> | <u>\$ 2,683</u> | <u>\$ 120</u> | <u>\$ 15,458</u> | <u>\$ 34,592</u> |
| Loans: | | | | | | | | |
| Ending balance: individually evaluated for impairment | \$ 5,269 | \$ 4,315 | \$ — | \$ 801 | \$ 7,567 | \$ — | \$ — | \$ 17,952 |
| Ending balance: collectively evaluated for impairment | 338,699 | 130,563 | 494,667 | 307,242 | 177,451 | 39,965 | 19,129 | 1,507,716 |
| Total | <u>\$ 343,968</u> | <u>\$ 134,878</u> | <u>\$ 494,667</u> | <u>\$ 308,043</u> | <u>\$ 185,018</u> | <u>\$ 39,965</u> | <u>\$ 19,129</u> | <u>\$ 1,525,668</u> |

Loans are considered impaired when current information and events indicate all amounts due may not be collectable according to the contractual terms of the related loan agreements. Impaired loans are identified by applying normal loan review procedures in accordance with the allowance for credit losses methodology. Management periodically assesses loans to determine whether impairment exists. Any loan that is, or will potentially be, no longer performing in accordance with the terms of the original loan contract is evaluated to determine impairment.

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

The following information relates to impaired loans as of and for the six months ended June 30, 2023 and 2022 and as of and for the year ended December 31, 2022:

| | Unpaid Contractual | Recorded Investment | Recorded Investment | Total | Related Allowance | Average Recorded Investment | Interest Income |
|---|--------------------|---------------------|---------------------|---------------------|-------------------|-----------------------------|----------------------------|
| <u>As of and For the Six Months Ended June 30, 2023</u> | Principal Balance | With No Allowance | With Allowance | Recorded Investment | | | Recognized on a Cash Basis |
| | (in thousands) | | | | | | |
| Mortgage loans: | | | | | | | |
| 1-4 Family residential | \$ 2,990 | \$ 2,533 | \$ 455 | \$ 2,988 | \$ 73 | \$ 7,794 | \$ 43 |
| Multifamily residential | 1,435 | 1,435 | — | 1,435 | — | 958 | — |
| Nonresidential properties | — | — | — | — | — | 531 | — |
| Construction and land | 7,567 | 7,621 | — | 7,621 | — | 9,031 | — |
| Nonmortgage loans: | | | | | | | |
| Business | — | — | — | — | — | 20 | — |
| Consumer | — | — | — | — | — | — | — |
| Total | \$ 11,992 | \$ 11,589 | \$ 455 | \$ 12,044 | \$ 73 | \$ 18,334 | \$ 43 |

| | Unpaid Contractual | Recorded Investment | Recorded Investment | Total | Related Allowance | Average Recorded Investment | Interest Income |
|---|--------------------|---------------------|---------------------|---------------------|-------------------|-----------------------------|----------------------------|
| <u>As of and For the Six Months Ended June 30, 2022</u> | Principal Balance | With No Allowance | With Allowance | Recorded Investment | | | Recognized on a Cash Basis |
| | (in thousands) | | | | | | |
| Mortgage loans: | | | | | | | |
| 1-4 Family residential | \$ 11,136 | \$ 8,264 | \$ 2,571 | \$ 10,835 | \$ 182 | \$ 11,572 | \$ 146 |
| Multifamily residential | — | — | — | — | — | 946 | — |
| Nonresidential properties | 2,007 | 1,626 | 356 | 1,982 | 41 | 2,865 | 44 |
| Construction and land | 10,817 | 10,817 | — | 10,817 | — | 3,371 | 55 |
| Nonmortgage loans: | | | | | | | |
| Business | — | — | — | — | — | 4 | — |
| Consumer | — | — | — | — | — | 24 | — |
| Total | \$ 23,960 | \$ 20,707 | \$ 2,927 | \$ 23,634 | \$ 223 | \$ 18,782 | \$ 245 |

| | Unpaid Contractual | Recorded Investment | Recorded Investment | Total | Related Allowance | Average Recorded Investment | Interest Income |
|---|--------------------|---------------------|---------------------|---------------------|-------------------|-----------------------------|----------------------------|
| <u>As of and for the Year Ended December 31, 2022</u> | Principal Balance | With No Allowance | With Allowance | Recorded Investment | | | Recognized on a Cash Basis |
| | (in thousands) | | | | | | |
| Mortgage loans: | | | | | | | |
| 1-4 Family residential | \$ 9,986 | \$ 7,827 | \$ 1,757 | \$ 9,584 | \$ 159 | \$ 11,072 | \$ 307 |
| Multifamily residential | — | — | — | — | — | 630 | — |
| Nonresidential properties | 843 | 457 | 344 | 801 | 37 | 1,930 | 30 |
| Construction and land | 7,567 | 7,567 | — | 7,567 | — | 6,408 | — |
| Nonmortgage loans: | | | | | | | |
| Business | — | — | — | — | — | 3 | — |
| Consumer | — | — | — | — | — | — | — |
| Total | \$ 18,396 | \$ 15,851 | \$ 2,101 | \$ 17,952 | \$ 196 | \$ 20,043 | \$ 337 |

Prior to the adoption of ASU 2022-02 on January 1, 2023, the Company classified certain loans as troubled debt restructuring ("TDR") loans when credit terms to a borrower in financial difficulty were modified, in accordance with ASC 310-40. With the adoption of ASU 2022-02 as of January 1, 2023, the Company has ceased to recognize or measure for new TDRs but those existing at December 31, 2022 will remain until settled.

During the year ended December 31, 2022, there were no loans restructured as a troubled debt restructuring.

At December 31, 2022, there were 23 troubled debt restructured loans totaling \$6.6 million of which \$4.2 million are on accrual status. There were no commitments to lend additional funds to borrowers whose loans have been modified in a troubled debt restructuring. The

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries **Notes to Consolidated Financial Statements (Unaudited)**

financial impact from the concessions made represents specific impairment reserves on these loans, which aggregated to \$0.2 million December 31, 2022.

Loans Held for Sale at Fair Value

At June 30, 2023 and at December 31, 2022, 8 loans and 4 loans related to Mortgage World in the amount of \$5.9 million and \$2.0 million, respectively, were held for sale and accounted for under the fair value option accounting guidance for financial assets and financial liabilities. At June 30, 2023 the Bank also had one construction loan in the amount of \$4.1 million classified as held-for-sale in its portfolio.

Write-off and write-down of Microloans

In 2020, the Company entered into a business arrangement with the FinTech startup company Grain. Grain's product is a mobile application geared to the underbanked, minorities and new generations entering the financial services market. In employing this mobile application, the Bank uses non-traditional underwriting methodologies to provide revolving credit to borrowers who otherwise may gravitate to using alternative non-bank lenders. Under the terms of its agreement with Grain, the Bank is the lender for Grain-originated microloans with credit lines currently up to \$1,500 and, where applicable, the depository for related security deposits. Grain originates and services these microloans and is responsible for maintaining compliance with the Bank's origination and servicing standards, as well as applicable regulatory and legal requirements. If a microloan is found to be fraudulent, becomes 90 days delinquent upon 90 days of origination or defaults due to a failure of Grain to properly service the microloan, the Bank's applicable standards for origination or servicing are deemed to have not been complied with and the microloan is put back to Grain, who then becomes responsible for the microloan and any related losses. The microloans put back to Grain are accounted for as an "other asset," specifically referred to herein as the "Grain Receivable." At December 31, 2022, the Bank had 27,886 Grain microloans outstanding, net of put backs, with an aggregate balance totaling \$18.2 million and which were performing, in management's opinion, comparably to similar portfolios, offset by a \$15.4 million allowance for loan losses, resulting in \$2.8 million in Grain microloans, net of allowance for loan losses.

At June 30, 2023, the Bank had 19,701 Grain microloans outstanding, net of put backs, with an aggregate balance totaling \$11.2 million and which were performing, in management's opinion, comparably to similar portfolios, offset by an \$9.8 million allowance for credit losses, resulting in \$1.4 million in Grain microloans. Since the beginning of the Bank's agreement with Grain and through June 30, 2023, 45,322 microloans amounting to \$24.3 million have been deemed to be fraudulent and put back to Grain. The Company has written-down a total of \$15.7 million, net of recoveries, of the Grain Receivable and received \$6.8 million in cash from Grain and through the application of security deposits connected to fraudulent loan accounts. The Bank also opted to use the \$1.8 million grant it received from the U.S. Treasury Department's Rapid Response Program to defray the Grain Receivable. The application of those amounts resulted in no net receivable. Additionally, the Company wrote-off its equity investment in Grain of \$1.0 million during the year ended December 31, 2022. As of June 30, 2023, the Company's total exposure to Grain was \$1.4 million of the remaining microloans, net of allowance for credit losses, excluding \$2.4 million of unused commitments available to Grain borrowers and \$1.3 million of security deposits by Grain borrowers. The \$1.3 million of recoveries for the six months ended June 30, 2023 and the \$9.6 million write-off for the six months ended June 30, 2022 related to Grain is included in non-interest expense in the accompanying Consolidated Statements of Operations. Of the \$1.3 million of recoveries for the six months ended June 30, 2023, \$0.6 million were payments received from Grain on the Grain Receivable and the remainder were payments from Grain borrowers.

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

Grain Technology, Inc. ("Grain") Total Exposure as of June 30, 2023
(in thousands)

| | |
|--|-----------------|
| Receivable from Grain | |
| Microloans originated - put back to Grain (inception-to-June 30, 2023) | \$ 24,324 |
| Write-downs, net of recoveries (inception-to-date as of June 30, 2023) | (15,679) |
| Cash receipts from Grain (inception-to-June 30, 2023) | (6,819) |
| Grant/reserve (inception-to-June 30, 2023) | (1,826) |
| Net receivable as of June 30, 2023 | \$ — |
| Microloan receivables from Grain borrowers | |
| Grain originated loans receivable as of June 30, 2023 | \$ 11,213 |
| Allowance for credit losses as of June 30, 2023 ⁽¹⁾ | (9,786) |
| Microloans, net of allowance for credit losses as of June 30, 2023 | \$ 1,427 |
| Investments | |
| Investment in Grain | \$ 1,000 |
| Investment in Grain write-off | (1,000) |
| Investment in Grain as of June 30, 2023 | \$ — |
| Total exposure to Grain as of June 30, 2023 | \$ 1,427 |

(1) Includes \$0.3 million for allowance for unused commitments on the \$2.4 million of unused commitments available to Grain borrowers reported in other liabilities in the accompanying Consolidated Statements of Financial Conditions. Excludes \$1.3 million of security deposits by Grain originated borrowers reported in deposits in the accompanying Consolidated Statements of Financial Conditions.

Off-Balance Sheet Credit Losses

Also included within the scope of the CECL standard are off-balance sheet loan commitments, which includes the unfunded portion of committed lines of credit and construction loans.

The Company estimates expected credit losses over the contractual period in which the company is exposed to credit risk through a contractual obligation to extend credit, unless that obligation is unconditionally cancellable by the Company. The allowance for credit losses on off-balance sheet exposures is adjusted as a provision for credit loss expense. The Company uses similar assumptions and risk factors that are developed for collectively evaluated financing receivables. This estimate includes consideration of the likelihood that funding will occur and an estimate of expected credit losses on commitments to be funded over its estimated life.

At June 30, 2023, the allowance for off-balance sheet credit losses was \$2.8 million, which is included in the "Other liabilities" on the Consolidated Statements of Financial Condition. During the six months ended June 30, 2023, the Company had \$1.5 million in credit loss provision for off-balance-sheet items, which are included in "Provision for contingencies" on the Consolidated Statements of Income.

The following table presents the activity in the allowance for off-balance-sheet credit losses:

| | For the Six Months Ended June 30, | |
|--------------------------------|--|---------------|
| | 2023 | 2022 |
| Balance at beginning of period | \$ 354 | \$ 229 |
| Impact on CECL adoption | 948 | — |
| Provision | 1,502 | 46 |
| Allowance for credit losses | <u>\$ 2,804</u> | <u>\$ 275</u> |

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

Note 5. Premises and Equipment

Premises and equipment at June 30, 2023 and December 31, 2022 are summarized as follows:

| | June 30, 2023 | December 31, 2022 |
|---|------------------|----------------------|
| | (in thousands) | |
| Land | \$ 932 | \$ 932 |
| Buildings and improvements | 4,717 | 4,717 |
| Leasehold improvements | 15,949 | 15,808 |
| Furniture, fixtures and equipment | 8,682 | 8,497 |
| | 30,280 | 29,954 |
| Less: accumulated depreciation and amortization | (13,424) | (12,508) |
| Total premises and equipment | \$ 16,856 | \$ 17,446 |

Depreciation and amortization expense amounted to \$0.4 million and \$0.5 million for the three months ended June 30, 2023 and 2022 and \$0.9 million and \$0.9 million for the six months ended June 30, 2023 and 2022, respectively, and are included in occupancy and equipment in the accompanying consolidated statements of operations.

Note 6. Leases

Effective January 1, 2022, the Company adopted the provisions of Topic 842 using the prospective transition approach. Therefore, prior period comparative information has not been adjusted and continues to be reported under GAAP in effect prior to the adoption of Topic 842.

The Company has 16 operating leases for branches (including headquarters) and office spaces and five operating leases for equipment. Our leases have remaining lease terms ranging from less than one year to approximately 17 years, none of which has a renewal option reasonably certain of exercise, which has been reflected in the Company's calculation of lease term.

Certain leases have escalation clauses for operating expenses and real estate taxes. The Company's non-cancelable operating lease agreements expire through 2038.

Supplemental balance sheet information related to leases was as follows:

| | June 30, 2023 | December 31, 2022 |
|--|------------------------|----------------------|
| | (Dollars in thousands) | |
| Operating lease ROU assets | \$ 32,435 | \$ 33,423 |
| Operating lease liabilities | 33,716 | 34,532 |
| Weighted-average remaining lease term-operating leases | 13.0 years | 13.5 years |
| Weighted average discount rate-operating leases | 4.9% | 4.9% |

The components of lease expense and cash flow information related to leases were as follows:

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|--------------------------|---|-----------------|---|-----------------|
| | 2023 | 2022 | 2023 | 2022 |
| | (Dollars in thousands) | | | |
| Lease Cost | | | | |
| Operating lease cost | | | | |
| Occupancy and equipment | \$ 1,079 | \$ 1,038 | \$ 2,094 | \$ 2,059 |
| Other operating expenses | 6 | — | 10 | 1 |
| Short-term lease cost | 4 | 2 | 10 | 6 |
| Variable lease cost | 31 | 41 | 62 | 88 |
| Total lease cost | \$ 1,120 | \$ 1,081 | \$ 2,176 | \$ 2,154 |

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

The Company's minimum annual rental payments under the terms of the leases are as follows at June 30, 2023:

| Years ended December 31: | Minimum Rental (in thousands) | |
|------------------------------------|----------------------------------|---------------|
| Remainder of 2023 | \$ | 1,906 |
| 2024 | | 3,828 |
| 2025 | | 3,779 |
| 2026 | | 3,628 |
| 2027 | | 3,495 |
| 2028 | | 3,566 |
| Thereafter | | 25,472 |
| Total Minimum payments required | | 45,674 |
| Less: implied interest | | 11,958 |
| Present value of lease liabilities | \$ | <u>33,716</u> |

Lease Commitments: As of June 30, 2023, there are noncancelable operating leases for office space that expire on various dates through 2038. Certain of these leases contains escalation clauses providing for increased rental based on pre-scheduled annual increases or on increases in real estate taxes.

Note 7. Deposits

Deposits at June 30, 2023 and December 31, 2022 are summarized as follows:

| | June 30, 2023 | December 31, 2022 |
|--|---------------------|----------------------|
| | (in thousands) | |
| Demand | \$ 266,545 | \$ 289,149 |
| Interest-bearing deposits: | | |
| NOW/IOLA accounts | 22,754 | 24,349 |
| Money market accounts | 538,520 | 317,815 |
| Reciprocal deposits | 100,919 | 114,049 |
| Savings accounts | 119,635 | 130,432 |
| Total NOW, money market, reciprocal and savings | 781,828 | 586,645 |
| Certificates of deposit of \$250K or more | 83,646 | 70,113 |
| Brokered certificates of deposits ⁽¹⁾ | 98,729 | 98,754 |
| Listing service deposits ⁽¹⁾ | 20,258 | 35,813 |
| Certificates of deposit less than \$250K | 191,007 | 171,938 |
| Total certificates of deposit | 393,640 | 376,618 |
| Total interest-bearing deposits | 1,175,468 | 963,263 |
| Total deposits | \$ 1,442,013 | \$ 1,252,412 |

(1)As of June 30, 2023 and December 31, 2022, there were \$3.3 million and \$13.6 million, respectively, in individual listing service deposits amounting to \$250,000 or more. All brokered certificates of deposit individually amounted to less than \$250,000.

At June 30, 2023 scheduled maturities of certificates of deposit were as follows:

| | (in thousands) | |
|------------|----------------|----------------|
| 2023 | \$ | 134,559 |
| 2024 | | 119,418 |
| 2025 | | 48,158 |
| 2026 | | 42,443 |
| 2027 | | 48,454 |
| Thereafter | | 608 |
| | \$ | <u>393,640</u> |

Overdrawn deposit accounts that have been reclassified to loans amounted to \$0.4 million and \$0.1 million as of June 30, 2023 and December 31, 2022, respectively.

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

Note 8. Borrowings

The Bank had outstanding term advances from the FHLBNY and the FRBNY at June 30, 2023 and outstanding term advances from the FHLBNY at December 31, 2022, respectively.

FHLBNY Advances: As a member of the FHLBNY, the Bank has the ability to borrow from the FHLBNY based on a certain percentage of the value of the Bank's qualified collateral, as defined in the FHLBNY Statement of Credit Policy, at the time of the borrowing. In accordance with an agreement with the FHLBNY, the qualified collateral must be free and clear of liens, pledges and encumbrances.

The Bank had \$378.1 million and \$511.4 million of outstanding term advances from the FHLBNY at June 30, 2023 and December 31, 2022, respectively and \$6.0 million of overnight line of credit advance from the FHLBNY at December 31, 2022. The Bank had no overnight line of credit advance from the FHLBNY at June 30, 2023. The Bank also had a guarantee from the FHLBNY through letters of credit of up to \$9.3 million at June 30, 2023 and \$21.5 million at December 31, 2022.

As of June 30, 2023 and December 31, 2022, the Bank had eligible collateral of approximately \$843.1 million and \$478.8 million, respectively, in residential 1-4 family and multifamily mortgage loans available to secure advances from the FHLBNY.

FRBNY Advances: The Bank also has additional borrowing capacity under a secured line with the FRBNY secured by 49.2% of our total securities portfolio with amortized cost of \$308.7 million at June 30, 2023. The Bank had \$304.0 million of outstanding term advances from the FRBNY at June 30, 2023. No amounts were outstanding at December 31, 2022.

Borrowed funds at June 30, 2023 and December 31, 2022 consist of the following and are summarized by maturity and call date below:

| | June 30, 2023 | | | | December 31, 2022 | | |
|----------------------------------|-----------------------|--------------------------------|---|-----------------------|-----------------------------------|-----------------------------|--|
| | Scheduled Maturity | Redeemabl e at Call Date | Weighted Average Rate (Dollars in thousands) | Scheduled Maturity | Redeemabl e at Call Date | Weighted Average Rate | |
| Overnight line of credit advance | \$ — | \$ — | —% | \$ 6,000 | \$ 6,000 | 4.6% | |
| Term advances ending: | | | | | | | |
| 2023 | \$ 7,000 | \$ 7,000 | 2.12 | \$ 178,375 | \$ 178,375 | 4.32 | |
| 2024 | 354,000 | 354,000 | 4.53 | 50,000 | 50,000 | 4.75 | |
| 2025 | 50,000 | 50,000 | 4.41 | 50,000 | 50,000 | 4.41 | |
| 2026 | — | — | — | — | — | — | |
| 2027 | 212,000 | 212,000 | 3.44 | 183,000 | 183,000 | 3.25 | |
| Thereafter | 59,100 | 59,100 | 3.43 | 50,000 | 50,000 | 3.35 | |
| | <u>\$ 682,100</u> | <u>\$ 682,100</u> | 4.06% | <u>\$ 517,375</u> | <u>\$ 517,375</u> | 3.90% | |

Interest expense on term advances totaled \$6.5 million and \$0.5 million for the three months ended June 30, 2023 and 2022 and \$10.6 million and \$1.0 million for the six months ended June 30, 2023 and 2022, respectively. There was \$0.9 million in interest expense on overnight advances for the six months ended June 30, 2023. There was no interest expense on overnight advances for the three months ended June 30, 2023. There was no interest expense on overnight advances for the three and six months ended June 30, 2022.

[Table of Contents](#)**Ponce Financial Group, Inc. and Subsidiaries**
Notes to Consolidated Financial Statements (Unaudited)**Note 9. Income Taxes**

The provision (benefit) for income taxes for the three and six months ended June 30, 2023 and 2022 consists of the following:

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|--------------------------------------|-------------------------------------|-----------------|-----------------------------------|-------------------|
| | 2023 | 2022 | 2023 | 2022 |
| | (in thousands) | | | |
| Federal: | | | | |
| Current | \$ (443) | \$ (842) | \$ (403) | \$ (1,895) |
| Deferred | (73) | 418 | 32 | (1,297) |
| | (516) | (424) | (371) | (3,192) |
| State and local: | | | | |
| Current | 423 | 378 | 853 | 573 |
| Deferred | (575) | (1,981) | (727) | (2,524) |
| | (152) | (1,603) | 126 | (1,951) |
| Valuation allowance | 453 | 1,539 | 576 | 1,707 |
| Provision (benefit) for income taxes | <u>\$ (215)</u> | <u>\$ (488)</u> | <u>\$ 331</u> | <u>\$ (3,436)</u> |

[Table of Contents](#)**Ponce Financial Group, Inc. and Subsidiaries**
Notes to Consolidated Financial Statements (Unaudited)

Total income tax expense differed from the amounts computed by applying the U.S. federal income tax rate of 21% for the three and six months ended June 30, 2023 and 2022, respectively, to income before income taxes as a result of the following:

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|-------------------------------------|-----------------|-----------------------------------|-------------------|
| | 2023 | 2022 | 2023 | 2022 |
| | (in thousands) | | | |
| Income tax, at federal rate | \$ (63) | \$ 59 | \$ 121 | \$ (1,992) |
| State and local tax, net of federal taxes | (120) | (1,266) | 100 | (1,541) |
| Valuation allowance, net of the federal benefit | 453 | 1,539 | 576 | 1,707 |
| Other | (485) | (820) | (466) | (1,610) |
| | <u>\$ (215)</u> | <u>\$ (488)</u> | <u>\$ 331</u> | <u>\$ (3,436)</u> |

Management maintains a valuation allowance against its net New York State and New York City deferred tax assets as it is unlikely these deferred tax assets will be utilized to reduce the Company's tax liability in future years. For the six months ended June 30, 2023 and 2022, the valuation allowance increased by \$0.6 million and \$1.7 million, respectively. In 2022, the Company generated large net operating losses in New York State and New York City which in turn increased the 2022 valuation allowance.

Management has determined that it is not required to establish a valuation allowance against any other deferred tax assets since it is more likely than not that the deferred tax assets will be fully utilized in future periods. In assessing the need for a valuation allowance, management considers the scheduled reversal of the deferred tax liabilities, the level of historical taxable income, and the projected future taxable income over the periods that the temporary differences comprising the deferred tax assets will be deductible.

For federal income tax purposes, a financial institution may carry net operating losses ("NOLs") to forward tax years indefinitely. The use of NOLs to offset income is limited to 80%. At June 30, 2023, the Bank had a federal NOL carryforward of \$11.6 million.

The state and city of New York allow for a three-year carryback period and carryforward period of twenty years on NOLs generated on or after tax year 2015. For tax years prior to 2015, no carryback period is allowed. Ponce De Leon Federal Bank, the predecessor of Ponce Bank, has pre-2015 carryforwards of \$0.6 million for New York State purposes and \$0.5 million for New York City purposes. Furthermore, there are post-2015 carryforwards available of \$65.8 million for New York State purposes and \$36.7 million for New York City purposes. Finally, for New Jersey purposes, losses may only be carried forward 20 years, with no allowable carryback period. At June 30, 2023, the Bank had a New Jersey NOL carryforward of \$0.4 million.

At June 30, 2023 and December 31, 2022, the Company had no unrecognized tax benefits recorded. The Company does not expect that the total amount of unrecognized tax benefits will significantly increase in the next twelve months.

The Company is subject to U.S. federal income tax, New York State income tax, Connecticut income tax, New Jersey income tax, Florida income tax, Pennsylvania income tax and New York City income tax. The Company is no longer subject to examination by taxing authorities for years before 2019.

[Table of Contents](#)**Ponce Financial Group, Inc. and Subsidiaries**
Notes to Consolidated Financial Statements (Unaudited)

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at June 30, 2023 and December 31, 2022 are presented below:

| | June 30, 2023 | December 31, 2022 |
|--|------------------|----------------------|
| | (in thousands) | |
| Deferred tax assets: | | |
| Allowance for loan losses | \$ 9,222 | \$ 11,324 |
| Interest on nonaccrual loans | 619 | 317 |
| Unrealized loss on available-for-sale securities | 4,760 | 4,777 |
| Amortization of intangible assets | 23 | 32 |
| Operating lease liabilities | 11,037 | 11,304 |
| Net operating losses | 9,284 | 9,119 |
| Charitable contribution carryforward | 1,881 | 1,859 |
| Compensation and benefits | 1,015 | 562 |
| Other | 1,646 | 478 |
| Total gross deferred tax assets | 39,487 | 39,772 |
| Deferred tax liabilities: | | |
| Depreciation of premises and equipment | 1,049 | 1,049 |
| Right of use assets | 10,617 | 10,941 |
| Deferred loan fees | 347 | 671 |
| Other | 29 | 29 |
| Total gross deferred tax liabilities | 12,042 | 12,690 |
| Valuation allowance | 11,521 | 10,945 |
| Net deferred tax assets | \$ 15,924 | \$ 16,137 |

Note 10. Compensation and Benefit Plans

Ponce Bank Employee Stock Ownership Plan with 401(k) Provisions (the "KSOP"). The KSOP is for eligible employees of Ponce Bank and those of its affiliates. The named executive officers are eligible to participate in the KSOP just like other employees. An employee must attain the age of 21 and will be eligible to participate in the 401(k) features of the KSOP in the quarter following thirty days of service and the Employee Stock Ownership Plan ("ESOP") feature of the KSOP upon the first entry date commencing on or after the eligible employee's completion of one year of service. Employees are eligible to participate in the 401(k) Plan at the beginning of each quarter (January 1, April 1, July 1, or October 1).

401(k) Component:

Under the 401(k) features of the KSOP ("401(k) Component"), a participant may elect to defer, on a pre-tax basis, the maximum amount as permitted by the Internal Revenue Code. For 2023, the salary deferral contribution limit was \$22,500; provided, however, that a participant over age 50 may contribute an additional \$7,500 to the 401(k) for a total of \$30,000. In addition to salary deferral contributions, Ponce Bank may make discretionary matching contributions, discretionary profit-sharing contributions or safe harbor contributions to the 401(k) Component. Discretionary matching contributions are allocated on the basis of salary deferral contributions. Discretionary profit-sharing contributions are based on three classifications set forth in the 401(k) feature (i) Class A — Chairman, President, and Executive Vice Presidents; (ii) Class B — Senior Vice Presidents, Vice Presidents and Assistant Vice Presidents; and (iii) Class C — all other eligible employees. The contribution for a class will be the same percentage of compensation for all participants in that class. If Ponce Bank decides to make a safe harbor contribution for a plan year, each participant will receive a contribution equal to 3% of his or her compensation for the plan year.

[Table of Contents](#)**Ponce Financial Group, Inc. and Subsidiaries**
Notes to Consolidated Financial Statements (Unaudited)

A participant is always 100% vested in his or her salary deferral contributions and safe harbor contributions. Discretionary matching and profit-sharing contributions are 20% vested after two years of service, plus an additional 20% for each additional year of service; so all participants are fully vested in such contributions after six years of service. Participants also will become fully vested in his or her account balance in the 401(k) Component automatically upon normal retirement, death or disability, a change in control, or termination of the KSOP. Generally, participants will receive distributions from the KSOP upon separation from service in accordance with the terms of the governing document.

ESOP Component:

On September 29, 2017, in connection with the Bank's reorganization into the mutual holding company form of organization, the ESOP trustee purchased, on behalf of the ESOP, 723,751 shares of PDL Community Bancorp common stock. The ESOP funded its stock purchase with a loan ("First ESOP loan") from PDL Community Bancorp in the amount of \$7.2 million, which was equal to the aggregate purchase price of the common stock. The First ESOP loan is being repaid principally through Ponce Bank's contributions to the ESOP over the 15-year term of such loan. The interest rate for the First ESOP loan is 2.60%.

On January 27, 2022, concurrent with the completion of the conversion and reorganization of Ponce Bank Mutual Holding Company from a mutual form to a stock form of organization and the merger of PDL Community Bancorp with and into Ponce Financial Group, Inc., the shares of PDL Community Bancorp common stock held by the KSOP were converted into 977,880 shares of Ponce Financial Group, Inc. common stock.

On January 27, 2022, the KSOP trustee purchased, on behalf of the ESOP feature of the KSOP ("ESOP Component"), an additional 1,097,353 shares of Ponce Financial Group, Inc. common stock, or 4.44% of the total number of shares of Ponce Financial Group, Inc. common stock outstanding on January 27, 2022 (including shares issued to the Foundation). The KSOP funded this stock purchase with a loan ("Second ESOP loan") from Ponce Financial Group, Inc. in the amount of \$11.0 million, which was equal to the aggregate purchase price of the common stock. The Second ESOP loan is being repaid principally through Ponce Bank's contributions to the ESOP Component over the 15-year term of such loan. The interest rate for the Second ESOP loan is 1.82%.

The trustee of the trust funding the KSOP holds the shares of Ponce Financial Group, Inc. common stock purchased by the KSOP in an unallocated suspense account, and shares will be released from the suspense account on a pro-rata basis as the loans are repaid. The trustee will allocate the shares released among participants on the basis of each participant's proportional share of qualifying compensation relative to all participants participating in the ESOP Component. A participant will become 100% vested in his or her account balance in the ESOP Component after three years of service. In addition, participants will become fully vested in his or her account balance in the ESOP Component automatically upon normal retirement, death or disability, a change in control, or termination of the KSOP. Generally, participants will receive distributions from the KSOP upon separation from service in accordance with the terms of the plan document. The KSOP reallocates any unvested shares of Ponce Financial Group, Inc. common stock forfeited upon termination of employment among the remaining participants in the ESOP Component.

Contributions to the ESOP are to be sufficient to pay principal and interest currently due under the loan agreement. Under applicable accounting requirements, Ponce Bank will record a compensation expense for the ESOP at the average market price of the shares as they are committed to be released from the unallocated suspense account to participants' accounts, which may be more or less than the original issue price. The compensation expense resulting from the release of the common stock from the suspense account and allocation to plan participants will result in a corresponding reduction in the earnings of Ponce Financial Group, Inc. The ESOP shares become outstanding for earnings per share computations (see Note 11). As of June 30, 2023, the combined outstanding balance of both the First ESOP loan and Second ESOP loan was \$13.6 million.

A summary of the ESOP shares as of June 30, 2023 and December 31, 2022 are as follows:

| | June 30, 2023 | December 31, 2022 |
|----------------------------------|------------------------|-------------------|
| | (Dollars in thousands) | |
| Shares committed-to-be released | 66,872 | 133,744 |
| Shares allocated to participants | 473,253 | 354,227 |
| Unallocated shares | 1,502,603 | 1,569,475 |
| Total | 2,042,728 | 2,057,446 |
| Fair value of unallocated shares | \$ 13,058 | \$ 14,628 |

The Company recognized ESOP related compensation expense, including ESOP equalization expense, of \$0.3 million and \$0.3 million for the three months ended June 30, 2023 and 2022, and \$0.6 million and \$0.7 million for the six months ended June 30, 2023 and 2022, respectively.

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

Supplemental Executive Retirement Plan:

The Bank maintains a non-qualified supplemental executive retirement plan ("SERP") for the benefit of two key executive officers. The SERP expense recognized for the three months ended June 30, 2023 and 2022 was \$0.02 million each and for the six months ended June 30, 2023 and 2022 was \$0.03 million each.

2018 Incentive Plan

The Company's stockholders approved the PDL Community Bancorp 2018 Long-Term Incentive Plan (the "2018 Incentive Plan") at the Special Meeting of Stockholders on October 30, 2018. The maximum number of shares of common stock which can be issued under the 2018 Incentive Plan is 1,248,469. Of the 1,248,469 shares, the maximum number of shares that may be awarded under the 2018 Incentive Plan pursuant to the exercise of stock options or stock appreciation rights ("SARs") is 891,764 shares (all of which may be granted as incentive stock options), and the number of shares of common stock that may be issued as restricted stock awards or restricted stock units is 356,705 shares. However, the 2018 Incentive Plan contains a flex feature that provides that awards of restricted stock and restricted stock units in excess of the 356,705 share limitation may be granted but each share of stock covered by such excess award shall reduce the 891,764 share limitation for awards of stock options and SARs by 3.0 shares of common stock. The Company converted 462,522 awards of stock options into 154,174 restricted stock units in 2018, 45,000 awards of stock options into 15,000 restricted stock units in 2020 and 191,145 awards of stock options into 63,715 restricted stock units in 2022.

Under the 2018 Incentive Plan, the Company made grants equal to 674,645 shares on December 4, 2018 which include 119,176 incentive options to executive officers, 44,590 non-qualified options to outside directors, 322,254 restricted stock units to executive officers, 40,000 restricted stock units to non-executive officers and 148,625 restricted stock units to outside directors. During the year ended December 31, 2020, the Company awarded 40,000 incentive options and 15,000 restricted stock units to non-executive officers under the 2018 Incentive Plan. Awards to directors generally vest 20% annually beginning with the first anniversary of the date of grant. Awards to a director with fewer than five years of service at the time of grant vest over a longer period and will not become fully vested until the director has completed ten years of service. Awards to the executive officer who is not a director vest 20% annually beginning on December 4, 2020. On April 1, 2022, the Company awarded 23,718 incentive options to an executive officer, 30,659 incentive options to non-executive officers and 13,952 non-qualified options to an outside director. In addition, on April 1, 2022 the Company awarded 40,460 restricted stock units to executive officers and 23,255 restricted stock units to outside directors. As of December 31, 2022 and June 30, 2023, the maximum number of stock options and SARs remaining to be awarded under the Incentive Plan for both periods was 4,883, after the conversion from PDL Community Bancorp common stock to Ponce Financial Group, Inc. common stock. As of June 30, 2023 and December 31, 2022, the maximum number of shares of common stock that may be issued as restricted stock or restricted stock units remaining to be awarded under the Incentive Plan was none, for both periods.

The product of the number of units granted and the grant date market price of the Company's common stock determine the fair value of restricted stock units under the Company's 2018 Incentive Plan. The Company recognizes compensation expense for the fair value of restricted stock units on a straight-line basis over the requisite service period for the entire award.

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

A summary of the Company's restricted stock unit awards activity and related information for six months ended June 30, 2023 and year ended December 31, 2022 are as follows:

| | June 30, 2023 | | Weighted-Average Grant Date Fair Value Per Share |
|-------------------------------|------------------|-----------|--|
| | Number of Shares | | |
| Non-vested, beginning of year | 245,840 | \$ | 9.40 |
| Granted | — | | — |
| Vested | (4,147) | | 9.27 |
| Forfeited | — | | — |
| Non-vested at March 31 | 241,693 | \$ | 9.40 |
| Granted | — | | — |
| Vested | (21,235) | | 10.44 |
| Forfeited | (697) | | 9.15 |
| Non-vested at June 30 | <u>219,761</u> | <u>\$</u> | <u>9.30</u> |

| | December 31, 2022 | | Weighted-Average Grant Date Fair Value Per Share |
|-------------------------------|-------------------|-----------|--|
| | Number of Shares | | |
| Non-vested, beginning of year | 237,687 | \$ | 12.65 |
| Conversion and reorganization | 93,933 | | — |
| Granted | 63,715 | | 10.44 |
| Vested | (149,495) | | 9.11 |
| Forfeited | — | | — |
| Non-vested at December 31 | <u>245,840</u> | <u>\$</u> | <u>9.40</u> |

Compensation expense related to restricted stock units was \$0.4 million each for the three months ended June 30, 2023 and 2022 and was \$0.7 million each for the six months ended June 30, 2023 and 2022. As of June 30, 2023, the total remaining unrecognized compensation cost related to restricted stock units was \$1.4 million, which is expected to be recognized over the next 18 quarters.

A summary of the Company's stock option awards activity and related information for six months ended June 30, 2023 and year ended December 31, 2022 are as follows:

| | June 30, 2023 | | Weighted-Average Exercise Price Per Share |
|--|----------------|-----------|---|
| | Options | | |
| Outstanding, beginning of year | 352,621 | \$ | 8.97 |
| Granted | — | | — |
| Exercised | — | | — |
| Forfeited | — | | — |
| Outstanding at March 31 ⁽¹⁾ | 352,621 | | 8.97 |
| Granted | — | | — |
| Exercised | — | | — |
| Forfeited | — | | — |
| Outstanding at June 30 | <u>352,621</u> | | <u>8.97</u> |
| Exercisable at June 30 ⁽¹⁾ | <u>218,433</u> | <u>\$</u> | <u>8.82</u> |

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

| | December 31, 2022 | | Weighted-Average Exercise Price Per Share |
|---|-------------------|----|--|
| | Options | | |
| Outstanding, beginning of year | 203,766 | \$ | 12.02 |
| Conversion and reorganization | 80,526 | \$ | — |
| Granted | 68,329 | | 10.44 |
| Exercised | — | | — |
| Forfeited | — | | — |
| Outstanding at December 31 ⁽¹⁾ | 352,621 | \$ | 8.97 |
| Exercisable at December 31 ⁽¹⁾ | 190,508 | \$ | 8.83 |

(1)The aggregate intrinsic value, which represents the difference between the price of the Company's common stock at respective periods and the stated exercise price of the underlying options, was \$0 for outstanding options and \$0 for exercisable options at June 30, 2023 and was \$0.1 million for outstanding options and \$0.1 million for exercisable options December 31, 2022.

The weighted-average exercise price for the options as of June 30, 2023 was \$8.97 per share and the weighted average remaining contractual life is 6.2 years. The weighted average period over which compensation expenses are expected to be recognized is 3.0 years. There were 218,433 shares and 190,508 shares exercisable as of June 30, 2023 and December 31, 2022, respectively. Total compensation cost related to stock options recognized was \$0.05 million both for the three months ended June 30, 2023 and 2022, and \$0.1 million both for the six months ended June 30, 2023 and 2022. As of June 30, 2023, the total remaining unrecognized compensation cost related to unvested stock options was \$0.4 million, which is expected to be recognized over the next 18 quarters.

The fair value of each option grant is estimated on the date of grant using Black-Scholes option pricing model with the following weighted average assumptions:

| | For the Six Months Ended June 30, | | |
|--|-----------------------------------|------|-----------|
| | 2023 | 2022 | |
| Dividend yield | N/A | | 0.00% |
| Expected life | N/A | | 6.5 years |
| Expected volatility | N/A | | 41.34% |
| Risk-free interest rate | N/A | | 2.65% |
| Weighted average grant date fair value | N/A | \$ | 3.85 |

The expected volatility is based on the Company's historical volatility. The expected life is an estimate based on management's review of the various factors and calculated using the simplified method for plain vanilla options. The dividend yield assumption is based on the Company's history and expectation of dividend payouts.

2023 Long-Term Incentive Plan

The Company's stockholders approved the 2023 Long-Term Incentive Plan (the "Plan") at the Special Meeting of Stockholders on June 15, 2023. The maximum number of shares of common stock which can be issued under the Plan is 1,920,368. Of the 1,920,368 shares, the maximum number of shares that may be awarded under the Plan pursuant to the exercise of stock options or stock appreciation rights ("SARs") is 1,371,691 shares (all of which may be granted as incentive stock options), and the number of shares of common stock that may be issued as restricted stock awards or restricted stock units is 548,677 shares. There have been no grants of stock options and restricted stock awards or restricted stock units under the 2023 Long-Term Incentive Plan.

Treasury Stock:

The Company adopted a share repurchase program effective May 16, 2023 which expires on May 15, 2024. Under the repurchase program, the Company was authorized to repurchase up to 1,235,000 shares of the Company's stock or approximately 5% of the Company's then current issued and outstanding shares. During the three months ended June 30, 2023, the Company repurchased a total of 615,948 shares of the Company's common stock. As of June 30, 2023 and December 31, 2022, 617,924 and 1,976 shares, respectively, were held as treasury stock as a result of shares buy-back during 2023 and restricted stock units vested during 2022, respectively.

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

Note 11. Earnings Per Share

The following table presents a reconciliation of the number of shares used in the calculation of basic and diluted earnings per common share:

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|--|--|-------------------|-----------------------------------|-------------------|
| | 2023 | 2022 | 2023 | 2022 |
| | (Dollars in thousands except share data) | | | |
| Net income (loss) | \$ (87) | \$ 771 | \$ 244 | \$ (6,049) |
| Common shares outstanding for basic EPS: | | | | |
| Weighted average common shares outstanding | 24,743,843 | 24,724,274 | 24,802,654 | 23,739,658 |
| Less: Weighted average unallocated Employee Stock Ownership Plan (ESOP) shares | 1,535,675 | 1,667,715 | 1,552,297 | 1,495,882 |
| Basic weighted average common shares outstanding | <u>23,208,168</u> | <u>23,056,559</u> | <u>23,250,357</u> | <u>22,243,776</u> |
| Basic earnings (loss) per common share | <u>\$ (0.00)</u> | <u>\$ 0.03</u> | <u>\$ 0.01</u> | <u>\$ (0.27)</u> |
| Potential dilutive common shares: | | | | |
| Add: Dilutive effect of restricted stock awards and stock options | — | 72,352 | 24,844 | — |
| Diluted weighted average common shares outstanding | <u>23,208,168</u> | <u>23,128,911</u> | <u>23,275,201</u> | <u>22,243,776</u> |
| Diluted earnings (loss) per common share | <u>\$ (0.00)</u> | <u>\$ 0.03</u> | <u>\$ 0.01</u> | <u>\$ (0.27)</u> |

Note 12. Commitments, Contingencies and Credit Risk

Financial Instruments With Off-Balance-Sheet Risk: In the normal course of business, financial instruments with off-balance-sheet risk may be used to meet the financing needs of customers. These financial instruments include commitments to extend credit and letters of credit. These instruments involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amounts recognized on the Consolidated Statements of Financial Condition. The contractual amounts of these instruments reflect the extent of involvement in particular classes of financial instruments.

The contractual amounts of commitments to extend credit represent the amounts of potential accounting loss should the contract be fully drawn upon, the customer default, and the value of any existing collateral become worthless. The same credit policies are used in making commitments and contractual obligations as for on-balance-sheet instruments. Financial instruments whose contractual amounts represent credit risk at June 30, 2023 and December 31, 2022 are as follows:

| | June 30, | December 31, |
|--|-------------------|-------------------|
| | 2023 | 2022 |
| | (in thousands) | |
| Commitments to grant mortgage loans | \$ 386,995 | \$ 207,105 |
| Commitments to sell loans at lock-in rates | — | 1,676 |
| Unfunded commitments under lines of credit | 63,459 | 72,530 |
| | <u>\$ 450,454</u> | <u>\$ 281,311</u> |

Commitments to Grant Mortgage Loans: Commitments to grant mortgage loans are agreements to lend to a customer as long as all terms and conditions are met as established in the contract. Commitments generally have fixed expiration dates or other termination clauses, and may require payment of a fee by the borrower. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Each customer's creditworthiness is evaluated on a case-by-case basis. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral held varies, but may include accounts receivable, inventory, property and equipment, residential real estate and income-producing commercial properties. Material losses are not anticipated as a result of these transactions.

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries **Notes to Consolidated Financial Statements (Unaudited)**

Commitments to Sell Loans at Lock-in Rates: In order to assure itself of a marketplace to sell its loans, Mortgage World has agreements with investors who will commit to purchase loans at locked-in rates. Mortgage World has off-balance sheet market risk to the extent that Mortgage World does not obtain matching commitments from these investors to purchase the loans. This will expose Mortgage World to the lower of cost or market valuation environment.

Repurchases, Indemnifications and Premium Recaptures: Loans sold by Mortgage World under investor programs are subject to repurchase or indemnification if they fail to meet the origination criteria of those programs. In addition, loans sold to investors are also subject to repurchase or indemnifications if the loan is two or three months delinquent during a set period which usually varies from six months to a year after the loan is sold. There are no open repurchase or indemnification requests for loans sold as a correspondent lender or where the Company acted as a broker in the transaction as of June 30, 2023.

Unfunded Commitments Under Lines of Credit: Unfunded commitments under commercial lines of credit, revolving credit lines and overdraft protection agreements are commitments for possible future extension of credit to existing customers. These lines of credit are uncollateralized and usually contain a specified maturity date and, ultimately, may not be drawn upon to the total extent to which the Company is committed.

Unfunded Commitments with Bamboo: On October 1, 2022, the Bank entered into a Membership Interest Purchase Agreement with Bamboo Payment Holding LLC ("Bamboo"). Under the agreement, the Bank purchased from Bamboo 180 Membership Interest Units representing an aggregate amount equal to up to 18% of total issued and outstanding Membership Interest in Bamboo for a purchase price of \$2.5 million. During the first six months of 2023, the Bank made two additional contributions for a total of \$0.8 million for a total investment in Bamboo of \$3.3 million and is committed to make two additional payments of \$0.2 million each in August of 2023 and November of 2023. With over a decade processing payments in Latin America, Bamboo has a diverse network connects Latin American local payment processing to global companies as well as domestic solutions to locally based organizations.

Unfunded Commitments with Oaktree: In December of 2021, the Bank committed to invest \$5.0 million in Oaktree SBIC Fund, L.P. ("Oaktree"). As of June 30, 2023 and December 31, 2022, the total unfunded commitment was \$2.4 million and \$2.8 million, respectively.

Unfunded Commitments with Silvergate: In April of 2022, the Bank committed to invest \$5.0 million in EJV Silvergate Ventures Fund LP ("Silvergate"). As of June 30, 2023 and December 31, 2022, the total unfunded commitment was \$2.7 million and \$3.3 million, respectively.

Letters of Credit: Letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. These guarantees are primarily issued to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Letters of credit are largely cash secured.

Concentration by Geographic Location: Loans, commitments to extend credit and letters of credit have been granted to customers who are located primarily in the New York City metropolitan area. Generally, such loans most often are secured by one-to-four family residential properties. The loans are expected to be repaid from the borrowers' cash flows.

Legal Matters: The Company is involved in various legal proceedings which have arisen in the normal course of business. Management believes that resolution of these matters will not have a material effect on the Company's financial condition or results of operations.

Note 13. Fair Value

The following fair value hierarchy is used based on the lowest level of input significant to the fair value measurement. There are three levels of inputs that may be used to measure fair values:

Level 1 – Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2 – Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

The Company used the following methods and significant assumptions to estimate fair value:

Cash and Cash Equivalents, Placements with Banks, Accrued Interest Receivable, Advance Payments by Borrowers for Taxes and Insurance, and Accrued Interest Payable: The carrying amount is a reasonable estimate of fair value. These assets and liabilities are not recorded at fair value on a recurring basis.

Available-for-Sale Securities: These financial instruments are recorded at fair value in the consolidated financial statements on a recurring basis. Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted prices are not available, then fair values are estimated by using pricing models (e.g., matrix pricing) or quoted prices of securities with similar characteristics and are classified within Level 2 of the valuation hierarchy. Examples of such instruments include government agency bonds and mortgage-backed securities. Level 3 securities are securities for which significant unobservable inputs are utilized. There were no changes in valuation techniques used to measure similar assets during the period.

FHLBNY Stock: The carrying value of FHLBNY stock approximates fair value since the Bank can redeem such stock with FHLBNY at cost. As a member of the FHLBNY, the Company is required to purchase this stock, which is carried at cost and classified as restricted equity securities.

Loans Receivable: For variable rate loans, which reprice frequently and have no significant change in credit risk, carrying values are a reasonable estimate of fair values, adjusted for credit losses inherent in the portfolios. The fair value of fixed rate loans is estimated by discounting the future cash flows using estimated market rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities, adjusted for credit losses inherent in the portfolios. Impaired loans are valued using a present value discounted cash flow method, or the fair value of the collateral. Loans are not recorded at fair value on a recurring basis.

Loans Held for Sale: Loans held for sale, at fair value, consists of loans originated for sale by the Bank and accounted for under the fair value option. These assets are valued using stated investor pricing for substantially equivalent loans as Level 2. In determining fair value, such measurements are derived based on observable market data, including whole-loan transaction pricing and similar market transactions adjusted for portfolio composition, servicing value and market conditions. Loans held for sale by the Bank are carried at the lower of cost or fair value as determined by investor bid prices.

Under the fair value option, management has elected, on an instrument-by-instrument basis, fair value for substantially all forms of mortgage loans originated for sale on a recurring basis. The fair value carrying amount of mortgages held for sale measured under the fair value option was \$10.1 million and the aggregate unpaid principal amounted to \$10.1 million.

Other Real Estate Owned: Other real estate owned represents real estate acquired through foreclosure, and is recorded at fair value less estimated disposal costs on a nonrecurring basis. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the asset is classified as Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the asset is classified as Level 3.

Deposits: The fair values of demand deposits, savings, NOW and money market accounts equal their carrying amounts, which represent the amounts payable on demand at the reporting date. Fair values for fixed-term, fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies market interest rates on certificates of deposit to a schedule of aggregated expected monthly maturities on such deposits. Deposits are not recorded at fair value on a recurring basis.

FHLBNY Advances: The fair value of the advances is estimated using a discounted cash flow calculation that applies current market-based FHLBNY interest rates for advances of similar maturity to a schedule of maturities of such advances. These borrowings are not recorded at fair value on a recurring basis.

Warehouse Lines of Credit: The carrying amounts of warehouse lines of credit and mortgage loan funding payable approximate fair value and due to their short-term nature are classified as Level 2. One of the warehouse lines of credit was terminated on March 31, 2022 and one was terminated on February 7, 2023

Off-Balance-Sheet Instruments: Fair values for off-balance-sheet instruments (lending commitments and standby letters of credit) are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. Off-balance-sheet instruments are not recorded at fair value on a recurring basis.

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

The following tables detail the assets that are carried at fair value and measured at fair value on a recurring basis as of June 30, 2023 and December 31, 2022, and indicate the level within the fair value hierarchy utilized to determine the fair value:

| Description | Total | June 30, 2023 | | |
|---|-------------------|-----------------|-------------------|-------------|
| | | Level 1 | Level 2 | Level 3 |
| (in thousands) | | | | |
| Available-for-Sale Securities, at fair value: | | | | |
| U.S. Government Bonds | \$ 2,709 | \$ 2,709 | \$ — | \$ — |
| Corporate bonds | 23,023 | 719 | 22,304 | — |
| Mortgage-Backed Securities: | | | | |
| Collateralized Mortgage Obligations | 35,404 | — | 35,404 | — |
| FHLMC Certificates | 9,106 | — | 9,106 | — |
| FNMA Certificates | 53,367 | — | 53,367 | — |
| GNMA Certificates | 111 | — | 111 | — |
| Mortgage Loans Held for Sale, at fair value | 10,070 | — | 10,070 | — |
| | <u>\$ 133,790</u> | <u>\$ 3,428</u> | <u>\$ 130,362</u> | <u>\$ —</u> |

| Description | Total | December 31, 2022 | | |
|---|-------------------|-------------------|-------------------|--------------|
| | | Level 1 | Level 2 | Level 3 |
| (in thousands) | | | | |
| Available-for-Sale Securities, at fair value: | | | | |
| U.S. Government Bonds | \$ 2,689 | \$ 2,689 | \$ — | \$ — |
| Corporate bonds | 23,359 | 730 | 22,629 | — |
| Mortgage-Backed Securities: | | | | |
| Collateralized Mortgage Obligations | 37,777 | — | 37,777 | — |
| FHLMC Certificates | 9,634 | — | 9,634 | — |
| FNMA Certificates | 55,928 | — | 55,928 | — |
| GNMA Certificates | 118 | — | 118 | — |
| Mortgage Loans Held for Sale, at fair value | 1,979 | — | 1,979 | — |
| Derivatives from interest rate lock commitments | 22 | — | — | 22 |
| | <u>\$ 131,506</u> | <u>\$ 3,419</u> | <u>\$ 128,065</u> | <u>\$ 22</u> |

Management's assessment and classification of an investment within a level can change over time based upon maturity or liquidity of the investment and would be reflected at the beginning of the quarter in which the change occurred.

The following tables detail the assets carried at fair value and measured at fair value on a nonrecurring basis as of June 30, 2023 and December 31, 2022 and indicate the fair value hierarchy utilized to determine the fair value:

| | Total | June 30, 2023 | | |
|----------------|------------------|---------------|-------------|------------------|
| | | Level 1 | Level 2 | Level 3 |
| (in thousands) | | | | |
| Impaired loans | <u>\$ 12,044</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 12,044</u> |

| | Total | December 31, 2022 | | |
|----------------|------------------|-------------------|-------------|------------------|
| | | Level 1 | Level 2 | Level 3 |
| (in thousands) | | | | |
| Impaired loans | <u>\$ 17,952</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 17,952</u> |

Losses on assets carried at fair value on a nonrecurring basis were *de minimis* for the three and six months ended June 30, 2023 and 2022, respectively.

[Table of Contents](#)**Ponce Financial Group, Inc. and Subsidiaries**
Notes to Consolidated Financial Statements (Unaudited)

As of June 30, 2023 and December 31, 2022, the carrying values and estimated fair values of the Company's financial instruments were as follows:

| | Carrying Amount | Level 1 | Fair Value Measurements (in thousands) | | Total |
|---|--------------------|------------|---|-----------|------------|
| | | | Level 2 | Level 3 | |
| June 30, 2023 | | | | | |
| Financial assets: | | | | | |
| Cash and cash equivalents | \$ 243,789 | \$ 243,789 | \$ — | \$ — | \$ 243,789 |
| Available-for-sale securities, at fair value | 123,720 | 3,428 | 120,292 | — | 123,720 |
| Held-to-maturity securities, at amortized cost, net | 481,952 | — | 466,054 | — | 466,054 |
| Placements with banks | 996 | — | 996 | — | 996 |
| Loans held for sale, at fair value | 10,070 | — | 10,070 | — | 10,070 |
| Loans receivable, net | 1,695,047 | — | — | 1,634,534 | 1,634,534 |
| Accrued interest receivable | 16,054 | — | 16,054 | — | 16,054 |
| FHLBNY stock | 19,195 | 19,195 | — | — | 19,195 |
| Financial liabilities: | | | | | |
| Deposits: | | | | | |
| Demand deposits | 266,545 | 266,545 | — | — | 266,545 |
| Interest-bearing deposits | 781,828 | 781,828 | — | — | 781,828 |
| Certificates of deposit | 393,640 | — | 388,013 | — | 388,013 |
| Advance payments by borrowers for taxes and insurance | 12,402 | — | 12,402 | — | 12,402 |
| Borrowings | 682,100 | — | 664,365 | — | 664,365 |
| Accrued interest payable | 4,704 | — | 4,704 | — | 4,704 |

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

| | Carrying Amount | Fair Value Measurements | | | Total |
|---|--------------------|-------------------------|---------|-----------|-----------|
| | | Level 1 | Level 2 | Level 3 | |
| (in thousands) | | | | | |
| December 31, 2022 | | | | | |
| Financial assets: | | | | | |
| Cash and cash equivalents | \$ 54,360 | \$ 54,360 | \$ — | \$ — | \$ 54,360 |
| Available-for-sale securities, at fair value | 129,505 | 3,419 | 126,086 | — | 129,505 |
| Held-to-maturity securities, at amortized cost | 510,820 | — | 495,851 | — | 495,851 |
| Placements with banks | 1,494 | — | 1,494 | — | 1,494 |
| Loans held for sale, at fair value | 1,979 | — | 1,979 | — | 1,979 |
| Loans receivable, net | 1,493,127 | — | — | 1,430,864 | 1,430,864 |
| Accrued interest receivable | 15,049 | — | 15,049 | — | 15,049 |
| FHLBNY stock | 24,661 | 24,661 | — | — | 24,661 |
| Financial liabilities: | | | | | |
| Deposits: | | | | | |
| Demand deposits | 289,149 | 289,149 | — | — | 289,149 |
| Interest-bearing deposits | 586,645 | 586,645 | — | — | 586,645 |
| Certificates of deposit | 376,618 | — | 370,005 | — | 370,005 |
| Advance payments by borrowers for taxes and insurance | 9,724 | — | 9,724 | — | 9,724 |
| Borrowings | 517,375 | — | 503,406 | — | 503,406 |
| Accrued interest payable | 1,390 | — | 1,390 | — | 1,390 |

The following table reconciles, at June 30, 2023 and December 31, 2022, the beginning and ending balances for debt securities available-for-sale that are recognized at fair value on a recurring basis, in the Consolidated Statements of Financial Condition, using significant unobservable inputs.

| | June 30, | December 31, |
|---------------------------------|----------|--------------|
| | 2023 | 2022 |
| (in thousands) | | |
| Beginning balance | \$ — | \$ 4,929 |
| Total loss included in earnings | — | (344) |
| Transfer out of level 3 | — | (4,585) |
| Ending balance | \$ — | \$ — |

The Company recognizes transfers between levels of the valuation hierarchy at the end of the applicable reporting periods. There were no transfers into or out of Level 3 assets or liabilities in the fair value hierarchy at June 30, 2023 and one security transferred out of Level 3 assets in the fair value hierarchy at December 31, 2022. Fair value for Level 3 securities was determined using a third-party pricing service with limited levels of activity and price transparency.

Off-Balance-Sheet Instruments: Loan commitments on which the committed interest rate is less than the current market rate are insignificant at June 30, 2023 and December 31, 2022.

The fair value information about financial instruments are disclosed, whether or not recognized in the consolidated statements of financial condition, for which it is practicable to estimate that value. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company. The estimated fair value amounts for 2023 and 2022 have been measured as of their respective period-ends and have not been reevaluated or updated for purposes of these consolidated financial statements subsequent to those respective dates. As such, the estimated fair values of these financial instruments subsequent to the respective reporting dates may be different than amounts reported at each period.

The information presented should not be interpreted as an estimate of the fair value of the entire Company since a fair value calculation is only required for a limited portion of the Company's assets and liabilities. Due to the wide range of valuation techniques and the degree of subjectivity used in making the estimates, comparisons between the Company's disclosures and those of other banks may not be meaningful.

Note 14. Regulatory Capital Requirements

The Company and the Bank are subject to various regulatory capital requirements administered by the Federal Reserve Board, the OCC and the U.S. Department of Housing and Urban Development. Failure to meet minimum capital requirements can initiate certain

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's operations and financial statements. Under the regulatory capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that involve quantitative measures of the Company's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation require the maintenance of minimum amounts and ratios (set forth in the table below) of total risk-based and Tier 1 capital to risk-weighted assets (as defined), common equity Tier 1 capital (as defined), and Tier 1 capital to adjusted total assets (as defined) adjusted total assets (as defined). As of June 30, 2023 and December 31, 2022, the applicable capital adequacy requirements specified below have been met.

The below minimum capital requirements exclude the capital conservation buffer required to avoid limitations on capital distributions including dividend payments and certain discretionary bonus payments to executive officers. The applicable capital buffer for the Bank was 18.30% at June 30, 2023 and 22.53% at December 31, 2022.

The most recent notification from the OCC categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Company and the Bank must maintain minimum total risk-based, common equity risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the table below. There were no conditions or events since then that have changed the Bank's category.

The Company's and the Bank's actual capital amounts and ratios as of June 30, 2023 and December 31, 2022 as compared to regulatory requirements are as follows:

| | Actual | | For Capital Adequacy Purposes | | To Be Well Capitalized Under Prompt Corrective Action Provisions | |
|--|------------|--------|-------------------------------|-------|--|--------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| (Dollars in thousands) | | | | | | |
| June 30, 2023 | | | | | | |
| Ponce Financial Group, Inc. | | | | | | |
| Total Capital to Risk-Weighted Assets | \$ 531,291 | 28.71% | \$ 148,049 | 8.00% | \$ 185,062 | 10.00% |
| Tier 1 Capital to Risk-Weighted Assets | 508,061 | 27.45% | 111,037 | 6.00% | 148,049 | 8.00% |
| Common Equity Tier 1 Capital Ratio | 508,061 | 27.45% | 83,278 | 4.50% | 120,290 | 6.50% |
| Tier 1 Capital to Total Assets | 508,061 | 20.49% | 99,186 | 4.00% | 123,982 | 5.00% |
| Ponce Bank | | | | | | |
| Total Capital to Risk-Weighted Assets | \$ 483,200 | 26.30% | \$ 146,976 | 8.00% | \$ 183,720 | 10.00% |
| Tier 1 Capital to Risk-Weighted Assets | 460,136 | 25.05% | 110,232 | 6.00% | 146,976 | 8.00% |
| Common Equity Tier 1 Capital Ratio | 460,136 | 25.05% | 82,674 | 4.50% | 119,418 | 6.50% |
| Tier 1 Capital to Total Assets | 460,136 | 17.95% | 102,538 | 4.00% | 128,172 | 5.00% |

| | Actual | | For Capital Adequacy Purposes | | To Be Well Capitalized Under Prompt Corrective Action Provisions | |
|--|------------|--------|-------------------------------|-------|--|--------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| (Dollars in thousands) | | | | | | |
| December 31, 2022 | | | | | | |
| Ponce Financial Group, Inc. | | | | | | |
| Total Capital to Risk-Weighted Assets | \$ 530,241 | 33.72% | \$ 125,791 | 8.00% | \$ 157,238 | 10.00% |
| Tier 1 Capital to Risk-Weighted Assets | 510,537 | 32.47% | 94,343 | 6.00% | 125,791 | 8.00% |
| Common Equity Tier 1 Capital Ratio | 510,537 | 32.47% | 70,757 | 4.50% | 102,205 | 6.50% |
| Tier 1 Capital to Total Assets | 510,537 | 26.29% | 77,665 | 4.00% | 97,082 | 5.00% |
| Ponce Bank | | | | | | |
| Total Capital to Risk-Weighted Assets | \$ 476,519 | 30.53% | \$ 124,883 | 8.00% | \$ 156,104 | 10.00% |
| Tier 1 Capital to Risk-Weighted Assets | 456,816 | 29.26% | 93,662 | 6.00% | 124,883 | 8.00% |
| Common Equity Tier 1 Capital Ratio | 456,816 | 29.26% | 70,247 | 4.50% | 101,468 | 6.50% |
| Tier 1 Capital to Total Assets | 456,816 | 20.47% | 89,264 | 4.00% | 111,580 | 5.00% |

[Table of Contents](#)

Ponce Financial Group, Inc. and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

Ponce Bank, through its Mortgage World division, is subject to various net worth requirements in connection with lending agreements that Ponce Bank has entered with purchase facility lenders. Failure to maintain minimum capital requirements could result in the Bank's Mortgage World division being unable to originate and service loans, and, therefore, could have a direct material effect on the Company's consolidated financial statements.

The Bank's minimum net worth requirements as of June 30, 2023 and December 31, 2022 are reflected below:

| | Minimum Requirement (in thousands) |
|--------------------------|---------------------------------------|
| June 30, 2023 | |
| HUD | \$ 1,000 |
| December 31, 2022 | |
| HUD | \$ 1,000 |

As of June 30, 2023 and December 31, 2022, the Bank was in compliance with the applicable minimum capital requirements specified above.

Note 15. Accumulated Other Comprehensive Income (Loss)

The accumulated other comprehensive income (loss) is as follows:

| | December 31, 2022 | June 30, 2023 Change (in thousands) | June 30, 2023 |
|---|----------------------|---|----------------------|
| Unrealized gains (losses) on available-for-sale securities, net | \$ (17,860) | \$ 263 | \$ (17,597) |
| Total | <u>\$ (17,860)</u> | <u>\$ 263</u> | <u>\$ (17,597)</u> |
| | December 31, 2021 | December 31, 2022 Change (in thousands) | December 31, 2022 |
| Unrealized gains on available-for-sale securities, net | \$ (1,456) | \$ (16,404) | \$ (17,860) |
| Total | <u>\$ (1,456)</u> | <u>\$ (16,404)</u> | <u>\$ (17,860)</u> |

Note 16. Transactions with Related Parties

Directors, executive officers and non-executive officers of the Company have been customers of and have had transactions with the Bank, and it is expected that such persons will continue to have such transactions in the future. Aggregate loan transactions with related parties for the three and six months ended June 30, 2023 and 2022 were as follows:

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|----------------------------------|--|-----------------|--------------------------------------|-----------------|
| | 2023 | 2022 | 2023 | 2022 |
| | (in thousand) | | | |
| Beginning balance ⁽¹⁾ | \$ 8,829 | \$ 8,204 | \$ 8,318 | \$ 5,631 |
| Originations ⁽¹⁾ | 50 | 147 | 627 | 4,195 |
| Payments | (265) | (819) | (331) | (2,294) |
| Ending balance | <u>\$ 8,614</u> | <u>\$ 7,532</u> | <u>\$ 8,614</u> | <u>\$ 7,532</u> |

(1) Includes loans held by James Perez who became a director on March 17, 2022.

The Company held deposits in the amount of \$7.4 million and \$8.0 million from directors, executive officers and non-executive officers at June 30, 2023 and December 31, 2022, respectively.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

General

Management's discussion and analysis of the financial condition at June 30, 2023 and December 31, 2022, and results of operations for the three and six months ended June 30, 2023 and 2022, is intended to assist in understanding the financial condition and results of operations of Ponce Financial Group, Inc. (the "Company"). The information contained in this section should be read in conjunction with the unaudited financial statements and the notes thereto appearing in Part I, Item 1, of this quarterly report on Form 10-Q.

Cautionary Note Regarding Forward-Looking Statements

This quarterly report contains forward-looking statements, which can be identified by the use of words such as "estimate," "project," "intend," "anticipate," "assume," "plan," "seek," "expect," "will," "may," "should," "indicate," "would," "believe," "contemplate," "continue," "target" and words of similar meaning. These forward-looking statements include, but are not limited to:

- statements of the Company's goals, intentions and expectations;
- statements regarding its business plans, prospects, growth and operating strategies;
- statements regarding the quality of its loan and investment portfolios; and
- estimates of the risks and future costs and benefits;

These forward-looking statements are based on current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the Company's control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change.

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

- the scope, duration and severity of rising interest rates, and its effects on our business and operations, our customers, including their ability to make timely payments on loans, our service providers, and on the economy and financial markets in general;
- changes in consumer spending, borrowing and savings habits;
- general economic conditions, either nationally or in the market areas, that are worse than expected;
- the Company's ability to manage market risk, credit risk and operational risk in the current economic environment;
- changes in the level and direction of loan delinquencies and write-offs and changes in estimates of the adequacy of the allowance for loan losses;
- the ability to access cost-effective funding;
- fluctuations in real estate values and real estate market conditions;
- demand for loans and deposits in the market area;
- the Company's ability to implement and change its business strategies;
- competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce the Company's margins and yields, its mortgage banking revenues, the fair value of financial instruments or the level of loan originations, or increase the level of defaults, losses and prepayments on loans the Company have made and make;
- adverse changes in the securities or secondary mortgage markets;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;
- adverse changes related to the businesses of our partners, including Grain Technology, Inc. ("Grain") specifically (as defined herein);
- changes in the quality or composition of the Company's loan or investment portfolios;
- technological changes that may be more difficult or expensive than expected;

- the inability of third party providers to perform as expected;
- the Company's ability to enter new markets successfully and capitalize on growth opportunities;
- the Company's ability to successfully integrate into its operations, any assets, liabilities, customers, systems and management personnel the Company may acquire and management's ability to realize related revenue synergies and cost savings within expected time frames, and any goodwill charges related thereto;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission or the Public Company Accounting Oversight Board;
- the Company's ability to retain key employees;
- the Company's compensation expense associated with equity allocated or awarded to its employees; and
- changes in the financial condition, results of operations or future prospects of issuers of securities that the Company may own.

Additional factors that may affect the Company's results are discussed in our Annual Report on Form 10-K for the year ended December 31, 2022 under the heading "Risk Factors" filed with the Securities and Exchange Commission ("SEC") on March 21, 2023.

Because of these and other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements. The Company is under no duty to and does not assume any obligation to update any forward-looking statements after the date they were made, whether as a result of new information, future events or otherwise.

Non-GAAP Financial Measures

The following discussion contains certain non-GAAP financial measures in addition to results presented in accordance with GAAP. These non-GAAP measures are intended to provide the reader with additional supplemental perspective on operating results, performance trends, and financial condition. Non-GAAP financial measures are not a substitute for GAAP measures; they should be read and used in conjunction with the Company's GAAP financial information. The Company's non-GAAP measures may not be comparable to similar non-GAAP information which may be presented by other companies. In all cases, it should be understood that non-GAAP operating measures do not depict amounts that accrue directly to the benefit of shareholders. An item that management excludes when computing non-GAAP adjusted earnings can be of substantial importance to the Company's results and condition for any particular year. A reconciliation of non-GAAP financial measures to GAAP measures is provided below.

The SEC has exempted from the definition of non-GAAP financial measures certain commonly used financial measures that are not based on GAAP. Management believes that these non-GAAP financial measures are useful in evaluating the Company's financial performance and facilitate comparisons with the performance of other financial institutions. However, the information should be considered supplemental in nature and not as a substitute for related financial information prepared in accordance with GAAP.

The table below includes references to the Company's net income (loss) and earnings (loss) per share for the six months ended June 30, 2023 and 2022 before the Company's contribution to the Ponce De Leon Foundation. In management's view, that information, which is considered non-GAAP information, may be useful to investors as it will improve an understanding of core operations for the current and future periods. The non-GAAP net income (loss) amount and earnings (loss) per share reflect adjustments related to the non-recurring gain on sale of real property and the Company's contribution to the Ponce De Leon Foundation, net of tax effect. A reconciliation of the non-GAAP information to GAAP net income (loss) and earnings (loss) per share is provided below.

Non-GAAP Reconciliation – Net Income (Loss) before the Contribution to the Ponce De Leon Foundation (Unaudited)

| | Six Months Ended June 30, 2023 | | Six Months Ended June 30, 2022 | |
|---|--|------|-----------------------------------|---------|
| | (Dollars in thousands, except per share data) | | | |
| Net income (loss) - GAAP | \$ | 244 | \$ | (6,049) |
| Contribution to the Ponce De Leon Foundation | | — | | 4,995 |
| Income tax (benefit) provision | | — | | (1,049) |
| Net income (loss) - non-GAAP | \$ | 244 | \$ | (2,103) |
| Earnings (loss) per common share (GAAP) (1) | \$ | 0.01 | \$ | (0.27) |
| Earnings (loss) per common share (non-GAAP) (1) | \$ | 0.01 | \$ | (0.09) |

(1) Earnings (loss) per share were computed (for the GAAP and non-GAAP basis) based on the weighted average number of basic shares outstanding for the six months ended June 30, 2023 and 2022 (23,250,357 shares and 22,243,776 shares, respectively).

The CARES Act

On March 27, 2020, Congress passed, and the President signed, the Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”) to address the economic effects of the COVID-19 pandemic.

The CARES Act appropriated \$349.0 billion for PPP loans and on April 24, 2020, the U.S. Small Business Administration (“SBA”) received another \$310.0 billion in PPP funding. On December 27, 2020, the Economic Aid Act appropriated \$284.0 billion for both first and second draw PPP loans, bringing the total appropriations for PPP loans to \$943.0 billion. PPP ended on May 31, 2021. Loans under the PPP that meet SBA requirements may be forgiven in certain circumstances, and are 100% guaranteed by the SBA. The Company had received SBA approval and originated 5,340 PPP loans, of which 8 loans totaling \$3.2 million were outstanding at June 30, 2023. PPP loans have a two-year or five-year term, provide for fees of up to 5% of the loan amount and earn interest at a rate of 1% per annum. It is our expectation that a significant portion of these remaining loans will ultimately be forgiven by the SBA in accordance with the terms of the program.

Federal Economic Relief Funds To Aid Lending

On June 7, 2022, Ponce Financial Group, Inc. (the “Company”), the holding company for Ponce Bank, closed a private placement (the “Private Placement”) of 225,000 shares of the Company’s Senior Non-Cumulative Perpetual Preferred Stock, Series A, par value \$0.01 (the “Preferred Stock”) for an aggregate purchase price equal to \$225,000,000 in cash, to the United States Department of the Treasury (the “Treasury”) pursuant to the Emergency Capital Investment Program (“ECIP”). The holders of the Preferred Stock will be entitled to a dividend payable in cash quarterly at an annual rate dependent on certain factors as reported by the Company to Treasury in a quarterly supplemental report. The initial dividend rate is zero percent for the first two years after issuance, and thereafter the floor dividend rate is 0.50% and the ceiling dividend rate is 2.00%. After 10 years of issuance, the perpetual dividend rate in effect, will be determined based on said floor and ceiling. The actual dividend rate that will be paid by the Company on the Preferred Stock cannot be determined at this time.

The ECIP investment by the Treasury is part of a program to invest over \$8.7 billion into Community Development Financial Institution (“CDFI”) or Minority Depository Institution (“MDI”), of which Ponce Bank is both. The ECIP is intended to incentivize CDFIs and MDIs to provide loans, grants, and forbearance to small businesses, minority-owned businesses, and consumers in low-income and underserved communities that may have been disproportionately impacted by the economic effects of the COVID-19 pandemic.

In the event of a liquidation, dissolution or winding up of the Company, the Preferred Stock will be entitled to a liquidation preference, subject to certain limitations, in the amount of the sum of \$1,000 per share plus declared and unpaid dividends (without accumulation of undeclared dividends) on each share.

CDFI Equitable Recovery Program

The Bank has been awarded a \$3.7 million grant from the U.S. Treasury as part of the Community Development Financial Institutions ("CDFI") Equitable Recovery Program ("ERP") which aims to help CDFI's further their mission of helping low and low-to-moderate income communities recover from the impact of the COVID-19 pandemic. The Bank expects that the grant will be disbursed during the third quarter of 2023 and its utilization would be subject to eligible activities and reporting in accordance with the ERP program.

Critical Accounting Policies

Accounting estimates are necessary in the application of certain accounting policies and procedures and are particularly susceptible to significant change. Critical accounting policies are defined as those involving significant judgments and assumptions by management and that could have a material impact on the carrying value of certain assets, liabilities or on income under different assumptions or conditions. Management believes that the most critical accounting policy relates to the allowance for credit losses.

The allowance for credit losses is established as probable incurred losses are estimated to have occurred through a provision for credit losses charged to earnings. Credit losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The discussion and analysis of the financial condition and results of operations are based on the Company's consolidated financial statements, which are prepared in conformity with GAAP. The preparation of these consolidated financial statements requires management to make estimates and assumptions affecting the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and the reported amounts of income and expenses. The estimates and assumptions used are based on historical experience and various other factors and are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions, resulting in a change that could have a material impact on the carrying value of our assets and liabilities and our results of operations.

See Note 1, "Nature of Business and Summary of Significant Accounting Policies," to the accompanying Financial Statements for a discussion of significant accounting policies.

Factors Affecting the Comparability of Results

Ponce De Leon Foundation.

On January 27, 2022, the Company made a \$5.0 million contribution to the Ponce De Leon Foundation as part of the conversion and reorganization, which is included in non-interest expense for the six months ended June 30, 2022, in the accompanying Consolidated Statements of Operations.

Write-off and Write-Down.

In 2020, the Company entered into a business arrangement with the FinTech startup company Grain. Grain's product is a mobile application geared to the underbanked, minorities and new generations entering the financial services market. In employing this mobile application, the Bank uses non-traditional underwriting methodologies to provide revolving credit to borrowers who otherwise may gravitate to using alternative non-bank lenders. Under the terms of its agreement with Grain, the Bank is the lender for Grain-originated microloans with credit lines currently up to \$1,500 and, where applicable, the depository for related security deposits. Grain originates and services these microloans and is responsible for maintaining compliance with the Bank's origination and servicing standards, as well as applicable regulatory and legal requirements. If a microloan is found to be fraudulent, becomes 90 days delinquent upon 90 days of origination or defaults due to a failure of Grain to properly service the microloan, the Bank's applicable standards for origination or servicing are deemed to have not been complied with and the microloan is put back to Grain, who then becomes responsible for the microloan and any related losses. The microloans put back to Grain are accounted for as an "other asset," specifically referred to herein as the "Grain Receivable." The Bank, pursuant to its agreement with Grain, at December 31, 2022, had 27,886 microloans outstanding, net of put backs, with credit extensions aggregating \$18.2 million.

At June 30, 2023, the Bank had 19,701 Grain microloans outstanding, net of put backs, with an aggregate balance totaling \$11.2 million and which were performing, in management's opinion, comparably to similar portfolios, offset by an \$9.8 million allowance for credit losses, resulting in \$1.4 million in Grain microloans. Since the beginning of the Bank's agreement with Grain and through June 30, 2023, 45,322 microloans amounting to \$24.3 million have been deemed to be fraudulent and put back to Grain. The Company has written-down a total of \$15.7 million, net of recoveries, of the Grain Receivable and received \$6.8 million in cash from Grain and through the application of security deposits connected to fraudulent loan accounts. The Bank also opted to use the \$1.8 million grant it received from the U.S. Treasury Department's Rapid Response Program to defray the Grain Receivable. The application of those amounts resulted in no net receivable. Additionally, the Company wrote-off its equity investment in Grain of \$1.0 million during the

[Table of Contents](#)

year ended December 31, 2022. As of June 30, 2023, the Company's total exposure to Grain was \$1.4 million of the remaining microloans, net of allowance for credit losses, excluding \$2.4 million of unused commitments available to Grain borrowers and \$1.3 million of security deposits by Grain borrowers. The \$1.3 million of recoveries for the six months ended June 30, 2023 and the \$9.6 million write-off for the six months ended June 30, 2022 related to Grain is included in non-interest expense in the accompanying Consolidated Statements of Operations. Of the \$1.3 million of recoveries for the six months ended June 30, 2023, \$0.6 million were payments received from Grain on the Grain Receivable and the remainder were payments from Grain borrowers.

Grain Technology, Inc. ("Grain") Total Exposure as of June 30, 2023 (in thousands)

| | |
|--|-----------------|
| Receivable from Grain | |
| Microloans originated - put back to Grain (inception-to-June 30, 2023) | \$ 24,324 |
| Write-downs, net of recoveries (inception-to-date as of June 30, 2023) | (15,679) |
| Cash receipts from Grain (inception-to-June 30, 2023) | (6,819) |
| Grant/reserve (inception-to-June 30, 2023) | (1,826) |
| Net receivable as of June 30, 2023 | \$ — |
| Microloan receivables from Grain borrowers | |
| Grain originated loans receivable as of June 30, 2023 | \$ 11,213 |
| Allowance for credit losses as of June 30, 2023 ⁽¹⁾ | (9,786) |
| Microloans, net of allowance for credit losses as of June 30, 2023 | \$ 1,427 |
| Investments | |
| Investment in Grain | \$ 1,000 |
| Investment in Grain write-off | (1,000) |
| Investment in Grain as of June 30, 2023 | \$ — |
| Total exposure to Grain as of June 30, 2023 | \$ <u>1,427</u> |

(1) Includes \$0.3 million for allowance for unused commitments on the \$2.4 million of unused commitments available to Grain borrowers reported in other liabilities in the accompanying Consolidated Statements of Financial Conditions. Excludes \$1.3 million of security deposits by Grain originated borrowers reported in deposits in the accompanying Consolidated Statements of Financial Conditions.

Grain has been victimized by cyber fraud using synthetic and other forms of fraudulent identifications, a phenomenon that has become prevalent with Fintechs. Grain remains a pre-profit startup highly dependent on earnings from its relationship with the Bank, a new relationship with another financial institution, and further capital raises which may not materialize.

The Company continues to closely monitor its portfolio of consumer loans originated by Grain as well as Grain's refinement of solutions for detecting and preventing cyber fraud in the application for microloans. The Company has requested, and Grain has agreed, that no new microloans be originated until further notice and that further extensions of credit to an existing microloan borrower only be made upon confirmation that such borrower is not fraudulent. Further, like other start-up companies, there is a higher level of risk that Grain may not be able to execute its business plan and may fail. In the event Grain were to cease operations, and although it has considered contingency plans, the Bank may have greater difficulty in servicing and collecting the microloan portfolio. In such a case, the level the Bank has provided for in its allowance for credit losses for its microloan portfolio may be inadequate and it may need to increase its provision for credit losses, which could materially decrease the Company's net income. As a consequence of such events, the Bank may determine it appropriate to terminate its relationship with Grain.

Vision 2025 Evolves

The Company has deployed a Fintech-based small business automated lending technology in partnership with LendingFront Technologies, Inc. The technology is a mobile application that digitizes the lending workflow from pre-approval to servicing and enables the Company to originate, close and fund small business loans within very short spans of time, without requiring a physical presence within banking offices and with automated underwriting using both traditional and non-traditional methods. The application has full loan origination and servicing capabilities and is integrated with Salesforce. All Commercial Relationship Officers and Business Development Managers will utilize these capabilities. The Company is seeking to establish loan origination partnerships with non-profit and community-based organizations to ensure penetration in underserved and underbanked markets.

The Company also established a relationship with SaveBetter, LLC, a fintech startup focusing on brokered deposits. As of June 30, 2023, the Company had \$377.1 million in such deposits. The recent regulatory easing of brokered deposit rules may enable the Company to classify such deposits as core deposits.

On October 1, 2022, the Bank entered into a Membership Interest Purchase Agreement with Bamboo Payment Holding LLC ("Bamboo"). Under the agreement, the Bank purchased from Bamboo 180 Membership Interest Units representing an aggregate amount equal to up to 18% of total issued and outstanding Membership Interest in Bamboo for a purchase price of \$2.5 million. During the first six months of 2023, the Bank made two additional contributions for a total of \$0.8 million for a total investment in Bamboo of \$3.3 million. With over a decade processing payments in Latin America, Bamboo has a diverse network connects Latin American local payment processing to global companies as well as domestic solutions to locally based organizations.

At December 31, 2018, the Company had approximately \$1.06 billion in assets, \$918.5 million in loans and \$809.8 million in deposits. The Company has since grown to \$2.67 billion in assets, \$1.70 billion in loans receivables, net of allowance for credit losses of \$28.2 million, and \$1.44 billion in deposits at June 30, 2023, all while investing in infrastructure, implementing digital banking, acquiring Mortgage World, adopting GPS, diversifying its product offering and partnering with Fintech companies. The Company raised over \$132.0 million in additional capital through our conversion and reorganization and realized approximately \$20.0 million in net gain while freeing up approximately \$40.0 million in investable funds through our sale-and-leaseback initiative. Now, the Company believes that it is poised to enhance its presence, locally and in similar communities outside New York, as a leading CDFI and MDI financial institution holding company.

On June 7, 2022, the Company issued 225,000 shares of the Company's Preferred Stock, par value \$0.01 for an aggregate purchase price equal to \$225.0 million in cash to the Treasury, pursuant to the Treasury's ECIP. Under the ECIP, Treasury provided investment capital directly to depository institutions that are CDFIs or MDIs or their holding companies, to provide loans, grants, and forbearance for small businesses, minority-owned businesses, and consumers, in low-income and underserved communities. Treasury has indicated that the investment will qualify as Tier 1 capital. No dividends will accrue or be due for the first two years after issuance. For years three through ten, depending upon the level of qualified and/or deep impact lending made in targeted communities, as defined in the ECIP guidelines, dividends will be at an annual rate of either 2.0%, 1.25% or 0.5% and, thereafter, will be fixed at one of the foregoing rates. Holders of Preferred Stock generally do not have any voting rights, with the exception of voting rights on certain matters as outlined in the Certificate of Designations. The Company has the option to redeem the shares of Preferred Stock (i) in whole or in part on any dividend payment date on or after June 15, 2027, or (ii) in whole but not in part at any time within ninety days following a Regulatory Capital Treatment Event, as defined below, in each case at a cash redemption price equal to the liquidation amount, with an amount equal to any dividends that have been declared but not paid prior to the redemption date. The Company may not redeem shares of Preferred Stock without having received the prior approval of the appropriate Federal banking agency for the Company, as defined in Section 3(q) of the Federal Deposit Insurance Act, to the extent required under applicable capital rules. Such redemptions are subject to certain conditions and limitations. In the event of a liquidation, dissolution or winding up of the Company, the Preferred Stock will be entitled to a liquidation preference, subject to certain limitations, in the amount of the sum of \$1,000 per share plus declared and unpaid dividends (without accumulation of undeclared dividends) on each share.

A "Regulatory Capital Treatment Event" means a good-faith determination that, as a result of (i) any amendment to, or change in, the laws, rules or regulations of the United States or any political subdivision of or in the United States (including, for the avoidance of doubt, any agency or instrumentality of the United States, including the Federal Reserve and other appropriate federal bank regulatory agencies) that is enacted or becomes effective after the initial issuance of any share of the Preferred Stock; (ii) any proposed change in those laws, rules or regulations that is announced after the initial issuance of any share of the Preferred Stock; or (iii) any official administrative or judicial decision or administrative action or other official pronouncement interpreting or applying those laws, rules or regulations or policies with respect thereto that is announced or becomes effective after the initial issuance of the Preferred Stock, there is more than an insubstantial risk that we will not be entitled to treat the full liquidation preferences of the shares of Preferred Stock then outstanding as "Additional Tier 1 Capital" (or its equivalent) for purposes of the capital adequacy standards of Federal Reserve Regulation Q, 12 C.F.R. Part 217 (or, as and if applicable, the successor capital adequacy guidelines, rules or regulations of the Federal Reserve or the capital adequacy guidelines, rules or regulations of any successor appropriate federal banking agency), as then in effect and applicable, for as long as any share of Preferred Stock is outstanding.

Comparison of Financial Condition at June 30, 2023 and December 31, 2022

Total Assets. Total consolidated assets increased \$360.0 million, or 15.6%, to \$2.67 billion at June 30, 2023 from \$2.31 billion at December 31, 2022. The increase in total assets is largely attributable to increases of \$202.0 million in net loans receivable, \$189.4 million in cash and cash equivalents, \$8.0 million in mortgage loans held for sale and \$2.0 million in other assets, offset by decreases of \$28.9 million in held-to-maturity securities, \$5.8 million in available-for-sale securities, and \$5.5 million in Federal Home Loan Bank of New York stock.

Cash and Cash Equivalents. Cash and cash equivalents increased \$189.4 million, or 348.5%, to \$243.8 million at June 30, 2023, compared to \$54.4 million at December 31, 2022. The increase in cash and cash equivalents was primarily the result of increases of

[Table of Contents](#)

\$189.6 million in net deposits and \$164.7 million in net borrowings and proceeds of \$33.8 million from maturities/calls of securities, offset by an increase of \$201.3 million in net loans.

Securities. The composition of securities at June 30, 2023 and December 31, 2022 and the amounts maturing of each classification are summarized as follows:

| | June 30, 2023 | | December 31, 2022 | |
|--|-------------------|-------------------|-------------------|-------------------|
| | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| (in thousands) | | | | |
| Available-for-Sale Securities: | | | | |
| U.S. Government Bonds: | | | | |
| Amounts maturing: | | | | |
| Three months or less | \$ — | \$ — | \$ — | \$ — |
| More than three months through one year | — | — | — | — |
| More than one year through five years | 2,988 | 2,709 | 2,985 | 2,689 |
| More than five years through ten years | — | — | — | — |
| | 2,988 | 2,709 | 2,985 | 2,689 |
| Corporate Bonds: | | | | |
| Amounts maturing: | | | | |
| Three months or less | — | — | — | — |
| More than three months through one year | — | — | — | — |
| More than one year through five years | 4,000 | 3,735 | 4,000 | 3,710 |
| More than five years through ten years | 21,807 | 19,288 | 21,824 | 19,649 |
| | 25,807 | 23,023 | 25,824 | 23,359 |
| Mortgage-Backed Securities | 117,282 | 97,988 | 123,134 | 103,457 |
| Total Available-for-Sale Securities | \$ 146,077 | \$ 123,720 | \$ 151,943 | \$ 129,505 |
| Held-to-Maturity Securities: | | | | |
| U.S. Agency Bonds: | | | | |
| Amounts maturing: | | | | |
| Three months or less | \$ — | \$ — | \$ — | \$ — |
| More than three months through one year | — | — | — | — |
| More than one year through five years | 25,000 | 24,545 | 35,000 | 34,620 |
| More than five years through ten years | — | — | — | — |
| | 25,000 | 24,545 | 35,000 | 34,620 |
| Corporate Bonds: | | | | |
| Amounts maturing: | | | | |
| Three months or less | \$ — | \$ — | \$ — | \$ — |
| More than three months through one year | — | — | — | — |
| More than one year through five years | 75,000 | 72,190 | 75,000 | 71,328 |
| More than five years through ten years | 7,500 | 7,357 | 7,500 | 7,410 |
| | 82,500 | 79,547 | 82,500 | 78,738 |
| Mortgage-Backed Securities | 375,314 | 361,962 | 393,320 | 382,493 |
| Allowance for Credit Losses | (862) | — | — | — |
| Total Held-to-Maturity Securities | \$ 481,952 | \$ 466,054 | \$ 510,820 | \$ 495,851 |

The Company securities portfolio decreased \$28.9 million in held-to-maturity and \$5.8 million in available-for-sale during the six months ended June 30, 2023. The decrease was primarily due to a call on one of the securities in the amount of \$10.0 million and changes in principal.

[Table of Contents](#)

Gross Loans Receivable. The composition of gross loans receivable at June 30, 2023 and at December 31, 2022 and the percentage of each classification to total loans are summarized as follows:

| | June 30, 2023 | | December 31, 2022 | | Increase (Decrease) | |
|-------------------------------|---------------------|---------------|---------------------|---------------|---------------------|--------------|
| | Amount | Percent | Amount | Percent | Dollars | Percent |
| (Dollars in thousands) | | | | | | |
| Mortgage loans: | | | | | | |
| 1-4 Family residential | | | | | | |
| Investor-Owned | \$ 351,754 | 20.4% | \$ 343,968 | 22.6% | \$ 7,786 | 2.3% |
| Owner-Occupied | 154,116 | 8.9% | 134,878 | 8.8% | 19,238 | 14.3% |
| Multifamily residential | 550,033 | 31.9% | 494,667 | 32.4% | 55,366 | 11.2% |
| Nonresidential properties | 317,416 | 18.4% | 308,043 | 20.2% | 9,373 | 3.0% |
| Construction and land | 315,843 | 18.3% | 185,018 | 12.1% | 130,825 | 70.7% |
| Total mortgage loans | 1,689,162 | 98.1% | 1,466,574 | 96.1% | 222,588 | 15.2% |
| Nonmortgage loans: | | | | | | |
| Business loans ⁽¹⁾ | 21,041 | 1.2% | 39,965 | 2.6% | (18,924) | (47.4%) |
| Consumer loans ⁽²⁾ | 11,958 | 0.7% | 19,129 | 1.3% | (7,171) | (37.5%) |
| | 32,999 | 1.9% | 59,094 | 3.9% | (26,095) | (44.2%) |
| Total | \$ 1,722,161 | 100.0% | \$ 1,525,668 | 100.0% | \$ 196,493 | 12.9% |

(1)As of June 30, 2023 and December 31, 2022, business loans include \$3.2 million and \$20.0 million, respectively, of PPP loans.

(2)As of June 30, 2023 and December 31, 2022, consumer loans include \$11.2 million and \$18.2 million of microloans originated by Grain pursuant to its arrangement with the Bank.

Based on current internal loan reviews, the Company believes that the quality of our underwriting, our weighted average loan-to-value ratio of 58.7% and our customer selection processes have served us well and provided us with a reliable base with which to maintain a well-protected loan portfolio.

Commercial real estate loans, as defined by applicable banking regulations, include multifamily residential, nonresidential properties, and construction and land mortgage loans. At June 30, 2023 and December 31, 2022, approximately 5.4% and 6.4%, respectively, of the outstanding principal balance of the Bank's commercial real estate mortgage loans were secured by owner-occupied commercial real estate. Owner-occupied commercial real estate is similar in many ways to commercial and industrial lending in that these loans are generally made to businesses predominantly on the basis of the cash flows of the business rather than on valuation of the real estate.

Banking regulations have established guidelines relating to the amount of construction and land mortgage loans and investor-owned commercial real estate mortgage loans of 100% and 300% of total risk-based capital, respectively. Should a bank's ratios be in excess of these guidelines, banking regulations generally require an increased level of monitoring in these lending areas by bank management. The Bank's policy is to operate within the 100% guideline for construction and land mortgage loans and up to 400% for investor owned commercial real estate mortgage loans. Both ratios are calculated by dividing certain types of loan balances for each of the two categories by the Bank's total risk-based capital. At June 30, 2023 and December 31, 2022, the Bank's construction and land mortgage loans as a percentage of total risk-based capital was 65.7% and 38.5%, respectively. Investor owned commercial real estate mortgage loans as a percentage of total risk-based capital was 245.4% and 194.0% as of June 30, 2023 and December 31, 2022, respectively. At June 30, 2023, the Bank was within the 100% guideline for construction and land mortgage loans and the 300% guideline for investor owned commercial real estate mortgage loans established by banking regulators. Management believes that it has established the appropriate level of controls to monitor the Bank's lending in these areas.

Loans Held For Sale. Loans held for sale, at fair value, at June 30, 2023 increased \$8.1 million, or 408.8%, to \$10.1 million from \$2.0 million at December 31, 2022.

Deposits. The composition of deposits at June 30, 2023 and December 31, 2022 and changes in dollars and percentages are summarized as follows:

| | June 30, 2023 | | December 31, 2022 | | Increase (Decrease) | |
|--|---------------------|------------------|----------------------------------|------------------|---------------------|--------------|
| | Amount | Percent of Total | Amount (Dollars in thousands) | Percent of Total | Dollars | Percent |
| Demand | \$ 266,545 | 18.4% | \$ 289,149 | 23.1% | \$ (22,604) | (7.8%) |
| Interest-bearing deposits: | | | | | | |
| NOW/IOLA accounts | 22,754 | 1.6% | 24,349 | 1.9% | (1,595) | (6.6%) |
| Money market accounts | 538,520 | 37.3% | 317,815 | 25.4% | 220,705 | 69.4% |
| Reciprocal deposits | 100,919 | 7.0% | 114,049 | 9.1% | (13,130) | (11.5%) |
| Savings accounts | 119,635 | 8.3% | 130,432 | 10.4% | (10,797) | (8.3%) |
| Total NOW, money market, reciprocal and savings | 781,828 | 54.2% | 586,645 | 46.8% | 195,183 | 33.3% |
| Certificates of deposit of \$250K or more | 83,646 | 5.8% | 70,113 | 5.6% | 13,533 | 19.3% |
| Brokered certificates of deposit ⁽¹⁾ | 98,729 | 6.9% | 98,754 | 7.9% | (25) | (0.0%) |
| Listing service deposits ⁽¹⁾ | 20,258 | 1.4% | 35,813 | 2.9% | (15,555) | (43.4%) |
| Certificates of deposit less than \$250K | 191,007 | 13.3% | 171,938 | 13.7% | 19,069 | 11.1% |
| Total certificates of deposit | 393,640 | 27.4% | 376,618 | 30.1% | 17,022 | 4.5% |
| Total interest-bearing deposits | 1,175,468 | 81.6% | 963,263 | 76.9% | 212,205 | 22.0% |
| Total deposits | \$ 1,442,013 | 100.0% | \$ 1,252,412 | 100.0% | \$ 189,601 | 15.1% |

(1)As of June 30, 2023 and December 31, 2022, there were \$3.3 million and \$13.6 million, respectively, in individual listing service deposits amounting to \$250,000 or more. All brokered certificates of deposit individually amounted to less than \$250,000.

When wholesale funding is necessary to complement the Company's core deposit base, management determines which source is best suited to address both liquidity risk and interest rate risk in line with management objectives. The Company's Interest Rate Risk Policy imposes limitations on overall wholesale funding and noncore funding reliance. The overall reliance on wholesale funding and noncore funding were within those policy limitations as of June 30, 2023 and December 31, 2022. The Management Asset/Liability Committee generally meets on a bi-weekly basis to review funding needs, if any, and to ensure the Company operates within the approved limitations.

Borrowings. The Bank had outstanding borrowings at June 30, 2023 of \$682.1 million in term advances from the FHLBNY and FRBNY and \$511.4 million of outstanding term advances from the FHLBNY at December 31, 2022. The Bank also had \$6.0 million of overnight line of credit advance from the FHLBNY at December 31, 2022. Additionally, the Bank had two unsecured lines of credit in the amount of \$90.0 million with two correspondent banks, under which there was nothing outstanding at both June 30, 2023 and December 31, 2022. The Bank had no overnight line of credit advance at June 30, 2023 and December 31, 2022.

Stockholders' Equity. The Company's consolidated stockholders' equity decreased \$2.2 million, or 0.45%, to \$490.5 million at June 30, 2023 from \$492.7 million at December 31, 2022. This decrease in stockholders' equity was largely attributable to \$5.2 million in share repurchases, partially offset by increases in equity of \$1.1 million as a result of implementation of CECL, \$0.8 million in share-based compensation, \$0.6 million in ESOP, \$0.3 million in other comprehensive loss related to improved valuation of securities and \$0.2 million in net income.

Comparison of Results of Operations for the Three Months Ended June 30, 2023 and 2022

The discussion of the Company's results of operations for the three months ended June 30, 2023 and 2022 are presented below. The results of operations for interim periods may not be indicative of future results.

Overview. Net loss for the three months ended June 30, 2023 was \$0.1 million compared to net income of \$0.8 million for the three months ended June 30, 2022. Loss per basic and diluted share was \$0.00 for the three months ended June 30, 2023 compared to earnings per basic and diluted share of \$0.03 for three months ended June 30, 2022. The \$0.9 million decrease of net income for the three months ended June 30, 2023 compared to the three months ended June 30, 2022 was due to a decrease \$0.7 million of non-interest income, an increase of \$0.5 million in non-interest expenses and a decrease of \$0.3 million in benefit for income taxes, offset by an increase of \$0.8 million in net interest income.

[Table of Contents](#)

The following table presents the results of operations for the periods indicated:

| | For the Three Months Ended June 30, | | Increase (Decrease) | |
|--|-------------------------------------|---------------|---------------------|-----------------|
| | 2023 | 2022 | Dollars | Percent |
| | (Dollars in thousands) | | | |
| Interest and dividend income | \$ 31,055 | \$ 17,167 | \$ 13,888 | 80.9% |
| Interest expense | 14,773 | 1,679 | 13,094 | 779.9% |
| Net interest income | 16,282 | 15,488 | 794 | 5.1% |
| Provision for loan losses | 987 | 817 | 170 | 20.8% |
| Net interest income after provision for loan losses | 15,295 | 14,671 | 624 | 4.3% |
| Non-interest income | 1,492 | 2,179 | (687) | (31.5%) |
| Non-interest expense | 17,089 | 16,567 | 522 | 3.2% |
| Loss income before income taxes | (302) | 283 | (585) | (206.7%) |
| Benefit for income taxes | (215) | (488) | 273 | (55.9%) |
| Net (loss) income | \$ (87) | \$ 771 | \$ (858) | (111.3%) |
| Earnings per share: | | | | |
| Basic | \$ (0.00) | \$ 0.03 | \$ (0.04) | (111.3%) |
| Diluted | \$ (0.00) | \$ 0.03 | \$ (0.04) | (111.3%) |

Interest and Dividend Income. Interest and dividend income increased \$13.9 million, or 80.9%, to \$31.1 million for the three months ended June 30, 2023 from \$17.2 million for the three months ended June 30, 2022. Interest income on loans receivable, which is the Company's primary source of income, increased \$7.0 million, or 43.3%, to \$23.0 million for the three months ended June 30, 2023 from \$16.1 million for the three months ended June 30, 2022. Interest and dividend income on securities and FHLBNY stock and deposits due from banks increased \$6.9 million, or 624.3%, to \$8.0 million for the three months ended June 30, 2023 from \$1.1 million for the three months ended June 30, 2022.

The following table presents interest income on loans receivable for the periods indicated:

| | For the Three Months Ended June 30, | | Change | |
|--|-------------------------------------|------------------|-----------------|--------------|
| | 2023 | 2022 | Amount | Percent |
| | (Dollars in thousands) | | | |
| 1-4 Family residential | \$ 7,594 | \$ 4,970 | \$ 2,624 | 52.8% |
| Multifamily residential | 6,726 | 4,134 | 2,592 | 62.7% |
| Nonresidential properties | 3,783 | 2,863 | 920 | 32.1% |
| Construction and land | 4,196 | 2,318 | 1,878 | 81.0% |
| Business loans | 350 | 1,241 | (891) | (71.8%) |
| Consumer loans | 366 | 531 | (165) | (31.1%) |
| Total interest income on loans receivable | \$ 23,015 | \$ 16,057 | \$ 6,958 | 43.3% |

The following table presents interest and dividend income on securities and FHLBNY stock and deposits due from banks for the periods indicated:

| | For the Three Months Ended June 30, | | Change | |
|---|-------------------------------------|-----------------|-----------------|---------------|
| | 2023 | 2022 | Amount | Percent |
| | (Dollars in thousands) | | | |
| Interest on deposits due from banks | \$ 1,817 | \$ 131 | \$ 1,686 | 1,287.0% |
| Interest on securities | 5,731 | 909 | 4,822 | 530.5% |
| Dividend on FHLBNY stock | 492 | 70 | 422 | 602.9% |
| Total interest and dividend income | \$ 8,040 | \$ 1,110 | \$ 6,930 | 624.3% |

Interest Expense. Interest expense increased \$13.1 million, or 779.9%, to \$14.8 million for the three months ended June 30, 2023 from \$1.7 million for the three months ended June 30, 2022, primarily due to an increase average cost of funds.

The following table presents interest expense for the periods indicated:

| | For the Three Months Ended June 30, | | | Change | |
|-------------------------------|-------------------------------------|----------|-----------|----------|--|
| | 2023 | 2022 | Amount | Percent | |
| | (Dollars in thousands) | | | | |
| Certificates of deposit | \$ 2,381 | \$ 678 | \$ 1,703 | 251.2% | |
| Money market | \$ 5,874 | \$ 472 | 5,402 | 1,144.5% | |
| Savings | \$ 29 | \$ 33 | (4) | (12.1%) | |
| NOW/IOLA | \$ 8 | \$ 14 | (6) | (42.9%) | |
| Advance payments by borrowers | \$ 2 | \$ 1 | 1 | 100.0% | |
| Borrowings | \$ 6,479 | \$ 481 | 5,998 | 1,247.0% | |
| Total interest expense | \$ 14,773 | \$ 1,679 | \$ 13,094 | 779.9% | |

Net Interest Income. Net interest income increased \$0.8 million, or 5.1%, to \$16.3 million for the three months ended June 30, 2023 from \$15.5 million for the three months ended June 30, 2022. The \$0.8 million increase in net interest income for the three months ended June 30, 2023 compared to the three months ended June 30, 2022 was attributable to an increase of \$13.9 million in interest and dividend income primarily due to increases in average loans receivable and interest and dividend on securities and FHLBNY stock and deposits due from banks, offset by an increase of \$13.1 million in interest expense due primarily to a higher average cost of funds on interest bearing liabilities.

Net interest rate spread decreased by 201 basis point to 1.66% for the three months ended June 30, 2023 from 3.67% for the three months ended June 30, 2022. The decrease in the net interest rate spread for the three months ended June 30, 2023 compared to the three months ended June 30, 2022 was primarily due to an increase in the average rates paid on interest-bearing liabilities of 272 basis points to 3.40% for the three months ended June 30, 2023 from 0.68% for the three months ended June 30, 2022 and an increase in the average yields on interest-earning assets of 71 basis points to 5.06% for the three months ended June 30, 2023 from 4.35% for the three months ended June 30, 2022.

Net interest margin decreased 127 basis points for the three months ended June 30, 2023, to 2.65% from 3.92% for three months ended June 30, 2022, reflecting an increase in our securities portfolio and our organic loan growth.

The Federal Reserve raised the target range for the federal funds rate by 25 basis points to 5.25%-5.50% during its July 26, 2023 meeting, pushing borrowing costs to the highest level in 22 years. The Federal Reserve has signaled that there will likely be additional federal funds interest rate increases. The recent increase and the anticipated increases are in response to inflation rising at a rate not seen in over 40 years. Because of this rising rate environment, the speed with which it is anticipated to be implemented, the significant competitive pressures in our markets and the potential negative impact of these factors on our deposit and loan pricing, our net interest margin may be negatively impacted. Our net interest income may also be negatively impacted if the demand for loans decreases due to the rate increases, alone or in tandem with the concurrent inflationary pressures. We may be negatively impacted if we are unable to appropriately time adjustments to our funding costs and the rates we earn on our loans.

Non-Interest Income. Non-interest income decreased \$0.7 million, or 31.5%, to \$1.5 million for the three months ended June 30, 2023 from \$2.2 million for the three months ended June 30, 2022. The decrease in non-interest income for the three months ended June 30, 2023 compared to the three months ended June 30, 2022 was attributable to decreases of \$0.7 million in loan origination fees, \$0.2 million in brokerage commission and \$0.1 million in income on sale of mortgage loans, partially offset by increases of \$0.2 million in late and prepayment charges and \$0.1 million in other non-interest income.

The following table presents non-interest income for the periods indicated:

| | For the Three Months Ended June 30, | | | Change | |
|----------------------------------|-------------------------------------|----------|----------|----------|--|
| | 2023 | 2022 | Amount | Percent | |
| | (Dollars in thousands) | | | | |
| Service charges and fees | \$ 481 | \$ 445 | \$ 36 | 8.1% | |
| Brokerage commissions | 35 | 214 | (179) | (83.6%) | |
| Late and prepayment charges | 372 | 193 | 179 | 92.7% | |
| Income on sale of mortgage loans | 82 | 200 | (118) | (59.0%) | |
| Loan origination | — | 696 | (696) | (100.0%) | |
| Other | 522 | 431 | 91 | 21.1% | |
| Total non-interest income | \$ 1,492 | \$ 2,179 | \$ (687) | (31.5%) | |

Non-Interest Expense. Non-interest expense increased \$0.5 million, or 3.2%, to \$17.1 million for the three months ended June 30, 2023 from \$16.6 million for the three months ended June 30, 2022. The \$0.5 million increase in non-interest expense for the three months ended June 30, 2023, compared to the three months ended June 30, 2022 was primarily attributable to increases of \$0.5 million

[Table of Contents](#)

in compensation and benefits, \$0.5 million in occupancy and equipment, \$0.5 million in provision for contingencies, \$0.4 million in data processing expenses, \$0.3 million in marketing and promotional expenses and \$0.2 million in professional fees, partially offset by a \$1.5 million charge in the prior year period and a \$0.4 million recovery in the current year period related to Grain.

The following table presents non-interest expense for the periods indicated:

| | For the Three Months Ended June 30, | | Change | |
|--|--|------------------|------------------------|----------|
| | 2023 | 2022 | Amount | Percent |
| | | | (Dollars in thousands) | |
| Compensation and benefits | \$ 7,425 | \$ 6,911 | \$ 514 | 7.4% |
| Occupancy and equipment | 3,724 | 3,237 | 487 | 15.0% |
| Data processing expenses | 1,208 | 824 | 384 | 46.6% |
| Direct loan expenses | 345 | 505 | (160) | (31.7%) |
| Provision for contingencies | 517 | 30 | 487 | 1,623.3% |
| Insurance and surety bond premiums | 248 | 156 | 92 | 59.0% |
| Office supplies, telephone and postage | 489 | 406 | 83 | 20.4% |
| Professional fees | 1,904 | 1,748 | 156 | 8.9% |
| Contribution to the Ponce De Leon Foundation | — | — | — | —% |
| Grain recoveries and write-off | (346) | 1,500 | (1,846) | (123.1%) |
| Marketing and promotional expenses | 303 | 52 | 251 | 482.7% |
| Directors fees and regulatory assessment | 160 | 167 | (7) | (4.2%) |
| Other operating expenses | 1,112 | 1,031 | 81 | 7.9% |
| Total non-interest expense | <u>\$ 17,089</u> | <u>\$ 16,567</u> | <u>\$ 522</u> | 3.2% |

Income Tax (Benefit) Provision. The Company had a benefit for income taxes of \$0.2 million for the three months ended June 30, 2023 compared to a benefit for income taxes of \$0.5 million for three months ended June 30, 2022.

Average Balance Sheets

The following table sets forth average outstanding balances, average yields and rates, and certain other information for the periods indicated. No tax-equivalent yield adjustments have been made, as the effects would be immaterial. Average balances are derived from average daily balances. Non-accrual loans were included in the computation of average balances. The yields set forth below include the effect of deferred fees, discounts, and premiums that are amortized or accreted to interest income or interest expense.

| | For the Three Months Ended June 30, | | | | | |
|---|-------------------------------------|------------------|-----------------------------------|-----------------------------|------------------|-----------------------------------|
| | 2023 | | | 2022 | | |
| | Average Outstanding Balance | Interest | Average Yield/Rate ⁽¹⁾ | Average Outstanding Balance | Interest | Average Yield/Rate ⁽¹⁾ |
| | | | | | | (Dollars in thousands) |
| Interest-earning assets: | | | | | | |
| Loans ⁽²⁾ | \$ 1,683,117 | 23,015 | 5.48% | \$ 1,318,400 | \$ 16,057 | 4.89% |
| Securities ⁽³⁾ | 614,598 | 5,731 | 3.74% | 155,939 | 908 | 2.34% |
| Other ^{(4) (5)} | 164,509 | 2,309 | 5.63% | 109,755 | 202 | 0.74% |
| Total interest-earning assets | 2,462,224 | 31,055 | 5.06% | 1,584,094 | 17,167 | 4.35% |
| Non-interest-earning assets ⁽⁵⁾ | 121,169 | | | 145,308 | | |
| Total assets | <u>\$ 2,583,393</u> | | | <u>\$ 1,729,402</u> | | |
| Interest-bearing liabilities: | | | | | | |
| NOW/IOLA | \$ 22,280 | \$ 8 | 0.14% | \$ 32,321 | \$ 14 | 0.17% |
| Money market | 539,020 | 5,874 | 4.37% | 338,984 | 474 | 0.56% |
| Savings | 122,802 | 29 | 0.09% | 136,755 | 31 | 0.09% |
| Certificates of deposit | 393,754 | 2,381 | 2.43% | 387,129 | 677 | 0.70% |
| Total deposits | 1,077,856 | 8,292 | 3.09% | 895,189 | 1,196 | 0.54% |
| Advance payments by borrowers | 16,967 | 2 | 0.05% | 12,359 | 2 | 0.06% |
| Borrowings | 649,652 | 6,479 | 4.00% | 89,965 | 481 | 2.14% |
| Total interest-bearing liabilities | 1,744,475 | 14,773 | 3.40% | 997,513 | 1,679 | 0.68% |
| Non-interest-bearing liabilities: | | | | | | |
| Non-interest-bearing demand | 299,707 | — | | 359,181 | — | |
| Other non-interest-bearing liabilities | 42,906 | — | | 67,220 | — | |
| Total non-interest-bearing liabilities | 342,613 | — | | 426,401 | — | |
| Total liabilities | 2,087,088 | 14,773 | | 1,423,914 | 1,679 | |
| Total equity | 496,305 | | | 305,488 | | |
| Total liabilities and total equity | <u>\$ 2,583,393</u> | | 3.40% | <u>\$ 1,729,402</u> | | 0.68% |
| Net interest income | | <u>\$ 16,282</u> | | | <u>\$ 15,488</u> | |
| Net interest rate spread ⁽⁶⁾ | | | 1.66% | | | 3.67% |
| Net interest-earning assets ⁽⁷⁾ | <u>\$ 717,749</u> | | | <u>\$ 586,581</u> | | |
| Net interest margin ⁽⁸⁾ | | | 2.65% | | | 3.92% |
| Average interest-earning assets to interest-bearing liabilities | | | 141.14% | | | 158.80% |

(1) Annualized where appropriate.

(2) Loans include loans and mortgage loans held for sale, at fair value.

(3) Securities include available-for-sale securities and held-to-maturity securities.

(4) Includes FHLB NY demand account, FHLB NY stock dividends and FRB NY demand deposits.

(5) FRB NY demand deposits for prior period have been reclassified for consistency.

(6) Net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average rate of interest-bearing liabilities.

(7) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.

(8) Net interest margin represents net interest income divided by average total interest-earning assets.

Rate/Volume Analysis

The following table presents the effects of changing rates and volumes on the Company's net interest income for the periods indicated. The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The total column represents the sum of the prior columns. For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately based on the changes due to rate and the changes due to volume.

| | For the Three Months Ended June 30, 2023 vs. 2022 | | |
|--------------------------------------|--|------------------------|------------------------------|
| | Increase (Decrease) Due to | | Total Increase (Decrease) |
| | Volume | Rate (In thousands) | |
| Interest-earning assets: | | | |
| Loans ⁽¹⁾ | \$ 4,442 | \$ 2,516 | \$ 6,958 |
| Securities ⁽²⁾ | 2,671 | 2,152 | 4,823 |
| Other | 101 | 2,006 | 2,107 |
| Total interest-earning assets | 7,214 | 6,674 | 13,888 |
| Interest-bearing liabilities: | | | |
| NOW/IOLA | (4) | (2) | (6) |
| Money market | 280 | 5,120 | 5,400 |
| Savings | (3) | 1 | (2) |
| Certificates of deposit | 12 | 1,692 | 1,704 |
| Total deposits | 285 | 6,811 | 7,096 |
| Borrowings | 2,992 | 3,006 | 5,998 |
| Total interest-bearing liabilities | 3,277 | 9,817 | 13,094 |
| Change in net interest income | \$ 3,937 | \$ (3,143) | \$ 794 |

(1) Loans include loans and mortgage loans held for sale, at fair value.

(2) Securities include available-for-sale securities and held-to-maturity securities.

Comparison of Results of Operations for the Six Months Ended June 30, 2023 and 2022

The discussion of the Company's results of operations for the six months ended June 30, 2023 and 2022 are presented below. The results of operations for interim periods may not be indicative of future results.

Overview. Net income for the six months ended June 30, 2023 was \$0.2 million compared to net loss of \$6.0 million for the six months ended June 30, 2022. Earnings per basic and diluted share was \$0.01 for the six months ended June 30, 2023 compared to loss per basic and diluted share of (\$0.27) for six months ended June 30, 2022. The \$6.3 million increase of net income for the six months ended June 30, 2023 was due to decreases of \$11.2 million in non-interest expenses and \$1.3 million in provision for loan losses, partially offset by an increase of a \$3.8 million in provision for income taxes and decreases of \$1.3 million in net interest income and \$1.1 million of non-interest income.

The following table presents the results of operations for the periods indicated:

| | For the Six Months Ended June 30, | | Increase (Decrease) | |
|--|-----------------------------------|-------------------|---------------------|-----------------|
| | 2023 | 2022 | Dollars | Percent |
| | | | | |
| Interest and dividend income | \$ 57,411 | \$ 36,185 | \$ 21,226 | 58.7% |
| Interest expense | 25,884 | 3,359 | 22,525 | 670.6% |
| Net interest income | 31,527 | 32,826 | (1,299) | (4.0%) |
| Provision for loan losses | 813 | 2,075 | (1,262) | (60.8%) |
| Net interest income after provision for loan losses | 30,714 | 30,751 | (37) | (0.1%) |
| Non-interest income | 3,311 | 4,405 | (1,094) | (24.8%) |
| Non-interest expense | 33,450 | 44,641 | (11,191) | (25.1%) |
| Income (loss) before income taxes | 575 | (9,485) | 10,060 | (106.1%) |
| Provision (benefit) for income taxes | 331 | (3,436) | 3,767 | (109.6%) |
| Net income (loss) | \$ 244 | \$ (6,049) | \$ 6,293 | (104.0%) |
| Earnings (loss) per share: | | | | |
| Basic | \$ 0.01 | \$ (0.27) | \$ 0.28 | (103.9%) |
| Diluted | \$ 0.01 | \$ (0.27) | \$ 0.28 | (103.9%) |

Interest and Dividend Income. Interest and dividend income increased \$21.2 million, or 58.7%, to \$57.4 million for the six months ended June 30, 2023 from \$36.2 million for the six months ended June 30, 2022. Interest income on loans receivable, which is the Company's primary source of income, increased \$8.5 million, or 24.7%, to \$42.7 million for the six months ended June 30, 2023 and 2022 from \$34.3 million for the six months ended June 30, 2022. Interest and dividend income on securities and FHLBNY stock and deposits due from banks increased \$12.8 million, or 662.2%, to \$14.7 million for the six months ended June 30, 2023 from \$1.9 million for the six months ended June 30, 2022.

The following table presents interest income on loans receivable for the periods indicated:

| | For the Six Months Ended June 30, | | Change | |
|---|-----------------------------------|------------------|-----------------|---------|
| | 2023 | 2022 | Amount | Percent |
| | (Dollars in thousands) | | | |
| 1-4 Family residential | \$ 13,647 | \$ 10,150 | \$ 3,497 | 34.5% |
| Multifamily residential | 12,822 | 7,973 | 4,849 | 60.8% |
| Nonresidential properties | 7,456 | 5,947 | 1,509 | 25.4% |
| Construction and land | 6,958 | 4,417 | 2,541 | 57.5% |
| Business loans | 938 | 3,711 | (2,773) | (74.7%) |
| Consumer loans | 894 | 2,059 | (1,165) | (56.6%) |
| Total interest income on loans receivable | <u>\$ 42,715</u> | <u>\$ 34,257</u> | <u>\$ 8,458</u> | 24.7% |

The following table presents interest and dividend income on securities and FHLBNY stock and deposits due from banks for the periods indicated:

| | For the Six Months Ended June 30, | | Change | |
|-------------------------------------|-----------------------------------|-----------------|------------------|----------|
| | 2023 | 2022 | Amount | Percent |
| | (Dollars in thousands) | | | |
| Interest on deposits due from banks | \$ 2,014 | \$ 168 | \$ 1,846 | 1,098.8% |
| Interest on securities | 11,806 | 1,625 | 10,181 | 626.5% |
| Dividend on FHLBNY stock | 876 | 135 | 741 | 548.9% |
| Total interest and dividend income | <u>\$ 14,696</u> | <u>\$ 1,928</u> | <u>\$ 12,768</u> | 662.2% |

Interest Expense. Interest expense increased \$22.5 million, or 670.6%, to \$25.9 million for the six months ended June 30, 2023 from \$3.4 million for the six months ended June 30, 2022, primarily due to an increase in the average cost of funds.

| | For the Six Months Ended June 30, | | Change | |
|-------------------------------|-----------------------------------|-----------------|------------------|----------|
| | 2023 | 2022 | Amount | Percent |
| | (Dollars in thousands) | | | |
| Certificates of deposit | \$ 4,252 | \$ 1,480 | \$ 2,772 | 187.3% |
| Money market | 9,999 | 708 | 9,291 | 1,312.3% |
| Savings | 59 | 65 | (6) | (9.2%) |
| NOW/IOLA | 17 | 30 | (13) | (43.3%) |
| Advance payments by borrowers | 4 | 2 | 2 | 100.0% |
| Borrowings | 11,553 | 1,074 | 10,479 | 975.7% |
| Total interest expense | <u>\$ 25,884</u> | <u>\$ 3,359</u> | <u>\$ 22,525</u> | 670.6% |

Net Interest Income. Net interest income decreased \$1.3 million, or 4.0%, to \$31.5 million for the six months ended June 30, 2023 from \$32.8 million for the six months ended June 30, 2022. The \$1.3 million decrease in net interest income for the six months ended June 30, 2023 compared to the six months ended June 30, 2022 was attributable to an increase of \$22.5 million in interest expense due primarily to a higher average cost of funds on interest bearing liabilities, offset by an increase of \$21.2 million in interest and dividend income primarily due to increases in average loans receivable, interest and dividend income on securities and FHLBNY stock and deposits due from banks.

Net interest rate spread decreased by 225 basis point to 1.71% for the six months ended June 30, 2023 from 3.96% for the six months ended June 30, 2022. The decrease in the net interest rate spread for the six months ended June 30, 2023 compared to the six months ended June 30, 2022 was primarily due to an increase in the average rates paid on interest-bearing liabilities of 253 basis points to 3.20% for the six months ended June 30, 2023 from 0.67% for the six months ended June 30, 2022 and an increase in the average yields on interest-earning assets of 28 basis points to 4.91% for the six months ended June 30, 2023 from 4.63% for the six months ended June 30, 2022.

[Table of Contents](#)

Net interest margin decreased 150 basis points for the six months ended June 30, 2023, to 2.70% from 4.20% for six months ended June 30, 2022, reflecting an increase in cost of funds.

The Federal Reserve raised the target range for the federal funds rate by 25 basis points to 5.25%-5.50% during its July 26, 2023 meeting, pushing borrowing costs to the highest level in 22 years. The Federal Reserve has signaled that there will likely be additional federal funds interest rate increases. The recent increase and the anticipated increases are in response to inflation rising at a rate not seen in over 40 years. Because of this rising rate environment, the speed with which it is anticipated to be implemented, the significant competitive pressures in our markets and the potential negative impact of these factors on our deposit and loan pricing, our net interest margin may be negatively impacted. Our net interest income may also be negatively impacted if the demand for loans decreases due to the rate increases, alone or in tandem with the concurrent inflationary pressures. We may be negatively impacted if we are unable to appropriately time adjustments to our funding costs and the rates we earn on our loans.

Non-Interest Income. Non-interest income decreased \$1.1 million, or 24.8%, to \$3.3 million for the six months ended June 30, 2023 from \$4.4 million for the six months ended June 30, 2022. The decrease in non-interest income for the six months ended June 30, 2023 compared to the six months ended June 30, 2022 was attributable to decreases of \$1.3 million in loan origination, \$0.5 million in brokerage commission and \$0.4 million in income on sale of mortgage loans, offset by increases of \$0.9 million in late and prepayment charges, \$0.2 million in other non-interest income and \$0.1 million in service charges and fees.

The following table presents non-interest income for the periods indicated:

| | For the Six Months Ended June 30, | | Change | |
|----------------------------------|-----------------------------------|----------|------------|----------|
| | 2023 | 2022 | Amount | Percent |
| | (Dollars in thousands) | | | |
| Service charges and fees | \$ 972 | \$ 885 | \$ 87 | 9.8% |
| Brokerage commissions | 50 | 552 | (502) | (90.9%) |
| Late and prepayment charges | 1,101 | 251 | 850 | 338.6% |
| Income on sale of mortgage loans | 181 | 618 | (437) | (70.7%) |
| Loan origination | — | 1,321 | (1,321) | (100.0%) |
| Other | 1,007 | 778 | 229 | 29.4% |
| Total non-interest income | \$ 3,311 | \$ 4,405 | \$ (1,094) | (24.8%) |

Non-Interest Expense. Non-interest expense decreased \$11.2 million, or 25.07%, to \$33.5 million for the six months ended June 30, 2023 from \$44.6 million for the six months ended June 30, 2022. The \$11.2 million decrease in non-interest expense for the six months ended June 30, 2023, compared to the six months ended June 30, 2022 was attributable to a \$9.6 million consumer microloan write-off during the corresponding period last year, compared with \$1.3 million of consumer microloan recoveries during the six months ending June 30, 2023 and a \$5.0 million contribution to the Ponce De Leon Foundation during the six months ended June 30, 2022.

The following table presents non-interest expense for the periods indicated:

| | For the Six Months Ended June 30, | | Change | |
|--|-----------------------------------|-----------|-------------|----------|
| | 2023 | 2022 | Amount | Percent |
| | (Dollars in thousands) | | | |
| Compensation and benefits | \$ 14,871 | \$ 14,036 | \$ 835 | 5.9% |
| Occupancy and equipment | 7,294 | 6,429 | 865 | 13.5% |
| Data processing expenses | 2,400 | 1,671 | 729 | 43.6% |
| Direct loan expense | 757 | 1,379 | (622) | (45.1%) |
| Provision for contingencies | 1,502 | 47 | 1,455 | 3,095.7% |
| Insurance and surety bond premiums | 513 | 303 | 210 | 69.3% |
| Office supplies, telephone and postage | 888 | 811 | 77 | 9.5% |
| Professional fees | 3,359 | 3,082 | 277 | 9.0% |
| Contribution to the Ponce De Leon Foundation | — | 4,995 | (4,995) | (100.0%) |
| Grain (recoveries) write-off | (1,260) | 9,574 | (10,834) | (113.2%) |
| Marketing and promotional expenses | 431 | 123 | 308 | 250.4% |
| Directors' fees and regulatory assessment | 315 | 321 | (6) | (1.9%) |
| Other operating expenses | 2,380 | 1,870 | 510 | 27.3% |
| Total non-interest expense | \$ 33,450 | \$ 44,641 | \$ (11,191) | (25.1%) |

Income Tax (Benefit) Provision. The Company had provision for income taxes of \$0.3 million for the six months ended June 30, 2023 compared to a benefit for income taxes of \$3.4 million for six months ended June 30, 2022.

Average Balance Sheets

The following table sets forth average outstanding balances, average yields and rates, and certain other information for the periods indicated. No tax-equivalent yield adjustments have been made, as the effects would be immaterial. Average balances are derived from average daily balances. Non-accrual loans were included in the computation of average balances. The yields set forth below include the effect of deferred fees, discounts, and premiums that are amortized or accreted to interest income or interest expense.

| | For the Six Months Ended June 30, | | | | | |
|---|-----------------------------------|------------------|---|-----------------------------------|------------------|--|
| | 2023 | | | 2022 | | |
| | Average Outstanding Balance | Interest | Average Yield/Rate (⁽¹⁾) (Dollars in thousands) | Average Outstanding Balance | Interest | Average Yield/Rate (⁽¹⁾) |
| Interest-earning assets: | | | | | | |
| Loans ⁽²⁾ | \$ 1,627,939 | 42,715 | 5.29% | \$ 1,321,897 | \$ 34,257 | 5.23% |
| Securities ⁽³⁾ | 622,822 | 11,806 | 3.82% | 147,066 | 1,625 | 2.23% |
| Other ^{(4) (5)} | 106,812 | 2,890 | 5.46% | 108,094 | 303 | 0.57% |
| Total interest-earning assets | 2,357,573 | 57,411 | 4.91% | 1,577,057 | 36,185 | 4.63% |
| Non-interest-earning assets ⁽⁵⁾ | 122,083 | | | 151,047 | | |
| Total assets | <u>\$ 2,479,656</u> | | | <u>\$ 1,728,104</u> | | |
| Interest-bearing liabilities: | | | | | | |
| NOW/IOLA | \$ 22,804 | \$ 17 | 0.15% | \$ 32,700 | \$ 30 | 0.19% |
| Money market | 494,385 | 9,998 | 4.08% | 329,448 | 709 | 0.43% |
| Savings | 125,823 | 59 | 0.09% | 136,084 | 63 | 0.09% |
| Certificates of deposit | 387,592 | 4,252 | 2.21% | 403,028 | 1,480 | 0.74% |
| Total deposits | 1,030,604 | 14,326 | 2.80% | 901,260 | 2,282 | 0.51% |
| Advance payments by borrowers | 14,954 | 5 | 0.07% | 11,091 | 3 | 0.05% |
| Borrowings | 587,026 | 11,553 | 3.97% | 102,258 | 1,074 | 2.12% |
| Total interest-bearing liabilities | 1,632,584 | 25,884 | 3.20% | 1,014,609 | 3,359 | 0.67% |
| Non-interest-bearing liabilities: | | | | | | |
| Non-interest-bearing demand | 308,208 | — | | 365,771 | — | |
| Other non-interest-bearing liabilities | 42,451 | — | | 57,446 | — | |
| Total non-interest-bearing liabilities | 350,659 | — | | 423,217 | — | |
| Total liabilities | 1,983,243 | 25,884 | | 1,437,826 | 3,359 | |
| Total equity | 496,413 | | | 290,278 | | |
| Total liabilities and total equity | <u>\$ 2,479,656</u> | | 3.20% | <u>\$ 1,728,104</u> | | 0.67% |
| Net interest income | | <u>\$ 31,527</u> | | | <u>\$ 32,826</u> | |
| Net interest rate spread ⁽⁶⁾ | | | 1.71% | | | 3.96% |
| Net interest-earning assets ⁽⁷⁾ | <u>\$ 724,989</u> | | | <u>\$ 562,448</u> | | |
| Net interest margin ⁽⁸⁾ | | | 2.70% | | | 4.20% |
| Average interest-earning assets to interest-bearing liabilities | | | 144.41% | | | 155.43% |

(1) Annualized where appropriate.

(2) Loans include loans and mortgage loans held for sale, at fair value.

(3) Securities include available-for-sale securities and held-to-maturity securities.

(4) Includes FHLB NY demand account and FHLB NY stock dividends and FRB NY demand deposits.

(5) FRB NY demand deposits for prior period have been reclassified for consistency.

(6) Net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average rate of interest-bearing liabilities.

(7) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.

(8) Net interest margin represents net interest income divided by average total interest-earning assets.

Rate/Volume Analysis

The following table presents the effects of changing rates and volumes on the Company's net interest income for the periods indicated. The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The total column represents the sum of the prior columns. For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately based on the changes due to rate and the changes due to volume.

| | For the Six Months Ended June 30, 2023 vs. 2022 | | |
|--------------------------------------|--|------------------------|------------------------------|
| | Increase (Decrease) Due to | | Total Increase (Decrease) |
| | Volume | Rate (In thousands) | |
| Interest-earning assets: | | | |
| Loans (1) | \$ 7,931 | \$ 527 | \$ 8,458 |
| Securities (2) | 5,257 | 4,924 | 10,181 |
| Other | (4) | 2,591 | 2,587 |
| Total interest-earning assets | 13,184 | 8,042 | 21,226 |
| Interest-bearing liabilities: | | | |
| NOW/IOLA | (8) | (4) | (12) |
| Money market | 356 | 8,934 | 9,290 |
| Savings | (5) | 1 | (4) |
| Certificates of deposit | (57) | 2,829 | 2,772 |
| Total deposits | 286 | 11,760 | 12,046 |
| Borrowings | 5,091 | 5,388 | 10,479 |
| Total interest-bearing liabilities | 5,377 | 17,148 | 22,525 |
| Change in net interest income | \$ 7,807 | \$ (9,106) | \$ (1,299) |

(1) Loans include loans and mortgage loans held for sale, at fair value.

(2) Securities include available-for-sale securities and held-to-maturity securities.

Management of Market Risk

General. The most significant form of market risk is interest rate risk because, as a financial institution, the majority of the Bank's assets and liabilities are sensitive to changes in interest rates. Therefore, a principal part of our operations is to manage interest rate risk and limit the exposure of its financial condition and results of operations to changes in market interest rates. The Bank's Asset/Liability Management Committee is responsible for evaluating the interest rate risk inherent in the Bank's assets and liabilities, for determining the level of risk that is appropriate, given the business strategy, operating environment, capital, liquidity and performance objectives, and for managing this risk consistent with policies and guidelines approved by the Board of Directors. The Bank currently utilizes a third-party modeling solution that is prepared on a quarterly basis, to evaluate its sensitivity to changing interest rates, given the Bank's business strategy, operating environment, capital, liquidity and performance objectives, and for managing this risk consistent with the guidelines approved by the Board of Directors.

The Bank does not engage in hedging activities, such as engaging in futures, options or swap transactions, or investing in high-risk mortgage derivatives, such as collateralized mortgage obligation residual interests, real estate mortgage investment conduit residual interests or stripped mortgage backed securities. Mortgage World did not engage in hedging activities to cover the risks of interest rate movements while it held mortgages for sale. The then low mortgage interest rates and their limited volatility had effectively mitigated such risks.

Net Interest Income Simulation Models. Management utilizes a respected, sophisticated third party designed asset liability modeling software that measures the Bank's earnings through simulation modeling. Earning assets, interest-bearing liabilities and off-balance sheet financial instruments are combined with forecasts of interest rates for the next 12 months and are combined with other factors in order to produce various earnings simulations over that same 12-month period. To limit interest rate risk, the Bank has policy guidelines for earnings risk which seek to limit the variance of net interest income in both gradual and instantaneous changes to interest

[Table of Contents](#)

rates. As of June 30, 2023, in the event of an instantaneous upward and downward change in rates from management's interest rate forecast over the next twelve months, assuming a static balance sheet, the following estimated changes are calculated:

| Rate Shift ⁽¹⁾ | Net Interest Income Year 1 Forecast (Dollars in thousands) | Year 1 Change from Level |
|---------------------------|--|-----------------------------|
| +400 | \$ 60,089 | (13.02%) |
| +300 | 62,169 | (10.01%) |
| +200 | 64,397 | (6.78%) |
| +100 | 66,715 | (3.43%) |
| Level | 69,082 | — % |
| -100 | 72,010 | 4.24% |

(1)Assumes an instantaneous uniform change in interest rates at all maturities.

Although an instantaneous and severe shift in interest rates was used in this analysis to provide an estimate of exposure under these scenarios, management believes that a gradual shift in interest rates would have a more modest impact. Further, the earnings simulation model does not take into account factors such as future balance sheet growth, changes in product mix, changes in yield curve relationships, and changing product spreads that could alter any potential adverse impact of changes in interest rates.

The behavior of the deposit portfolio in the baseline forecast and in alternate interest rate scenarios set out in the table above is a key assumption in the projected estimates of net interest income. The projected impact on net interest income in the table above assumes no change in deposit portfolio size or mix from the baseline forecast in alternative rate environments. In higher rate scenarios, any customer activity resulting in the replacement of low-cost or noninterest-bearing deposits with higher-yielding deposits or market-based funding would reduce the benefit in those scenarios.

At June 30, 2023, the earnings simulation model indicated that the Bank was in compliance with the Board of Directors approved Interest Rate Risk Policy.

Economic Value of Equity Model. While earnings simulation modeling attempts to determine the impact of a changing rate environment to net interest income, the Economic Value of Equity Model ("EVE") measures estimated changes to the economic values of assets, liabilities and off-balance sheet items as a result of interest rate changes. Economic values are determined by discounting expected cash flows from assets, liabilities and off-balance sheet items, which establishes a base case EVE. Rates are then shocked as prescribed by the Interest Rate Risk Policy to measure the sensitivity in EVE values for each of those shocked rate scenarios versus the base case. The Interest Rate Risk Policy sets limits for those sensitivities. At June 30, 2023, the EVE modeling calculated the following estimated changes in EVE due to instantaneous upward and downward changes in rates:

| Change in Interest Rates (basis points) ⁽¹⁾ | Estimated EVE ⁽²⁾ | Estimated Increase (Decrease) in EVE | | EVE as a Percentage of Present Value of Assets (3) | | |
|---|---------------------------------|---|-----------|---|--|--|
| | | Amount | Percent | EVE Ratio ⁽⁴⁾ | Increase (Decrease) (basis points) | |
| | | (Dollars in thousands) | | | | |
| +400 | \$ 372,334 | \$ (110,797) | (22.93 %) | 15.58 % | (2,293) | |
| +300 | 396,020 | (87,111) | (18.03 %) | 16.23 % | (1,803) | |
| +200 | 425,426 | (57,705) | (11.94 %) | 17.04 % | (1,194) | |
| +100 | 455,979 | (27,152) | (5.62 %) | 17.85 % | (562) | |
| Level | 483,131 | — | — % | 18.51 % | — | |
| -100 | 509,730 | 26,599 | 5.51 % | 19.10 % | 551 | |

(1)Assumes an instantaneous uniform change in interest rates at all maturities.

(2)EVE is the discounted present value of expected cash flows from assets, liabilities and off-balance sheet contracts.

(3)Present value of assets represents the discounted present value of incoming cash flows on interest-earning assets.

(4)EVE Ratio represents EVE divided by the present value of assets.

Although an instantaneous and severe shift in interest rates was used in this analysis to provide an estimate of exposure under these scenarios, management believes that a gradual shift in interest rates would have a more modest impact. Since EVE measures the discounted present value of cash flows over the estimated lives of instruments, the change in EVE does not directly correlate to the degree that earnings would be impacted over a shorter time horizon (i.e., the current year). Further, EVE does not take into account factors such as future balance sheet growth, changes in product mix, changes in yield curve relationships, and changing product spreads that could alter the adverse impact of changes in interest rates.

At June 30, 2023, the EVE model indicated that the Bank was in compliance with the Board of Directors' approved Interest Rate Risk Policy.

Most Likely Earnings Simulation Models. Management also analyzes a most-likely earnings simulation scenario that projects the expected change in rates based on a forward yield curve adopted by management using expected balance sheet volumes forecasted by management. Separate growth assumptions are developed for loans, investments, deposits, etc. Other interest rate scenarios analyzed by management may include delayed rate shocks, yield curve steepening or flattening, or other variations in rate movements to further analyze or stress the balance sheet under various interest rate scenarios. Each scenario is evaluated by management and weighted to determine the most likely result. These processes assist management to better anticipate financial results and, as a result, management may determine the need to review other operating strategies and tactics which might enhance results or better position the balance sheet to reduce interest rate risk going forward.

Each of the above analyses may not, on its own, be an accurate indicator of how net interest income will be affected by changes in interest rates. Income associated with interest-earning assets and costs associated with interest-bearing liabilities may not be affected uniformly by changes in interest rates. In addition, the magnitude and duration of changes in interest rates may have a significant impact on net interest income. For example, although certain assets and liabilities may have similar maturities or periods of repricing, they may react in different degrees to changes in market interest rates. Interest rates on certain types of assets and liabilities fluctuate in advance of changes in general market rates, while interest rates on other types may lag behind changes in general market rates. In addition, certain assets, such as adjustable rate mortgage loans, have features (generally referred to as interest rate caps and floors) which limit changes in interest rates. Prepayment and early withdrawal levels also could deviate significantly from those assumed in calculating the maturity of certain instruments. The ability of many borrowers to service their debts also may decrease during periods of rising interest rates. The Asset/Liability Committee reviews each of the above interest rate sensitivity analyses along with several different interest rate scenarios as part of its responsibility to provide a satisfactory, consistent level of profitability within the framework of established liquidity, loan, investment, borrowing and capital policies.

Management's model governance, model implementation and model validation processes and controls are subject to review in the Bank's regulatory examinations to ensure they are in compliance with the most recent regulatory guidelines and industry and regulatory practices. Management utilizes a respected, sophisticated third party designed asset liability modeling software to help ensure implementation of management's assumptions into the model are processed as intended in a robust manner. That said, there are numerous assumptions regarding financial instrument behaviors that are integrated into the model. The assumptions are formulated by combining observations gleaned from the Bank's historical studies of financial instruments and the best estimations of how, if at all, these instruments may behave in the future given changes in economic conditions, technology, etc. These assumptions may prove to be inaccurate. Additionally, given the large number of assumptions built into Bank's asset liability modeling software, it is difficult, at best, to compare its results to other banks.

The Asset/Liability Management Committee may determine that the Company should over time become more or less asset or liability sensitive depending on the underlying balance sheet circumstances and its conclusions regarding interest rate fluctuations in future periods. The historically low benchmark federal funds interest rate of the last several years implemented in response to the turmoil resulting from COVID-19 pandemic has ended. The Federal Reserve Board increased the benchmark federal funds interest rate by 25 basis points to 5.25% - 5.50% at its July 26, 2023 meeting. The Federal Reserve Board has signaled that there will likely be additional federal funds interest rate increases. The recent increase and the anticipated increases are in response to inflation rising at a rate not seen in over 40 years. Because of this rising rate environment, the speed with which it is anticipated to be implemented, the significant competitive pressures in our markets and the potential negative impact of these factors on our deposit and loan pricing, our net interest margin may be negatively impacted. Our net interest income may also be negatively impacted if the demand for loans decreases due to the rate increases, alone or in tandem with the concurrent inflationary pressures. We may be negatively impacted if we are unable to appropriately time adjustments to our funding costs and the rates we earn on our loans.

GAP Analysis. In addition, management analyzes interest rate sensitivity by monitoring the Bank's interest rate sensitivity "gap." The interest rate sensitivity gap is the difference between the amount of interest-earning assets maturing or repricing within a specific time period and the amount of interest bearing-liabilities maturing or repricing within that same time period. A gap is considered positive when the amount of interest rate sensitive assets maturing or repricing during a period exceeds the amount of interest rate sensitive liabilities maturing or repricing during the same period, and a gap is considered negative when the amount of interest rate sensitive liabilities maturing or repricing during a period exceeds the amount of interest rate sensitive assets maturing or repricing during the same period.

The following table sets forth the Company's interest-earning assets and its interest-bearing liabilities at June 30, 2023, which are anticipated to reprice or mature in each of the future time periods shown based upon certain assumptions. The amounts of assets and liabilities shown which reprice or mature during a particular period were determined in accordance with the earlier of term to repricing or the contractual maturity of the asset or liability. The table sets forth an approximation of the projected repricing of assets and liabilities at June 30, 2023, on the basis of contractual maturities, anticipated prepayments and scheduled rate adjustments. The loan amounts in

Table of Contents

the table reflect principal balances expected to be redeployed and/or repriced as a result of contractual amortization and as a result of contractual rate adjustments on adjustable-rate loans.

| | June 30, 2023 | | | | | | | Total Earning Assets & Costing Liabilities | Non Earning Assets & Non Costing Liabilities | Total |
|------------------------------------|-------------------|------------------|-----------------------|------------------------|-------------------------|-----------------|------------------------|--|--|-------|
| | Time to Repricing | | | | | | | | | |
| | Zero to 90 Days | Zero to 180 Days | Zero Days to One Year | Zero Days to Two Years | Zero Days to Five Years | Five Years Plus | (Dollars in thousands) | | | |
| Assets: | | | | | | | | | | |
| Interest-bearing deposits in banks | \$ 212,627 | \$ 212,627 | \$ 212,627 | \$ 212,627 | \$ 212,627 | \$ — | \$ 212,627 | \$ 31,162 | \$ 243,789 | |
| Securities ⁽¹⁾ | 36,286 | 48,216 | 72,466 | 167,439 | 399,444 | 234,724 | 634,168 | (28,496) | 605,672 | |
| Placements with banks | 996 | 996 | 996 | 996 | 996 | — | 996 | — | 996 | |
| Net loans (includes LHFS) | 160,466 | 239,429 | 389,081 | 694,997 | 1,605,719 | 108,265 | 1,713,984 | (8,867) | 1,705,117 | |
| FHLBNY stock | — | — | — | 19,195 | 19,195 | — | 19,195 | — | 19,195 | |
| Other assets | — | — | — | — | — | — | — | 97,188 | 97,188 | |
| Total | \$ 410,375 | \$ 501,268 | \$ 675,170 | \$ 1,095,254 | \$ 2,237,981 | \$ 342,989 | \$ 2,580,970 | \$ 90,987 | \$ 2,671,957 | |
| Liabilities: | | | | | | | | | | |
| Non-maturity deposits | \$ 54,030 | \$ 108,060 | \$ 216,118 | \$ 432,236 | \$ 756,651 | \$ 66,281 | 822,932 | \$ 225,441 | \$ 1,048,373 | |
| Certificates of deposit | 62,802 | 134,555 | 237,945 | 295,207 | 393,640 | — | 393,640 | — | 393,640 | |
| Borrowings | 7,000 | 7,000 | 311,000 | 361,000 | 632,100 | 50,000 | 682,100 | — | 682,100 | |
| Other liabilities | — | — | — | — | — | — | — | 57,362 | 57,362 | |
| Total liabilities | 123,832 | 249,615 | 765,063 | 1,088,443 | 1,782,391 | 116,281 | 1,898,672 | 282,803 | 2,181,475 | |
| Capital | — | — | — | — | — | — | — | 490,482 | 490,482 | |
| Total liabilities and capital | \$ 123,832 | \$ 249,615 | \$ 765,063 | \$ 1,088,443 | \$ 1,782,391 | \$ 116,281 | \$ 1,898,672 | \$ 773,285 | \$ 2,671,957 | |
| Asset/liability gap | \$ 286,543 | \$ 251,653 | \$ (89,893) | \$ 6,811 | \$ 455,590 | \$ 226,708 | \$ 682,298 | | | |
| Gap/assets ratio | 331.40 % | 200.82 % | 88.25 % | 100.63 % | 125.56 % | 294.97 % | 135.94 % | | | |

(1)Includes available-for-sale securities and held-to-maturity securities.

The following table sets forth the Company's interest-earning assets and its interest-bearing liabilities at December 31, 2022, which are anticipated to reprice or mature in each of the future time periods shown based upon certain assumptions. The amounts of assets and liabilities shown which reprice or mature during a particular period were determined in accordance with the earlier of term to repricing or the contractual maturity of the asset or liability. The table sets forth an approximation of the projected repricing of assets and liabilities at December 31, 2022, on the basis of contractual maturities, anticipated prepayments and scheduled rate adjustments. The loan amounts in the table reflect principal balances expected to be redeployed and/or repriced as a result of contractual amortization and as a result of contractual rate adjustments on adjustable-rate loans.

| | December 31, 2022 | | | | | | | Total Earning Assets & Costing Liabilities | Non Earning Assets & Non Costing Liabilities | Total |
|------------------------------------|-------------------|------------------|-----------------------|------------------------|-------------------------|-----------------|------------------------|--|--|-------|
| | Time to Repricing | | | | | | | | | |
| | Zero to 90 Days | Zero to 180 Days | Zero Days to One Year | Zero Days to Two Years | Zero Days to Five Years | Five Years Plus | (Dollars in thousands) | | | |
| Assets: | | | | | | | | | | |
| Interest-bearing deposits in banks | \$ 20,286 | \$ 20,286 | \$ 20,286 | \$ 20,286 | \$ 20,286 | \$ — | \$ 20,286 | \$ 34,074.00 | \$ 54,360 | |
| Securities (1) | 21,817 | 56,680 | 87,373 | 185,290 | 442,280 | 224,760 | 667,040 | (26,715) | 640,325 | |
| Placement with banks | 1,494 | 1,494 | 1,494 | 1,494 | 1,494 | — | 1,494 | — | 1,494 | |
| Net loans (includes LHFS) | 146,397 | 239,265 | 372,573 | 560,220 | 1,400,720 | 111,402 | 1,512,122 | (17,016) | 1,495,106 | |
| FHLBNY stock | 24,665 | 24,665 | 24,665 | 24,665 | 24,665 | — | 24,665 | (4) | 24,661 | |
| Other assets | — | — | — | — | — | — | — | 96,043 | 96,043 | |
| Total | \$ 214,659 | \$ 342,390 | \$ 506,391 | \$ 791,955 | \$ 1,889,445 | \$ 336,162 | \$ 2,225,607 | \$ 86,382 | \$ 2,311,989 | |
| Liabilities: | | | | | | | | | | |
| Non-maturity deposits | \$ 31,380 | \$ 62,760 | \$ 125,520 | \$ 251,041 | \$ 558,631 | \$ 73,985 | \$ 632,616 | \$ 243,178 | \$ 875,794 | |
| Certificates of deposit | 59,736 | 103,461 | 196,339 | 245,796 | 376,618 | — | 376,618 | — | 376,618 | |
| Borrowings | 159,600 | 177,375 | 184,375 | 234,375 | 467,375 | 50,000 | 517,375 | — | 517,375 | |
| Other liabilities | — | — | — | — | — | — | — | 49,502 | 49,502 | |
| Total liabilities | 250,716 | 343,596 | 506,234 | 731,212 | 1,402,624 | 123,985 | 1,526,609 | 292,680 | 1,819,289 | |
| Capital | — | — | — | — | — | — | — | 492,700 | 492,700 | |
| Total liabilities and capital | \$ 250,716 | \$ 343,596 | \$ 506,234 | \$ 731,212 | \$ 1,402,624 | \$ 123,985 | \$ 1,526,609 | \$ 785,380 | \$ 2,311,989 | |
| Asset/liability gap | \$ (36,057) | \$ (1,206) | \$ 157 | \$ 60,743 | \$ 486,821 | \$ 212,177 | \$ 698,998 | | | |
| Gap/assets ratio | 85.62 % | 99.65 % | 100.03 % | 108.31 % | 134.71 % | 271.13 % | 145.79 % | | | |

(1)Includes available-for-sale securities and held-to-maturity securities.

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

[Table of Contents](#)

maturities or periods to repricing, they may react in different degrees to changes in market interest rates. Additionally, certain assets, such as adjustable-rate loans, have features that restrict changes in interest rates both on a short-term basis and over the life of the asset. In the event of changes in interest rates, prepayment and early withdrawal levels would likely deviate significantly from those assumed in calculating the gap table.

In the event of changes in interest rates, prepayment and early withdrawal levels would likely deviate significantly from those assumed in calculating the gap table.

Interest rate risk calculations also may not reflect the fair values of financial instruments. For example, decreases in market interest rates can increase the fair values of loans, deposits and borrowings.

Liquidity and Capital Resources

Liquidity describes the ability to meet the financial obligations that arise in the ordinary course of business. Liquidity is primarily needed to meet the borrowing and deposit withdrawal requirements of the Company's customers and to fund current and future planned expenditures. The primary sources of funds are deposits, principal and interest payments on loans and available-for-sale securities and proceeds from the sale of loans. The Bank also has access to borrow from the FHLBNY and the FRBNY. At June 30, 2023 and December 31, 2022, the Bank had \$682.1 million and \$517.4 million, respectively, of term and overnight outstanding advances from the FHLBNY and the FRBNY, and also had a guarantee from the FHLBNY through letters of credit of up to \$9.3 million as of June 30, 2023 and \$21.5 million as of December 31, 2022. At June 30, 2023 and December 31, 2022, there was eligible collateral of approximately \$843.1 million and \$478.8 million, respectively, in mortgage loans available to secure advances from the FHLBNY. The Bank also has two unsecured lines of credit of \$90.0 million with two correspondent banks, of which there was none outstanding at June 30, 2023 and December 31, 2022. The Bank did not have any outstanding securities sold under repurchase agreements with brokers as of June 30, 2023 and December 31, 2022.

Although maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and loan prepayments are greatly influenced by market interest rates, economic conditions, and competition. The most liquid assets are cash and interest-bearing deposits in banks. The levels of these assets are dependent on operating, financing, lending, and investing activities during any given period.

Net cash provided by operating activities was \$0.3 million and \$26.5 million for the six months ended June 30, 2023 and 2022, respectively. Net cash used in investing activities, which consists primarily of disbursements for loan originations, purchases of new securities, and purchase of equipment offset by principal collections on loans and proceeds from maturities, calls and principal repayments on securities was (\$160.0) million and (\$286.6) million for the six months ended June 30, 2023 and 2022, respectively. Net cash provided by financing activities, consisting of activities in borrowing and deposit accounts, was \$349.1 million and \$381.0 million for the six months ended June 30, 2023 and 2022, respectively.

The Bank's management took steps to enhance the Company's liquidity position by increasing its on balance sheet cash and cash equivalents position in order to meet unforeseen liquidity events and to fund upcoming funding needs.

At June 30, 2023 and December 31, 2022, all regulatory capital requirements were met, resulting in the Company and the Bank being categorized as well capitalized at June 30, 2023 and December 31, 2022. Management is not aware of any conditions or events that would change this categorization.

Material Cash Requirements

Commitments. As a financial services provider, the Company routinely is a party to various financial instruments with off-balance-sheet risks, such as commitments to extend credit and unused lines of credit. Although these contractual obligations represent the Company's future cash requirements, a significant portion of commitments to extend credit may expire without being drawn upon. Such commitments are subject to the same credit policies and approval process accorded to loans originated. At June 30, 2023 and December 31, 2022, the Company had outstanding commitments to originate loans and extend credit of \$450.5 million and \$281.3 million, respectively.

It is anticipated that the Company will have sufficient funds available to meet its current lending commitments. Certificates of deposit that are scheduled to mature in 2023 totaled \$134.6 million. Management expects that a substantial portion of the maturing time deposits will be renewed. However, if a substantial portion of these deposits are not retained, the Company may utilize FHLBNY advances, unsecured credit lines with correspondent banks, or raise interest rates on deposits to attract new accounts, which may result in higher levels of interest expense.

The Company adopted a share repurchase program effective May 16, 2023 which expires on May 15, 2024. Under the repurchase program, the Company was authorized to repurchase up to 1,235,000 shares of the Company's stock or approximately 5% of the Company's then current issued and outstanding shares. During the three months ended June 30, 2023, the Company repurchased a total

[Table of Contents](#)

of 615,948 shares of the Company's common stock. As of June 30, 2023 and December 31, 2022, 617,924 and 1,976 shares, respectively, were held as treasury stock as a result of share buy-back during 2023 and restricted stock units vested during 2022, respectively

Contractual Obligations. In the ordinary course of its operations, the Company enters into certain contractual obligations. Such obligations include data processing services, operating leases for premises and equipment, agreements with respect to borrowed funds and deposit liabilities. There have been no material changes in the Company's material cash requirements under its contractual obligations as discussed in its most recent annual report on Form 10-K.

Other Material Cash Requirements. In addition to contractual obligations, the Company's material cash requirements also includes compensation and benefits expenses for its employees, which were \$14.9 million for the six months ended June 30, 2023. The Company also has material cash requirements for occupancy and equipment expenses, excluding depreciation and amortization of \$0.9 million, related to rental expenses, general maintenance and cleaning supplies, guard services, software licenses and other miscellaneous expenses, which were \$6.4 million for the six months ended June 30, 2023.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The information required by this item is included in Part I, Item 2 of this report under "Management of Market Risk".

Item 4. Controls and Procedures.

An evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of June 30, 2023. Based on that evaluation, the Company's management, including the Chief Executive Officer and the Chief Financial Officer, concluded that the Registrant's disclosure controls and procedures were effective.

During the six months ended June 30, 2023, there were no changes in the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting.

PART II—OTHER INFORMATION**Item 1. Legal Proceedings.**

The Company is not involved in any pending legal proceedings as a plaintiff or a defendant other than routine legal proceeding occurring in the ordinary course of business. At June 30, 2023, the Company was not involved in any legal proceedings the outcome of which management believes would be material to its financial condition or results of operations.

Item 1A. Risk Factors.

In addition to the other information set forth in this Quarterly Report, you should carefully consider the risk factors and other cautionary statements described under the heading "Item 1A. Risk Factors" included in our 2022 Form 10-K and the risk factors and other cautionary statements contained in our other SEC filings, which could materially affect our businesses, financial condition or future results. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results. There have been no material changes in our Risk Factors from those disclosed in Item 1A of our 2022 Form 10-K or our other SEC filings.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The following table set forth information regarding the shares of common stock repurchased by the Company during the three months ended June 30, 2023:

Issuer Purchases of Equity Securities

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs |
|--------------------------------|----------------------------------|------------------------------|--|--|
| April 1, 2023 - April 30, 2023 | — | \$ — | — | 1,235,000 |
| May 1, 2023 - May 31, 2023 | 163,935 | \$ 7.66 | 163,935 | 1,071,065 |
| June 1, 2023 - June 30, 2023 | 452,013 | \$ 8.73 | 615,948 | 619,052 |
| Total | 615,948 | \$ 8.44 | | |

The Company repurchased 615,948 shares of its common stock at an aggregate cost of \$5.2 million during the three months ended June 30, 2023.

The Company adopted a share repurchase program effective May 16, 2023 which expires on May 15, 2024. Under the repurchase program, the Company was authorized to repurchase up to 1,235,000 shares of the Company's stock or approximately 5% of the Company's then current issued and outstanding shares.

As of June 30, 2023, the Company had repurchased a total of 615,948 shares under the repurchase programs at a weighted average price of \$8.44 per share, which were included in the 617,924 shares reported as treasury stock. Also included in the 617,924 shares held as treasury stock are 1,976 shares related to restricted stock units vested during 2022.

Item 3. Defaults Upon Senior Securities.

None

Item 4. Mine Safety Disclosures.

None

Item 5. Other Information.

None

[Table of Contents](#)

Item 6. Exhibits

| Exhibit Number | Description |
|----------------|---|
| 3.1 | Articles of Incorporation of Ponce Financial Group, Inc. (attached as Exhibit 3.1 to the Registrant's Form S-1 (File No. 333-258394) filed with the Commission on August 3, 2021). |
| 3.2 | Bylaws of Ponce Financial Group, Inc. (attached as Exhibit 3.2 to the Registrant's Form S-1 (File No. 333-258394) filed with the Commission on August 3, 2021). |
| 3.3 | Articles Supplementary to the Charter of Ponce Financial Group, Inc. (attached as Exhibit 3.1 to the Registrant's Current Report on Form 8-K (File No. 001-41255) filed with the Commission on June 9, 2022). |
| 10.1** | Ponce Financial Group, Inc. 2023 Long Term Incentive Plan (attached as Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-41255) filed with the Commission on June 16, 2023). |
| 10.2** | Employment Agreement of Frank Perez dated April 26, 2023 (attached as Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File No. 001-41255) filed with the Commission on May 2, 2023). |
| 31.1* | Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2* | Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1* | Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2* | Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS | Inline XBRL Instance Document |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document |
| 104 | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) |

* Filed herewith.

** Management compensatory arrangement.

SIGNATURES

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

Date: August 4, 2023

Ponce Financial Group, Inc.
(Registrant)

By: /s/ Carlos P. Naudon
Carlos P. Naudon
President and Chief Executive Officer

Date: August 4, 2023

By: /s/ Sergio J. Vaccaro
Sergio J. Vaccaro
Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Carlos P. Naudon, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ponce Financial Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer 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 small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer'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 small business issuer'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 small business issuer's internal control over financial reporting.

Date: August 4, 2023

By: /s/ Carlos P. Naudon
Carlos P. Naudon
President
Chief Executive Officer

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Sergio J. Vaccaro, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Ponce Financial Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer 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 small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer'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 small business issuer'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 small business issuer's internal control over financial reporting.

Date: August 4, 2023

By: /s/ Sergio J. Vaccaro
Sergio J. Vaccaro
Executive Vice President
Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Ponce Financial Group, Inc. (the "Company") on Form 10-Q for the period ending June 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: August 4, 2023

By: /s/ Carlos P. Naudon
Carlos P. Naudon
President
Chief Executive Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Ponce Financial Group, Inc. (the "Company") on Form 10-Q for the period ending June 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

Date: August 4, 2023

By: /s/ Sergio J. Vaccaro
Sergio J. Vaccaro
Executive Vice President
Chief Financial Officer
