

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

FORM 10-K

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

For the fiscal year ended December 31, 2023

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

For the transition period from _____ to _____
Commission File Number 1-12709



Tompkins Financial Corporation

(Exact name of registrant as specified in its charter)

New York

16-1482357

(State or other jurisdiction of incorporation or organization)

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

118 E. Seneca Street, P.O. Box 460, Ithaca, NY
(Address of principal executive offices)
14851

(Zip Code)

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

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

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

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

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

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (S232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐.

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

Large Accelerated Filer ☒ Accelerated Filer ☐ Nonaccelerated Filer ☐ Smaller Reporting Company ☐ Emerging Growth Company ☐

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

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

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

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

The aggregate market value of the registrant's common stock held by non-affiliates was \$757.8 million on June 30, 2023, based on the closing sales price of a share of the registrant's common stock, \$.10 par value (the "Common Stock"), as reported on the NYSE American, on such date.

The number of shares of the registrant's Common Stock outstanding as of February 16, 2024, was 14,406,118 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement relating to its 2024 Annual Meeting of stockholders, to be held on May 14, 2024, are incorporated by reference into Part III of this Form 10-K where indicated.

TOMPKINS FINANCIAL CORPORATION

**Annual Report on Form 10-K
For the Fiscal Year Ended December 31, 2023
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PART I

Item 1. Business

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

General

Tompkins Financial Corporation ("Tompkins" or the "Company") is headquartered in Ithaca, New York and is registered as a Financial Holding Company with the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended. The Company is a locally-oriented, community-based financial services organization that offers a full array of products and services, including commercial and consumer banking, leasing, trust and investment management, financial planning and wealth management, and insurance services. At December 31, 2023, the Company had one wholly-owned banking subsidiary, Tompkins Community Bank. Banking services consist primarily of attracting deposits from the areas served by Tompkins Community Bank's 56 banking offices (40 offices in New York and 16 offices in Pennsylvania), and using those deposits to originate a variety of commercial loans, agricultural loans, consumer loans, real estate loans, and leases in those same areas. The Company has a wholly-owned insurance agency subsidiary, Tompkins Insurance Agencies, Inc. ("Tompkins Insurance"). Tompkins Community Bank provides a full array of wealth management services under the Tompkins Financial Advisors brand, including investment management, trust and estate, financial and tax planning services. The Company's principal offices are located at 118 E. Seneca St., P.O. Box 460, Ithaca, New York, 14850, and its telephone number is (888) 503-5753. The Company's common stock is traded on the NYSE American under the symbol "TMP."

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

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

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

Narrative Description of Business

The Company has identified three business segments, consisting of banking, insurance and wealth management.

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

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

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

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

The Company has operated its insurance agency subsidiary, Tompkins Insurance, since 2001. Insurance services include property and casualty insurance, employee benefit consulting, life, long-term care and disability insurance. Tompkins Insurance is headquartered in Batavia, New York. Over the years, Tompkins Insurance has acquired smaller insurance agencies in the market areas served by Tompkins Community Bank and successfully consolidated them into Tompkins Insurance. Tompkins Insurance offers services to customers of Tompkins Community Bank by sharing offices with Tompkins Community Bank. In addition to these shared offices, Tompkins Insurance has four stand-alone offices in Western New York, and one stand-alone office in Tompkins County, New York.

Wealth management services consist of investment management, trust and estate, financial and tax planning as well as life, disability and long-term care insurance services. Wealth management services are provided under the trade name Tompkins Financial Advisors. Tompkins Financial Advisors has office locations, and services are available, at certain of Tompkins Community Bank's branch locations.

Subsidiaries

Tompkins Community Bank

Tompkins Community Bank operates 56 branches, 40 branches in New York, and 16 located in Pennsylvania. Tompkins has operated in Ithaca, New York and surrounding communities since 1836. Tompkins Community Bank provides wealth management services through Tompkins Financial Advisors, a division of Tompkins Community Bank. As of December 31, 2023, Tompkins Community Bank had consolidated total assets of \$7.8 billion, consolidated total loans of \$5.6 billion, and consolidated total deposits of \$6.4 billion. A description of markets served by Tompkins Community Bank are included below:

Tompkins Central New York ("CNY")

We operate 12 branches in our CNY market, with the largest market area being Tompkins County, which has a population of approximately 107,000. Education plays a significant role in the Tompkins County economy with Cornell University and Ithaca College being two of the county's major employers. Tompkins Community Bank has a full-service office in Cortland, New York and a full-service office in Auburn, New York. Both of these offices are located in counties contiguous to Tompkins County. Tompkins Community Bank also has two full-service branches in Fayetteville and Syracuse, New York which are located in Onondaga County.

Tompkins Western New York ("WNY")

We operate 15 banking offices in our WNY market, in towns situated in and around the areas commonly known as the Genesee Valley region of New York State. The main business office for WNY is located in Batavia, New York and is shared with Tompkins Insurance. Our WNY market is a six-county market, much of which is rural in nature, but also includes Monroe County (population approximately 764,000), where the city of Rochester is located, and Erie County (population approximately 965,000) located near Buffalo, New York. The population of the counties in our WNY market, other than Monroe and Erie, is approximately 199,000.

Tompkins Hudson Valley New York ("HV")

We operate 13 banking offices in our HV market. The 13 banking offices include 5 full-service offices in Putnam County, New York, 3 full-service offices in Dutchess County, New York, and 5 full-service offices in Westchester County, New York. Putnam County has a population of approximately 97,000 and is about 60 miles north of Manhattan. Dutchess County has a population of approximately 295,000, and Westchester County has a population of approximately 1,021,000.

Tompkins Pennsylvania ("PA")

We operate 16 banking offices in Pennsylvania, including one limited-service office. The 16 banking offices include 10 offices in Berks County, 3 offices in Montgomery County, 1 office in Philadelphia County, 1 office in Delaware County and 1 office in Schuylkill County. The population of the counties served by PA is Philadelphia: 1.6 million, Montgomery: 846,000, Delaware: 582,000, Berks: 434,000 and Schuylkill: 141,000. The main office is located in Wyomissing, Pennsylvania.

Tompkins Insurance Agencies, Inc.

Tompkins Insurance is headquartered in Batavia, New York. Insurance services include property and casualty insurance, employee benefit consulting, and life, long-term care and disability insurance. Over the years, Tompkins Insurance has acquired smaller insurance agencies in the market areas served by Tompkins Community Bank and successfully consolidated them into Tompkins Insurance. Tompkins Insurance offers services to customers of the Tompkins Community Bank by sharing offices within Western New York, Central New York and Pennsylvania. In addition to these shared offices, Tompkins Insurance has four stand-alone offices in Western New York, and 1 office located in Tompkins County.

Competition

Competition for commercial banking and other financial services is strong in the Company's market areas. In one or more aspects of its business, Tompkins Community Bank competes with other commercial banks, savings and loan associations, credit unions, finance companies, internet-based financial services companies, mutual funds, insurance companies, brokerage and investment banking companies, and other financial intermediaries. Some of these competitors have substantially greater resources and lending capabilities and may offer services that the Company does not currently provide. In addition, many of the Company's non-bank competitors are not subject to the same extensive State and Federal regulations that govern financial holding companies and Federally-insured banks.

Competition among financial institutions is based upon interest rates offered on deposit accounts, interest rates charged on loans and other credit and service charges, the quality and scope of the services rendered, the convenience of facilities and services, and, in the case of loans to commercial borrowers, relative lending limits. Management believes that a community-based financial organization is better positioned to establish personalized financial relationships with both commercial customers and individual households. The Company's community commitment and involvement in its primary market areas, as well as its commitment to quality and personalized financial services, are factors that contribute to the Company's competitiveness. Management believes that Tompkins Community Bank can compete successfully in its primary market areas by making prudent lending decisions quickly and more efficiently than its competitors, without compromising asset quality or profitability. In addition, the Company focuses on providing unparalleled customer service, which includes offering a strong suite of products and services, including products that are accessible to our customers through digital channels. Although management feels that this business model has caused the Company to grow its customer base in recent years and allows it to compete effectively in the markets it serves, we cannot assure you that such factors will result in future success.

Supervision and Regulation

Regulatory Agencies

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

Procedures Act, and the Electronic Funds Transfer Act, as well as other federal, state and local laws. The Company's common stock is traded on the NYSE American under the Symbol "TMP" and as a result the Company is subject to the rules of the NYSE American for listed companies.

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

The Company's insurance subsidiary is subject to examination and regulation by the NYSDFS and the Pennsylvania Insurance Department.

The Company's wealth management subsidiary is subject to examination and regulation by various regulatory agencies. The trust division of Tompkins Community Bank is subject to examination and comprehensive regulation by the FDIC and NYSDFS.

Federal Home Loan Bank ("FHLB") System

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

Regulatory Reform

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

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") by way of example, contains a comprehensive set of provisions designed to govern the practices and oversight of financial institutions and other participants in the financial markets. The Dodd-Frank Act made extensive changes in the regulation of financial institutions and their holding companies. Some of the changes brought about by the Dodd-Frank Act were modified by the Economic Growth, Regulatory Relief, and Consumer Protection Act of 2018 (the "Regulatory Relief Act"), signed into law on May 24, 2018.

Debit-Card Interchange Fees

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

Volcker Rule

The Dodd-Frank Act required the federal financial regulatory agencies to adopt rules that prohibit banks and their affiliates from engaging in proprietary trading and investing in certain covered funds. The statutory provision is commonly called the "Volcker Rule," and is not applicable to depository institutions and their holding companies whose total assets do not exceed \$10 billion. As of December 31, 2023, the Company's total assets on a consolidated basis were \$7.8 billion.

Federal Bank Holding Company ("BHC") Regulation

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

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

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

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

Share Repurchases and Dividends

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

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

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

The Company's primary source of liquidity is the receipt of cash dividends from Tompkins Community Bank. Various statutes and regulations limit the availability of cash dividends from Tompkins Community Bank and the dividends paid by Tompkins Community Bank are regulated by the NYSDFS and the FDIC under their general supervisory authority as it relates to a bank's

capital requirements. Tompkins Community Bank may declare a dividend without the approval of the NYSDFS and FDIC as long as the total dividends declared in a calendar year do not exceed the net income for the current fiscal year, plus the retained net income for the prior two fiscal years.

Transactions with Affiliates and Other Related Parties

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

Tompkins Community Bank's authority to extend credit to its directors, executive officers and 10% shareholders (collectively, "Reg O Insiders"), as well as to entities controlled by such persons, is governed by the requirements of Sections 22(g) and 22(h) of the Federal Reserve Act and Regulation O as promulgated by the FRB. Among other things, these provisions require that extensions of credit to Reg O Insiders (i) be made on terms that are substantially the same as, and follow credit underwriting procedures that are not less stringent than, those prevailing for comparable transactions with persons or entities that are not Reg O Insiders (or their related parties), and that do not involve more than the normal risk of repayment or present other unfavorable features; and (ii) not exceed certain limitations on the amount of credit extended to such persons, individually and in the aggregate, which limits are based, in part, on the amount of the bank's capital. In addition, extensions of credit in excess of certain limits must be approved by the bank's board of directors. Additional restrictions apply to extensions of credit to executive officers of Tompkins Community Bank. A similar scope of restrictions on insider transactions is required by Title 3, Part 11 of NYSDFS Banking regulations.

Mergers and Acquisitions

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

Source of Strength Doctrine

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

Capital Adequacy and Prompt Corrective Action

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

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

The Basel III Capital Rules require Tompkins to maintain (i) a minimum ratio of CET1 to risk-weighted assets of 4.5%, plus a 2.5% capital conservation buffer (resulting in a minimum ratio of CET1 to risk-weighted assets of 7.0%), (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of 6.0%, plus the capital conservation buffer (resulting in a minimum Tier 1 capital ratio of 8.5%), (iii) a minimum ratio of Total capital (that is, Tier 1 plus Tier 2) to risk-weighted assets of 8.0%, plus the capital conservation buffer (resulting in a minimum total capital ratio of 10.5%), and (iv) a minimum leverage ratio of 4.0%, calculated as the ratio of Tier 1 capital to average assets. Banking institutions that fail to meet the effective minimum ratios once the capital conservation buffer is taken into account, as detailed above, will be subject to constraints on capital distributions, including dividends and share repurchases, and certain discretionary executive compensation. The severity of the constraints depends on the amount of the shortfall and the institution's "eligible retained income" (that is, the greater of (i) net income for the preceding four quarters, net of distributions and associated tax effects not reflected in net income and (ii) average net income over the preceding four quarters).

Under the Basel III Capital Rules, the effect of certain accumulated other comprehensive items are not excluded, which could result in significant variations in the level of capital depending upon the impact of interest rate fluctuations on the fair value of the Company's securities portfolio. Contained within the rule was a one-time option to permanently opt-out of the inclusion of accumulated other comprehensive income in the capital calculation based upon asset size. Tompkins decided to opt out of this requirement in January 2015.

Section 38 of the Federal Deposit Insurance Act ("FDIA") requires federal banking agencies to take "prompt corrective action" ("PCA") should an insured depository institution fail to meet certain capital adequacy standards. If an insured depository institution is classified in one of the undercapitalized categories, it is required to submit a capital restoration plan to the appropriate federal banking agency and the holding company must guarantee the performance of that plan. Based upon its capital levels, a bank that is classified as well-capitalized, adequately capitalized or undercapitalized, may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition or an unsafe or unsound practice, warrants such treatment.

With respect to Tompkins Community Bank, the Basel III Capital Rules revised the PCA regulations, by: (i) introducing a CET1 ratio requirement at each PCA category (other than critically undercapitalized), with the required CET1 ratio being 6.5% for well-capitalized status; (ii) increasing the minimum Tier 1 capital ratio requirement for each category, with the minimum Tier 1 capital ratio for well-capitalized status being 8% (as compared to 6%); and (iii) eliminating the provision that permitted a bank with a composite supervisory rating of 1 and a 3% leverage ratio to be considered adequately capitalized. The Basel III Capital Rules did not change the total risk-based capital requirement for any PCA category. Additionally, bank holding companies and insured depository institutions may also be subject to potential enforcement actions of varying levels of severity for unsafe or unsound practices in conducting their business or for violation of any law, rule, regulation, condition imposed in writing by federal banking agencies or term of a written agreement with such agency. The Company is in compliance, and management believes that the Company will continue to be in compliance, with the targeted capital ratios as such requirements are phased in.

In July 2023, the federal banking regulators proposed revisions to the Basel III Capital Rules to implement the Basel Committee's 2017 standards and make other changes to the Basel III Capital Rules. The proposal introduces revised credit risk, equity risk, operational risk, credit valuation adjustment risk and market risk requirements, among other changes. However, the revised capital requirements of the proposed rule would not apply to Tompkins or Tompkins Community Bank because they have less than \$100 billion in total consolidated assets and trading assets and liabilities below the threshold for market risk requirements.

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

Deposit Insurance

Substantially all of the deposits of Tompkins Community Bank's deposits are insured up to applicable limits by the Deposit Insurance Fund ("DIF") of the FDIC and are subject to deposit insurance assessments to maintain the DIF. The Dodd-Frank Act permanently increased the maximum amount of deposit insurance to \$250,000 per deposit category, per depositor, per institution retroactive to January 1, 2008.

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

On June 21, 2022, the FDIC adopted an Amended Restoration Plan and a notice of proposed rulemaking to increase the likelihood that the reserve ratio would be restored to at least 1.35% by September 30, 2028. The Board also approved to increase initial base deposit insurance assessment rate schedules uniformly by 2 basis points, which became effective January 1, 2023 and was applicable to the first quarterly assessment period of 2023.

On November 16, 2023, the FDIC issued a final rule that implements a special assessment to recover the loss to the DIF arising from the protection of uninsured depositors following the closures of Silicon Valley Bank and Signature Bank. The assessment base for the special assessment is equal to a bank's estimated uninsured deposits, reported for the quarter that ended December 31, 2022, adjusted to exclude the first \$5 billion in estimated uninsured deposits from the bank, or for banks that are part of a holding company with one or more subsidiary banks, at the banking organization level. The FDIC will collect the special assessment at an annual rate of approximately 13.4 basis points, over eight quarterly assessment periods. The Company is not subject to the special assessment as its uninsured deposits at of December 31, 2022, were below the \$5 billion exclusion.

Under the FDIA, the FDIC may terminate deposit insurance upon a finding that the institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC.

FDIC insurance expense totaled \$4.3 million, \$2.8 million, and \$2.8 million in 2023, 2022 and 2021, respectively.

Depositor Preference

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

Community Reinvestment Act ("CRA")

The CRA and the regulations issued thereunder are intended to encourage banks to help meet the credit needs of their entire service area, including low and moderate income neighborhoods, consistent with the safe and sound operations of such banks. These regulations also provide for regulatory assessment of a bank's record in meeting the needs of its service area when considering applications to establish branches, merger applications and applications to acquire the assets and assume the liabilities of another bank. As of December 31, 2023, the Company's subsidiary bank had a rating of outstanding.

On October 24, 2023, the Federal Reserve Board, FDIC, and OCC issued a joint final rule that amends the regulations implementing the Community Reinvestment Act to better achieve the purposes of the law. Key elements of the final rule are as follows:

- Expands access to credit, investment, and basic banking services in low-and moderate-income ("LMI") communities. Under the final rule, the agencies will evaluate bank performance across the varied activities they conduct and communities in which they operate so that CRA is a strong and effective tool to address inequities in access to credit. The final rule seeks to promote community engagement and financial inclusion. It also emphasizes smaller-value loans and investments that can have high impact and be more responsive to the needs of LMI communities.
- Adapts to changes in the banking industry, including internet and mobile banking. The final rule updates the CRA assessment areas to include activities associated with online and mobile banking, branchless banking, and hybrid models.
- Provides greater clarity, consistency, and transparency. The final rule adopts a metrics-based approach to CRA evaluations of retail lending and community development financing, which includes public benchmarks, for greater clarity and consistency. It also would clarify eligible CRA activities, such as affordable housing, that are focused on LMI, underserved, and rural communities.
- Tailors CRA evaluations and data collection to bank size and type. The proposal recognizes differences in bank size and business models. Certain new data requirements will be limited to large banks with assets greater than \$10 billion.
- Maintains a unified approach. The final rules reflect a unified approach from the bank regulatory agencies and incorporate extensive feedback from stakeholders.

Most of the final rule's requirements are applicable beginning on January 1, 2026. The remaining requirements, including data reporting requirements become applicable on January 1, 2027. The Company is evaluating the impact of the amendments to the regulations implementing the CRA.

Federal Securities Laws

The common stock of the Company is registered with the SEC under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Therefore, the Company is subject to the reporting, information disclosure, proxy solicitation and other requirements imposed on public companies by the SEC under the Exchange Act. Additionally, Company insiders are subject to securities trading limitations and are required to file insider ownership reports with the SEC. The SEC and NYSE American have adopted regulations under the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley") and the Dodd-Frank Act that apply to the Company as an exchange-traded, public company, which seek to improve corporate governance, accounting, and reporting requirements, provide enhanced penalties for financial reporting improprieties and improve the reliability of disclosures in SEC filings. For example, the Sarbanes-Oxley requirements include: (1) requirements for audit committees, including independence and financial expertise; (2) certification of financial statements by the chief executive officer and chief financial officer of the reporting company; (3) standards for auditors and regulation of audits; (4) disclosure and reporting requirements for the reporting company and directors and executive officers; and (5) a range of civil and criminal penalties for fraud and other violations of securities laws.

Anti-Money Laundering and the USA Patriot Act

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

The Anti-Money Laundering Act of 2020 ("AMLA"), which amends the Bank Secrecy Act of 1970 ("BSA"), was enacted in January 2021. The AMLA is intended to be a comprehensive reform and modernization to U.S. bank secrecy and anti-money laundering laws. Among other things, it codifies a risk-based approach to anti-money laundering compliance for financial institutions; requires the development of standards for evaluating technology and internal processes for BSA compliance; and expands enforcement- and investigation-related authority, including increasing available sanctions for certain BSA violations and instituting BSA whistleblower incentives and protections.

Financial Privacy

The Gramm-Leach-Bliley Act of 1999 ("GLBA") requires that financial institutions implement comprehensive written information security programs that include administrative, technical and physical safeguards designed to protect consumer information. Under the GLBA, federal banking regulators adopted rules that limit the ability of banks and other financial institutions to disclose non-public information about consumers to non-affiliated third parties. These limitations require disclosure of privacy policies and certain security breaches to consumers and, in some circumstances, allow consumers to

prevent disclosure of certain personal information to a non-affiliated third party. These provisions affect, among other things, how consumer information is transmitted through diversified financial companies and conveyed to outside vendors.

Office of Foreign Assets Control Regulation

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

Consumer Protection Laws

In connection with its lending and leasing activities, Tompkins Community Bank is subject to a number of federal and state laws designed to protect borrowers and promote lending. These consumer financial laws include the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Fair and Accurate Credit Transaction Act of 2003, Electronic Funds Transfer Act, the Expedited Funds Availability Act, the Truth in Lending Act, the Truth in Savings Act, the Home Mortgage Disclosure Act, and the Real Estate Settlement Procedures Act, and similar laws at the state level. Tompkins Community Bank's failure to comply with any of the consumer financial laws can result in civil actions, regulatory enforcement action by the federal banking agencies and the U.S. Department of Justice.

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

Cybersecurity

The Company is subject to data security standards and privacy and data breach notice requirements as established by federal and state regulators. See Item 1C. Cybersecurity for a detailed discussion of cybersecurity and Item 1A. Risk Factors for a discussion of risks related to cybersecurity.

Incentive Compensation

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

In October 2022, the SEC adopted a final rule pursuant to the Dodd-Frank Act directing the national securities exchanges and associations, including the NYSE American LLC, to implement listing standards that require listed companies to adopt policies mandating the recovery or "clawback" of incentive-based, executive compensation in connection with accounting restatements due to material noncompliance with federal securities laws. The NYSE American's listing standards pursuant to the SEC's rule became effective in October 2023. The Company has adopted a clawback policy that is intended to comply with the NYSE American listing standards. The Company's right to recover excess incentive compensation provided by this policy are in addition to any other remedies available to the Company under applicable law, policy or agreement, including without limitation those rights described under Section 304 of Sarbanes-Oxley.

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

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

The Company is also subject to the NYSDFS rule "Guidance on Incentive Compensation Arrangements," which directs all New York state regulated banks (including Tompkins Community Bank) to ensure that any employee incentive arrangements do not encourage inappropriate risk-taking or improper sales practices. Under this guidance, incentive compensation based on employee performance indicators may only be paid if the bank has effective risk management, oversight and control systems in place. We believe the Company is compliant with all applicable state and federal regulation regarding incentive compensation.

Climate-Related and Other ESG Developments

In recent years, federal, state and international lawmakers and regulators have increased their focus on financial institutions' and other companies' risk oversight, disclosures and practices in connection with climate change and other environmental, social and governance ("ESG") matters. For example, in March 2022, the SEC issued a proposed rule on the enhancement and standardization of climate-related disclosures for investors. The proposed rule would require public issuers, including us, to significantly expand the scope of climate-related disclosures in their SEC filings. The SEC has also announced plans to propose rules to require enhanced disclosure regarding human capital management and board diversity for public issuers.

On October 21, 2021, the Financial Stability Oversight Council published a report identifying climate-related financial risks as an "emerging threat" to financial stability. On October 24, 2023, the OCC, the FDIC and the Federal Reserve jointly finalized principles for climate-related financial risk management for national banks with more than \$100 billion in total assets. Although these risk management principles do not apply to the Tompkins directly based upon our current size, the OCC has indicated that all banks, regardless of their size, may have material exposures to climate-related financial and other risks that require prudent management. As climate-related supervisory guidance is formalized, and relevant risk areas and corresponding control expectations are further refined, we may be required to expend significant capital and incur compliance, operating, maintenance and remediation costs in order to conform to such requirements.

Other Governmental Initiatives

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

Employees and Human Capital

Tompkins culture is underpinned by its core values, including "a commitment to our employees." As of December 31, 2023, the Company had 1,032 total employees, which included 942 full-time employees and 90 part-time and temporary employees. Of the Company's total employees, 859 are employed by Tompkins Community Bank, and 173 employees are employed by our subsidiary Tompkins Insurance Agencies, Inc. No employees are covered by a collective bargaining agreement, and the Company believes its employee relations are excellent.

The Company's demand for qualified candidates at all levels of its organization grows as the Company's business grows. The centralized Talent Acquisition Team reported challenges in recruiting and retaining talent in our insurance and financial advisory sales positions, but this stabilized toward the end of 2023. The Company is also mindful of macroeconomic factors

impacting the financial services industry such as inflation, rising interest rates and continued low unemployment in all four of its markets and it routinely undertakes a salary review to confirm that its total compensation is aligned with the market.

A key component of the Company's recruitment and retention strategy is to offer employees at all levels the opportunity to participate in the Company's success. The Company maintains a robust Profit-Sharing plan for all employees who meet minimum service requirements. As of December 31, 2023, 83% of all employees received a profit-sharing contribution during 2023. The Company also offers incentive and/or equity compensation plans or programs to employees at many levels of the Company and, as of December 31, 2023, 54% of all employees had an opportunity to earn supplemental compensation reflective of their position and overall contributions towards the Company's strategic objectives. Another important tool in the Company's recruiting and retention strategy is the availability of a remote or hybrid scheduling option for the majority of team members. Today over half of the Company's employees have taken advantage of this opportunity.

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

The Company strives to promote a culture of diversity, inclusion and belonging. The Company's enterprise-wide Diversity, Inclusion & Belonging Action Team focuses on initiatives and events that recognize and engage our employees, and strengthens our employees' sense of belonging within our organization. The Company's Diversity, Inclusion and Belonging Change Agent members play an important role in recommending educational opportunities, celebrating cultural events, and serving on a variety of teams that enhance our employee engagement. Local Acorn Community Alliance teams were established in each of the Company's markets to support our external diversity, equity, and inclusion initiatives through their focus on providing Education, Volunteering and Sponsorship opportunities that meet the needs of their local communities.

Available Information

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

Item 1A. Risk Factors

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

Credit Risk

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

The Company offers different types of commercial loans to a variety of businesses, and we believe commercial loans will continue to comprise a significant concentration of our loan portfolio in 2024 and beyond. Real estate lending is generally

considered to be collateral-based lending with loan amounts based on predetermined loan-to-collateral values. As such, declines in real estate valuations in the Company's market area would lower the value of the collateral securing these loans. Additionally, the Company has experienced, and expects to continue experiencing, increased competition in commercial real estate lending. This increased competition may inhibit the Company's ability to generate additional commercial real estate loans or maintain its current inventory of commercial real estate loans. The Company's commercial business loans are made based primarily on the cash flow and creditworthiness of the borrower and secondarily on the underlying collateral provided by the borrower, with liquidation of the underlying real estate collateral being viewed as the primary source of repayment in the event of borrower default. The borrowers' cash flow may be difficult to predict, and collateral securing these loans may fluctuate in value. Although commercial business loans are often collateralized by equipment, inventory, accounts receivable, or other business assets, the liquidation of collateral in the event of default is often an insufficient source of repayment. As of December 31, 2023, commercial and commercial real estate loans totaled \$3.9 billion or 70.2% of total loans.

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

As part of the Company's commercial business lending activities, the Company originates agricultural loans, consisting of agricultural real estate loans and agricultural operating loans. As of December 31, 2023, \$322.9 million or 5.8% of the Company's total loan portfolio consisted of agriculturally-related loans, including \$221.7 million in agricultural real estate loans and \$101.2 million in agricultural operating loans. Payments on agricultural loans are dependent on the profitable operation or management of the related farm property. The success of the farm may be affected by many factors outside the control of the borrower, including adverse weather conditions that prevent the planting of a crop or limit crop yields (such as wind, hail, drought and floods), loss of livestock due to disease or other factors, declines in market prices for agricultural products and the impact of governmental regulations and subsidies (including changes in price supports and environmental regulations). Many farms are dependent upon a limited number of key individuals whose injury or death may significantly affect the successful operation of the farm. If the cash flow from a farming operation is diminished, the borrower's ability to repay the loan may be impaired. While agricultural operating loans are generally secured by a blanket lien on the farm's operating assets, any repossessed collateral in respect of a defaulted loan may not provide an adequate source of repayment of the outstanding balance.

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

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

The Company owns various properties used in the operation of its business. In addition, from time to time, the Company forecloses on properties or may be deemed to become involved in the management of its borrowers' properties. The Company could be subject to environmental liabilities imposed by applicable federal and state laws with respect to any of these properties. For example, we may be held liable to a government entity or to third parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination, or may be required to clean up hazardous or toxic substances, or chemical releases, at a property, or may be subject to common law claims by third parties for damages and costs resulting from environmental contamination emanating from the property. Additionally, a significant portion of our loan portfolio at December 31, 2023 was secured by real estate and, if the real estate securing our assets is subject to environmental liability, our collateral position may be substantially weakened. Any such environmental liabilities imposed on the Company could have a material adverse impact on the Company's financial condition or results of operations.

Market Risk

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

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

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

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

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

Adverse developments affecting the banking industry, and resulting media coverage, have contributed to market volatility and eroded confidence in the banking system and could have a material effect on the Company's results of operations and/or stock price.

Events affecting the financial services industry, including bank failures, have resulted in decreased confidence in banks among investors, customers and counterparties, which generated significant market volatility among publicly traded bank holding companies. As a result, customers may choose to maintain deposits with other financial institutions or invest in higher yielding short term fixed income securities, which could adversely impact our liquidity and results of operations. Uncertainty and concern regarding soundness or creditworthiness of other financial institutions has been, and may be in the future, compounded by advances in technology that increase the speed at which deposits can be moved, as well as the speed and reach of media attention, including social media, and its ability to disseminate concerns or rumors, in each case potentially exacerbating liquidity concerns and market disruption within the financial services industry, and may increase the risk of a wider economic recession. These events have, and could continue to, adversely impact the market price and volatility of the Company's common stock.

High profile bank failures and other events may also result in potentially adverse changes to laws or regulations governing banks and bank holding companies or result in the impositions of restrictions through supervisory or enforcement activities, including higher capital requirements. Any of these changes could have a material impact on our business, financial condition and results of operations.

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

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

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

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

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

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

The Company's operations are heavily concentrated in the New York State and, to a lesser extent, Pennsylvania and, as a result, the Company's financial condition, results of operations and cash flows are significantly impacted by changes in the economic

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

Liquidity Risk

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

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

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

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

There are 11 branches of the FHLB, including New York. The FHLBNY severally liable along with the other FHLBs for the consolidated obligations issued on behalf of the FHLBs through the Office of Finance. Dividends on, redemption of, or repurchase of shares of the FHLBNY's capital stock cannot occur unless the principal and interest due on all consolidated obligations have been paid in full. If another FHLB were to default on its obligation to pay principal or interest on any consolidated obligations, the Federal Home Loan Finance Agency (the "Finance Agency") may allocate the outstanding liability among one or more of the remaining Federal Home Loan Banks on a pro rata basis or on any other basis the Finance Agency may determine. As a result, the FHLBNY's ability to pay dividends on, to redeem, or to repurchase shares of capital stock could be affected by the financial condition of one or more of the other Federal Home Loan Banks. Any such adverse effects on the FHLBNY could adversely affect our liquidity, the value of our investment in FHLBNY common stock, and could negatively impact our results of operations.

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

A decline in the value of our goodwill and other intangible assets could adversely affect our financial condition and results of operations.

As of December 31, 2023, the Company had \$94.9 million of goodwill and other intangible assets. The Company is required to test its goodwill and intangible assets for impairment on a periodic basis. A significant decline in the Company's expected future cash flows, a significant adverse change in business climate, slower growth rates or a significant and sustained decline in the price of the Company's common stock, may necessitate our taking charges in the future related to the impairment of the Company's goodwill and intangible assets. If we make an impairment determination in a future reporting period, the Company's earnings and the book value of these intangible assets would be reduced by the amount of the impairment. Further, a goodwill impairment charge could significantly restrict the ability of our banking subsidiary to make dividend payments to us without prior regulatory approval, which could have a material adverse effect on our financial condition and results of operations.

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

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

Operational Risks

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

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

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

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

disruption in essential service or operations. Any of the foregoing events could result in financial loss or costs, reputational harm or damages and litigation, regulatory investigation costs or remediation costs to us or others. Any of these consequences could have a material adverse effect on our financial condition and results of operations.

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

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

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

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

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

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

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

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

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

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

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

Federal and state banking regulators and supervisory authorities, investors, and other stakeholders have increasingly viewed financial institutions as important in helping to address the risks related to climate change both directly and with respect to their clients, which may result in financial institutions coming under increased pressure regarding the disclosure and management of their climate risks and related lending and investment activities. Given that climate change could impose systemic risks upon the financial sector, either via disruptions in economic activity resulting from the physical impacts of climate change or changes in policies as the economy transitions to a less carbon-intensive environment, the Company may face regulatory risk of increasing focus on the Company's resilience to climate-related risks, including in the context of stress testing for various climate stress scenarios. Ongoing legislative or regulatory uncertainties and changes regarding climate risk management and practices have and may continue to result in higher regulatory, compliance, credit, and reputational risks and costs.

With the increased importance and focus on climate change, we are making efforts to enhance our governance of climate change-related risks and integrate climate considerations into our risk governance framework. Nonetheless, the risks associated with climate change are rapidly changing and evolving in an escalating fashion, making them difficult to assess due to limited data and other uncertainties. We could experience increased expenses resulting from strategic planning, litigation, and technology and market changes, and reputational harm as a result of negative public sentiment, regulatory scrutiny, and reduced investor and stakeholder confidence due to our response to climate change and our climate change strategy, which, in turn, could have a material negative impact on our business, results of operations, and financial condition.

The Company's insurance agency subsidiary's commission revenues are based on premiums set by insurers and any decreases in these premium rates could adversely affect its operations and revenues.

The Company's insurance agency subsidiary, Tompkins Insurance, derives the bulk of its revenue from commissions paid by insurance underwriters on the sale of insurance products to clients. Tompkins Insurance does not determine the insurance premiums on which its commissions are based. Insurance premiums are cyclical in nature and may vary widely based on market conditions. As a result, insurance brokerage revenues and profitability can be volatile. Revenue from insurance commissions and fees could be negatively affected by fluctuations in insurance premiums and other factors beyond the Company's control, including changes in laws and regulations impacting the healthcare and insurance markets. In addition, there have been and may continue to be various trends in the insurance industry toward alternative insurance markets including, among other things, increased use of self-insurance, captives, and risk retention groups. Even if Tompkins Insurance is able to participate in these activities, it is unlikely to realize revenues and profitability as favorable as those realized from our traditional brokerage activities. The Company cannot predict the timing or extent of future changes in premiums and thus commissions. As a result,

the Company cannot predict the effect that future premium rates will have on its operations. Decreases in premium rates could adversely affect its operations and revenues.

Legal, Compliance and Regulatory Risks

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

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

Additionally, banking regulators are authorized to take supervisory actions that may restrict or limit a financial institution's activities. Regulatory restrictions on our activities could adversely affect our costs and revenues, and may impair our ability to execute our strategic plans. In addition, if our regulators identify a compliance failure, we may be assessed a fine, prohibited from completing a strategic acquisition or divestiture, or subject to other actions imposed by the regulatory authorities. The recent regulatory activity and increased scrutiny have resulted, and may continue to result, in increases in our costs of doing business, and could result in decreased revenues and net income, reduce our ability to effectively compete to attract and retain customers, or make it less attractive for us to continue providing certain products and services. Any future changes in federal or state law and regulations, as well as the interpretations and implementations, or modifications or repeals, of such laws and regulations, could have a material adverse effect on our business, financial condition or results of operations.

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

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

We will be subject to heightened regulatory requirements if we exceed \$10 billion in total consolidated assets.

Based on our historical growth rates and current size, it is possible that our total assets could exceed \$10 billion dollars in the future. Our total consolidated assets on December 31, 2023 were \$7.8 billion. The Dodd-Frank Act and its implementing regulations impose enhanced supervisory requirements on bank holding companies with more than \$10 billion in total consolidated assets.

In addition to the additional regulatory requirements that we will become subject to upon crossing this asset threshold, federal financial regulators may require the Company to, or the Company may proactively, take actions to prepare for compliance with such increased regulations before we exceed \$10 billion in total consolidated assets. We may, therefore, incur significant compliance costs in an effort to ensure compliance before we reach \$10 billion in total consolidated assets. These additional compliance costs, if they occur, may adversely affect our business, results of operations and financial condition.

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

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

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

Strategic Risk

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

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

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

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

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Risk management and strategy

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

The Company maintains an enterprise-wide and Board-approved Information and Cyber Security Program (the “Program”), which includes strategy, written policies, procedures, guidelines and standards to address the assessment, identification and management of cybersecurity risks. The Company designed the Program to be consistent with industry standards and in compliance with applicable federal and New York state laws, regulations and guidelines.

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

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

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

To manage the risks identified, the company implements controls and tests those controls for effectiveness. The Company uses the Federal Financial Institutions Examination Council Cyber Assessment Tool (CAT), the National Institute of Standards and Technology (NIST) Cybersecurity Framework (CSF), the NYS DFS cybersecurity requirements and the Center for Internet Security (CIS) Critical Controls to help inform the Company of best practices for control implementation and potential risk mitigation opportunities that align with defined risk scenarios, and generally as a baseline for best practice control implementation.

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

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

Governance

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

Annually, the Audit and Risk Committee reviews and recommends for approval to the Board the Information Security Policy, which outlines the roles, responsibilities, and objectives for the Program. On a quarterly basis, the Company’s Information

Security Officer presents the Company's cybersecurity report and related material for review by the Audit and Risk Committee and the Board. This report includes emerging risks, overall program effectiveness/status, cybersecurity incidents, staffing, risk exceptions, and recommended enhancements to the program, as applicable. Annually, the Information Security Officer provides security related education to the Board and Audit and Risk Committee.

The Company's Technology and Information Security Committee ("TISC") oversees the governance of the Company's enterprise technology and information security programs, including strategy, management principals, risk and compliance. The TISC reviews the policies, strategy, emerging topics, risks and general compliance of the programs to ensure they are adequate and sufficient to govern and manage the associated risk of the Company. The TISC coordinates and communicates with the Audit and Risk Committee on risk-related items through Company's Enterprise Risk Management Committee. The TISC provides a forum for advising and sharing information among members of the Company's senior leadership team and is comprised of Company risk owners with expertise across a wide range of financial, technical, operational, strategic, and cybersecurity skill sets. The TISC is co-chaired by the Chief Technology Officer, who is responsible for the enterprise-wide information technology program and the Information Security Officer, who is responsible for the enterprise-wide information security program. The Information Security Officer is a Certified Information Systems Security Professional (CISSP), with over 20 years of experience in a combination of information technology and information security roles. The Information Security Officer has over eight years of leadership experience in the field of information security, and holds a Bachelor's degree in Information Technology, with an Associate's degree in Computer Network Management.

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

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

Item 2. Properties

The Company's executive offices are located at 118 East Seneca Street in Ithaca, New York. Tompkins Community Bank has 56 branch offices, of which 25 are owned and 31 are leased at market rents. The Company's insurance subsidiary has 5 stand-alone offices, of which 3 are owned by the Company and 2 are leased at market rents. The Company's wealth management and financial planning division has 2 offices which are leased at a market rent, and shares other locations within branches of Tompkins Community Bank. Management believes the current facilities are suitable for their present and intended purposes. For additional information about the Company's facilities, including rental expenses, see "Note 6 Premises and Equipment" in Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K.

Item 3. Legal Proceedings

The Company is subject to various claims and legal actions that arise in the ordinary course of conducting business. As of December 31, 2023, management, after consultation with legal counsel, does not anticipate that the aggregate ultimate liability arising out of litigation pending or threatened against the Company or its subsidiaries will be material to the Company's consolidated financial position. On at least a quarterly basis, the Company assesses its liabilities and contingencies in connection with such legal proceedings. Although the Company does not believe that the outcome of pending litigation will be material to the Company's consolidated financial position, it cannot rule out the possibility that such outcomes will be material to the consolidated results of operations for a particular reporting period in the future.

Item 4. Mine Safety Disclosures

Not applicable.

Information About Our Executive Officers

The information concerning the Company's executive officers is provided below as of February 29, 2024.

Name	Age	Title	Year Joined Company
Stephen S. Romaine	59	President and CEO	January 2000
David S. Boyce	57	Executive Vice President	January 2001
David M. DeMilia	48	Executive Vice President	April 2008
Matthew D. Tomazin	39	Executive Vice President, CFO and Treasurer	April 2019
Alyssa H. Fontaine	43	Executive Vice President, General Counsel, and CRO	January 2016
Johanna B Anderson	44	Executive Vice President	July 2023
Charles J Guarino	48	Executive Vice President and COO	March 2019
Ginger G. Kunkel	53	Executive Vice President	December 2021
John M. McKenna	57	Executive Vice President	April 2009
Susan M. Valenti	69	Executive Vice President of Corporate Marketing	March 2012
Bonita N. Lindberg	67	Senior Vice President, Director of Human Resources	December 2015
Diane D Torcello	61	Executive Vice President	May 2005

Business Experience of the Executive Officers:

Stephen S. Romaine has served as President and Chief Executive Officer of the Company since January 2007. From 2003 through 2006, he served as President and Chief Executive Officer of Mahopac Bank. Mr. Romaine currently serves on the board of the Federal Home Loan Bank of New York and the New York Bankers Association.

David S. Boyce joined the Company in January 2001 and was appointed President and Chief Executive Officer of Tompkins Insurance in 2002. He was promoted to Executive Vice President in April 2004. Mr. Boyce has served Tompkins Insurance and its predecessor company for 35 years.

David M. DeMilia joined Tompkins Mahopac Bank in April 2008 as a regional vice president, providing commercial banking services in Westchester County. In 2014, he was promoted to senior vice president before becoming Tompkins Community Bank Hudson Valley senior commercial loan officer in October 2018. In June 2021, he was appointed President of Tompkins Community Bank Hudson Valley overseeing Tompkins' activities in the Hudson Valley region.

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

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

Johanna B. Anderson joined the Company in July 2023 as President of Tompkins Community Bank CNY and Executive Vice President. Ms. Anderson had served on the Tompkins Community Bank CNY Board and Board Loan Committee since 2020. Prior to joining the Company, Ms. Anderson served as Executive Director of Ithaca Neighborhood Housing Services, a nonprofit organization dedicated to expanding housing opportunities to low and moderate-income residents in Central New York from August 2017 to June 2023.

Charles J. Guarino joined the Company in March 2019 as Senior Vice President, Manager of Retail & Small Business Lending, overseeing the bank's consumer, residential, small business and specialty lending areas. In October 2023, he was promoted to Executive Vice President and Chief Banking Operations Officer. Prior to joining the Company, Mr. Guarino spent 24 years with Financial Institutions, Inc. (NASDAQ:FISI), a registered financial holding company with its principal headquarters located

in Warsaw, New York. There, Mr. Guarino oversaw areas such as marketing, retail banking, retail lending, wealth management and indirect auto lending, most recently serving as Senior Vice President, Chief Retail Lending Executive from June 2016 to March 2019. Mr. Guarino currently serves on the marketing and fundraising committee of Hub585, Inc., a nonprofit organization focused on youth and families.

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

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

Susan M. Valenti joined the Company in March 2012 as Senior Vice President, Corporate Marketing. She was promoted to Executive Vice President of the Company in June 2014. Prior to joining the Company, Ms. Valenti spent 23 years at JPMorgan Chase working in a variety of marketing roles, most recently as Vice President of Chase Private Client Marketing Executive.

Bonita N. Lindberg joined the Company in December 2015 as Senior Vice President, Director of Human Resources. Before joining the Company, Ms. Lindberg served as Director of Human Resources at Cortland Regional Medical Center from 2014 to 2015. Ms. Lindberg previously served as the Vice President of Human Resources and Director of Organizational Development at Albany International Corporation.

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

PART II

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

Market Price and Dividend Information

The Company's common stock is traded under the symbol "TMP" on the NYSE American. As of February 27, 2024, there are approximately 2,628 holders of shares of our common stock.

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

Issuer Purchases of Equity Securities

The following table reflects all Company repurchases, including those made pursuant to publicly announced plans or programs, during the quarter ended December 31, 2023:

Period	Total Number of Shares Purchased (a)	Average Price Paid Per Share (b)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (c)	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (d)
October 1, 2023 through October 31, 2023	3,006	\$ 49.92	0	\$ 400,000
November 1, 2023 through November 30, 2023	17,248	\$ 51.40	0	\$ 400,000
December 1, 2023 through December 31, 2023	589	\$ 61.76	0	\$ 400,000
Total	20,843	\$ 51.48	0	\$ 400,000

Included above are 3,006 shares purchased in October 2023, at an average cost of \$49.92, and 995 shares purchased in November 2023, at an average cost of \$57.43, by the trustee of the rabbi trust established by the Company under the Company's Stock Retainer Plan For Eligible Directors of Tompkins Financial Corporation and Participating Subsidiaries, which were part of the director deferred compensation under that plan. In addition, the table includes 16,253 and 589 shares delivered to the Company in November 2023 and December 2023, respectively, at an average cost of \$51.40 and \$61.76, respectively, to satisfy mandatory tax withholding requirements upon vesting of restricted stock under the Company's 2009 and 2019 Equity Plans.

On October 22, 2021, the Company's Board of Directors authorized a share repurchase plan (the "2021 Repurchase Plan") for the repurchase of up to 400,000 shares of the Company's common stock over the 24 months following adoption of the 2021 Repurchase Plan. Under the 2021 Repurchase Plan, the Company had repurchased 380,182 shares as of July 20, 2023, at an average cost of \$70.14. No further shares will be repurchased under the 2021 Repurchase Plan.

On July 20, 2023, the Company's Board of Directors authorized a replacement share repurchase plan (the "2023 Repurchase Plan") under which it may repurchase up to 400,000 shares of the Company's common stock over the 24 months following adoption of the plan. Shares may be repurchased from time to time under the 2023 Repurchase Plan in open market transactions at prevailing market prices, in privately negotiated transactions, or by other means in accordance with federal securities laws, and the repurchase program may be suspended, modified or terminated by the Board of Directors at any time for any reason. As of December 31, 2023, no shares have been repurchased under the 2023 Repurchase Plan.

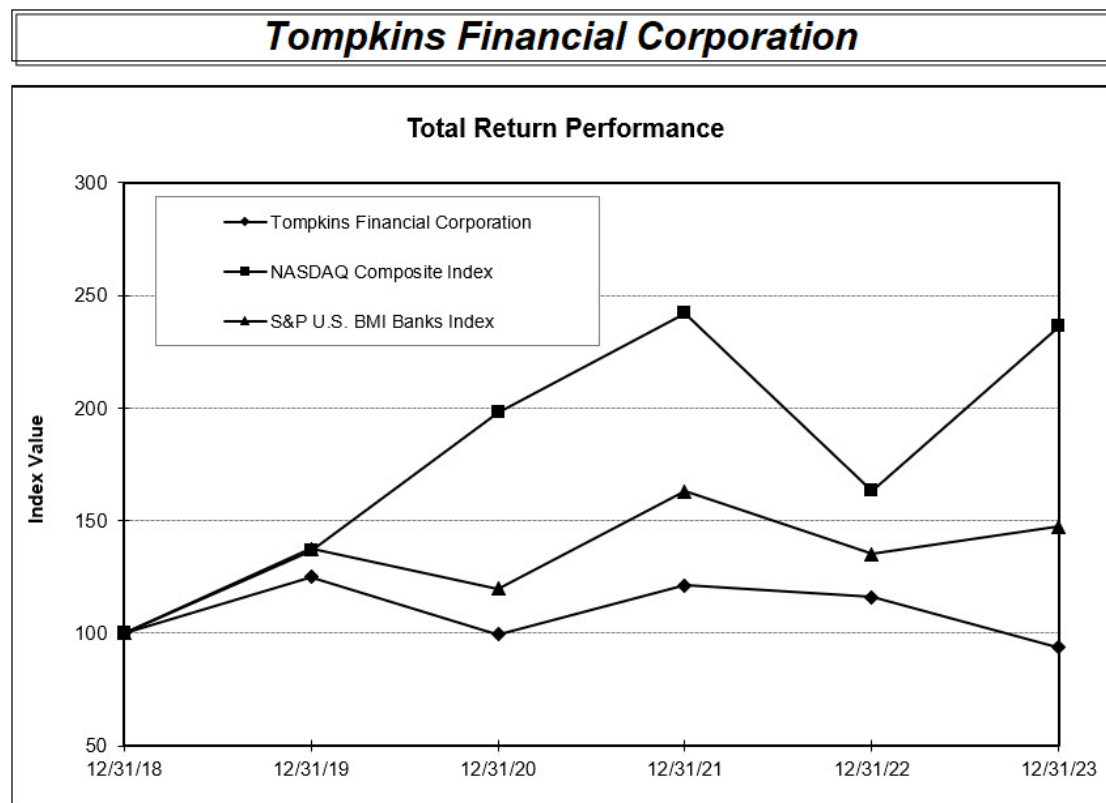
Recent Sales of Unregistered Securities

None.

Performance Graph

The following graph compares the Company's cumulative total stockholder return over the five-year period from December 31, 2018 through December 31, 2023, with (1) the total return for the NASDAQ Composite and (2) the total return for S&P U.S. BMI Banks index. The graph assumes \$100.00 was invested on December 31, 2018, in the Company's common stock and the comparison groups and assumes the reinvestment of all cash dividends prior to any tax effect and retention of all stock dividends.

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



Index	Period Ending					
	12/31/18	12/31/19	12/31/20	12/31/21	12/31/22	12/31/23
Tompkins Financial Corporation	100.00	125.05	99.60	121.29	115.95	93.66
NASDAQ Composite	100.00	136.69	198.10	242.03	163.28	236.17
S&P U.S. BMI Banks Index	100.00	137.36	119.83	162.92	135.13	147.41

Item 6. Reserved

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

The following analysis is intended to provide the reader with a further understanding of the consolidated financial condition and results of operations of the Company and its operating subsidiaries for the periods shown. This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with other sections of this Report on Form 10-K, including Part I, "Item 1. Business," and Part II, "Item 8. Financial Statements and Supplementary Data." For a detailed discussion of our operating results for the year ended December 31, 2022 compared to the year ended December 31, 2021, please refer to Item 7 of the Company's 2022 Annual Report on Form 10-K filed on March 1, 2023.

Overview

The Company is headquartered in Ithaca, New York and is registered as a Financial Holding Company with the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended. The Company is a locally oriented, community-based financial services organization that offers a full array of products and services, including commercial and consumer banking, leasing, trust and investment management, financial planning and wealth management, and insurance services. In January 2022, the Company combined its four wholly-owned banking subsidiaries into one bank, with the Bank of Castile, Mahopac Bank, and VIST Bank merging with and into Tompkins Trust Company (the "Trust Company") with the Trust Company as the surviving institution. Immediately following the merger, the Trust Company changed its name to Tompkins Community Bank. At December 31, 2023, the Company had one wholly-owned banking subsidiary, Tompkins Community Bank. The Company also has a wholly-owned insurance agency subsidiary, Tompkins Insurance. Tompkins Financial Advisors, a division of Tompkins Community Bank provides a full array of investment services, including investment management, trust and estate, financial and tax planning services. The Company's principal offices are located at 118 E. Seneca Street, Ithaca, NY, 14850, and its telephone number is: (888) 503-5753. The Company's common stock is traded on the NYSE American under the Symbol "TMP."

Forward-Looking Statements

This Report on Form 10-K contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The statements contained in this Report that are not statements of historical fact may include forward-looking statements that involve a number of risks and uncertainties. Forward-looking statements may be identified by use of such words as "may", "will", "estimate", "intend", "continue", "believe", "expect", "plan", or "anticipate", and other similar words. Examples of forward-looking statements may include statements regarding the asset quality of the Company's loan portfolios; the level of the Company's allowance for credit losses; the sufficiency of liquidity sources; the Company's exposure to changes in interest rates, and to new, changed, or extended government/regulatory expectations; the need to sell securities before recovery of amortized cost; the expected increases in interest income attributable to recent sales of available-for-sale debt securities; the impact of changes in accounting standards; and trends, plans, prospects, growth and strategies. Forward-looking statements are made based on management's expectations and beliefs concerning future events impacting the Company and are subject to certain uncertainties and factors relating to the Company's operations and economic environment, all of which are difficult to predict and many of which are beyond the control of the Company, that could cause actual results of the Company to differ materially from those expressed and/or implied by forward-looking statements and historical performance. The following factors, in addition to those listed as Risk Factors in Item 1A are among those that could cause actual results to differ materially from the forward-looking statements and historical performance: changes in general economic, market and regulatory conditions; our ability to attract and retain deposits and other sources of liquidity; gross domestic product growth and inflation trends; the impact of the interest rate and inflationary environment on the Company's business, financial condition and results of operations; other income or cash flow anticipated from the Company's operations, investment and/or lending activities; changes in laws and regulations affecting banks, bank holding companies and/or financial holding companies, including the Dodd-Frank Act, and state and local government mandates; the impact of any change in the FDIC insurance assessment rate or the rules and regulations related to the calculation of the FDIC insurance assessment amount; technological developments and changes; cybersecurity incidents and threats; the ability to continue to introduce competitive new products and services on a timely, cost-effective basis; governmental and public policy changes, including environmental regulation; reliance on large customers; the ability to access financial resources in the amounts, at the times, and on the terms required to support the Company's future businesses; and the economic impact of national and global events, including the response to recent bank failures, the wars in Ukraine and Israel, widespread protests, civil unrest, political uncertainty, and pandemics or other public health crises.

Critical Accounting Policies

The accounting and reporting policies followed by the Company conform, in all material respects, to U.S. generally accepted accounting principles ("GAAP") and to general practices within the financial services industry. In the course of normal business activity, management must select and apply many accounting policies and methodologies and make estimates and assumptions that lead to the financial results presented in the Company's consolidated financial statements and accompanying notes. There are uncertainties inherent in making these estimates and assumptions, which could materially affect the Company's results of operations and financial position.

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

The Company's methodology for estimating the allowance considers available relevant information about the collectability of cash flows, including information about past events, current conditions, and reasonable and supportable forecasts. Refer to "Allowance for Credit Losses" below, "Note 4 - Allowance for Credit Losses", and "Note 1 – Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K for the year ended December 31, 2023.

For information on the Company's significant accounting policies and to gain a greater understanding of how the Company's financial performance is reported, refer to "Note 1 – Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K for the year ended December 31, 2023.

Critical Accounting Estimates

The Company's significant accounting policies conform with GAAP and are described in Note 1 of the Notes to Consolidated Financial Statements. In applying those accounting policies, management of the Company is required to exercise judgment in determining many of the methodologies, assumptions and estimates to be utilized. Certain critical accounting estimates are more dependent on such judgment and in some cases may contribute to volatility in the Company's reported financial performance should the assumptions and estimates used change over time due to changes in circumstances. The more significant area in which management of the Company applies critical assumptions and estimates include the following:

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

Recent Events

During the first half of 2023, the banking industry experienced significant volatility with high-profile bank failures, which resulted in industry wide concerns related to liquidity, deposit outflows, unrealized securities losses and eroding consumer confidence in the banking system. In response to these developments, the Company took a number of preemptive actions in the first quarter, which included proactive outreach to clients and actions to maximize its funding sources such as establishing the ability to borrow through the newly established Federal Reserve borrowing program called the Bank Term Funding Program. The Company maintains established borrowing capacity of \$1.7 billion through its membership with the Federal Home Loan Bank ("FHLB") and FRB. The Company's total deposits of \$6.4 billion at December 31, 2023 were down \$202.4 million, or 3.1% compared to December 31, 2022. At December 31, 2023, the Company estimates total uninsured deposits of \$2.9 billion. These uninsured deposit balances of \$2.9 billion at December 31, 2023 include \$1.0 billion of collateralized government deposits and \$1.6 billion of uninsured deposits without liquid collateral pledged. Total insured deposits and collateralized government deposits represent 75.4% of the Company's total FDIC insurance eligible deposits at December 31, 2023. At December 31, 2023, Tier 1 leverage and Total Capital ratios were 9.08% and 13.36%, respectively, compared to 9.34% and 14.42% at December 31, 2022. The decrease from year-end 2022 to year-end 2023 was mainly due to the recognition of the \$52.9 million after-tax loss on sales of available-for-sale debt investment securities, including the \$47.5 million after-tax loss recognized in the third quarter of 2023 related to the balance sheet repositioning discussed below.

In 2023, the Company completed a balance sheet repositioning for general balance sheet, portfolio and interest rate risk management, by selling approximately \$510.5 million of available-for-sale debt securities, which resulted in a pre-tax loss on the sale of approximately \$70.0 million. The Company sold these securities in the second (\$80.9 million) and third (\$429.6 million) quarters of 2023. The securities sold had an average yield of approximately 0.86%, while the proceeds of the sale were largely reinvested into securities with an estimated yield of approximately 5.09%. Average yields on available-for-sale debt securities for the fourth quarter of 2023 were 2.33%, compared to 1.59% for the third quarter of 2023, and 1.44% for the fourth quarter of 2022.

Results of Operations

(Comparison of December 31, 2023 and 2022 results)

General

The Company reported diluted earnings per share of \$0.66 in 2023, a decrease of 88.8% compared to diluted earnings per share of \$5.89 in 2022. Net income for the year ended December 31, 2023, was \$9.5 million, a decrease of 88.8% compared to \$85.0 million in 2022. Significant contributors to the year-over-year decrease in net income included an after-tax loss of \$52.9 million, or \$3.69 loss per diluted share, related to the sale of \$510.5 million of available-for-sale debt securities, increased funding costs and an increase in operating expenses. The sale of securities and subsequent reinvestment in the second and third quarters of 2023 favorably impacted securities revenue in the fourth quarter of 2023 as the securities sold had an average yield of 0.86%, while the proceeds of the sale were largely reinvested into securities with an estimated yield of approximately 5.09%. Average yields on securities for the fourth quarter of 2023 were 2.33%, compared to 1.59% for the third quarter of 2023, and 1.44% for the fourth quarter of 2022. Net interest income of \$209.5 million for 2023, was down \$20.8 million or 9.0% compared to 2022, the increase in interest rates paid on interest-bearing liabilities continues to outpace increases on interest earning asset yields.

Excluding the impact of the realized losses on the sales of investment securities, adjusted net income, a non-GAAP financial measure, was \$62.4 million for the year ended December 31, 2023, down \$23.1 million, or 27.1%, when compared to the prior year. Earnings per diluted share, adjusted to exclude the impact of realized losses on sales of investment securities ("adjusted diluted earnings per share"), a non-GAAP measure, of \$4.36 for the year ended December 31, 2023, decreased \$1.56 compared to the prior year period. Reconciliations of GAAP amounts with corresponding non-GAAP amounts are presented in the "Non-GAAP Disclosure" on page 54.

In addition to earnings per share, key performance measurements for the Company include return on average shareholders' equity (ROE) and return on average assets (ROA). ROE was 1.50% in 2023, compared to 13.25% in 2022, while ROA was 0.12% in 2023 and 1.09% in 2022. Tompkins' 2023 ROE and 2023 ROA did not compare favorably with peer ratios of 11.18% and 1.01%, respectively, due to the above mentioned securities sale. The peer group data is derived from the FRB's "Bank Holding Company Performance Report", which covers banks and bank holding companies with assets between \$3.0 billion and \$10.0 billion as of September 30, 2023 (the most recent report available). Although the peer group data is presented based upon financial information that is one fiscal quarter behind the financial information included in this report, the Company believes that it is relevant to include certain peer group information for comparison to current period numbers. ROA and ROE, adjusted

to exclude the impact of realized losses on sales of investment securities, ("adjusted ROA" and "adjusted ROE"), non-GAAP measures, were 0.82% and 9.83% for the year ended December 31, 2023. Reconciliations of GAAP amounts with corresponding non-GAAP amounts are presented in "Non-GAAP Disclosure" on page 54.

Segment Reporting

The Company operates in three business segments: banking, insurance and wealth management. Insurance is comprised of property and casualty insurance services and employee benefit consulting operated under the Tompkins Insurance, subsidiary. Wealth management activities include the results of the Company's trust, financial planning, and wealth management services provided by Tompkins Financial Advisors, a division of Tompkins Community Bank. All other activities are considered banking. For additional financial information on the Company's segments, refer to "Note 22 Segment and Related Information" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K.

Banking Segment

The banking segment reported net income of \$74,000 for the year ended December 31, 2023, down \$75.4 million or 99.9%, compared to 2022. The decrease in net income in 2023 compared to 2022 was largely driven by the sale of \$510.5 million of available-for-sale debt securities, that resulted in an after-tax loss on the sale of securities of \$52.9 million. Higher funding costs and increased operating expenses also contributed to the decrease. Net interest income was down \$20.8 million or 9.0% in 2023 compared to 2022, primarily due to interest-bearing liabilities outpacing increases on interest earning assets yields due to the higher interest rate environment.

The provision for credit loss expense was a expense of \$4.3 million in 2023, compared to provision credit of \$2.8 million in the prior year. The increase in the provision for credit losses in 2023 over 2022 was mainly driven by loan growth, current economic forecasts and changes in asset quality. The allowance to total loan ratio at December 31, 2023 was 0.92%, up from 0.87% at December 31, 2022. For additional information, see the section titled "The Allowance for Credit Losses" below.

Noninterest income of \$43.7 million in 2023 decreased \$69.1 million or 272.0% compared to 2022. The decrease in noninterest income was largely due to the sale of available-for-sale debt securities in the second and third quarters of 2023, which resulted in the recognition of a pre-tax loss of \$70.0 million. For the year ended December 31, 2023, card services income increased \$464,000, or 4.2% over the same period in 2022, while service charges on deposit accounts decreased \$452,000, or 6.1% for the same time period, mainly due to lower overdraft fees.

Noninterest expense of \$162.3 million for the year ended December 31, 2023, increased \$6.1 million or 3.9% from December 31, 2022. The increases were largely due to nonrecurring expenses which included \$879,000 of expenses related to branch closures in 2023; New York State minimum tax expense of \$830,000, as a result of the previously mentioned losses on sales of available-for-sale debt securities contributing to state taxes as equity rather than income; and approximately \$640,000 in expenses related to staff restructuring charges. FDIC insurance expense in 2023 was up \$1.5 million over 2022.

Insurance Segment

The insurance segment reported net income of \$6.6 million for 2023, which is in line with 2022, as a \$1.1 million or 3.1% increase in noninterest revenue was offset by an increase in noninterest expenses of \$1.1 million or 3.9%. The increase in revenue was mainly in property and casualty commissions, which were up \$1.8 million or 5.4% in 2023 over 2022. Contingency revenue was down \$546,000 or 13.6% in 2023 compared to 2022. Revenue growth in 2023 benefited from business development efforts and generally higher policy premium levels. The increase in expenses was mainly in salaries and wages as a result of normal annual merit increases along with increases in health insurance costs, which were partially offset by a decrease in incentive related accruals.

Wealth Management Segment

The wealth management segment reported net income of \$2.9 million for the year ended December 31, 2023, a decrease of \$126,000 or 4.2% compared to 2022. Revenue of \$18.3 million increased \$133,000 or 0.7% compared to 2022. Noninterest expenses increased by \$273,000 or 1.9% compared to 2022. The increase was mainly driven by professional fees related to recruiting and increases in expenses related to health insurance and the Company's retirement plans, partially offset by lower incentive related accruals. The fair value of assets under management or in custody at December 31, 2023 totaled \$3.1 billion, representing an increase of \$181.7 million or 6.2% compared to \$2.9 billion at year-end 2022. The increase in assets under management from prior year was mainly a result of market performance seen throughout the year as well as new business.

Net Interest Income

Net interest income is the Company's largest source of revenue, representing 95.3% of total revenues for the year ended December 31, 2023, and 74.7% of total revenues for the year ended December 31, 2022. The increase in the ratio of net interest income to revenues in 2023 was largely driven by the decrease in total revenues in 2023 compared to 2022 as a result of the pre-tax loss of \$70.0 million on the sales of available-for-sale debt securities during 2023. Net interest income is dependent on the volume and composition of interest earning assets and interest-bearing liabilities and the level of market interest rates. *Table 1 – Average Statements of Condition and Net Interest Analysis* shows average interest-earning assets and interest-bearing liabilities, and the corresponding yield or cost associated with each.

Net interest income of \$209.5 million for 2023 decreased by \$20.8 million or 9.0% from 2022. The decrease was primarily due to higher funding costs and a decrease in average earning assets, partially offset by an increase in the average yield on interest-earning assets in 2023 compared to 2022. The average rates paid on interest-bearing liabilities for the year ended December 31, 2023, was up 136 basis points over the same period in 2022, while the average yield on interest-earning assets increased 71 basis points over the same period.

The net interest margin for 2023 was 2.84% compared to 3.05% for 2022. The decrease in net interest margin for the year ended December 31, 2023 compared to the year ended December 31, 2022 was due to increases in the average rates paid on interest-bearing liabilities outpacing increases on interest earning assets yields due to the higher interest rate environment, as well as increases in higher rate average other borrowings and average time deposits due to lower average interest checking, savings and money market deposit balances.

The quarterly net interest margin for the fourth quarter of 2023 of 2.82% increased from a net interest margin of 2.75% for the third quarter of 2023, and decreased from 3.02% for the fourth quarter of 2022. The increase in net interest margin compared to the third quarter of 2023 was primarily due to securities purchased in the second and third quarters of 2023 yielding higher interest rates compared to securities sold during the same periods. The increase in securities yields was partially offset by the reversal of \$1.0 million of accrued interest during the fourth quarter of 2023 related to loans that moved to nonaccrual status during the quarter. The decrease in net interest margin compared to the fourth quarter of last year were primarily attributable to increased interest costs on interest-bearing liabilities outpacing increased interest income on interest earning assets due to the higher interest rate environment.

Interest income increased \$46.0 million or 18.3% in 2023 from 2022, mainly driven by higher interest earning asset yields due to the higher interest rate environment, and partially offset by decreases in the volume of average interest-earning assets. For the year ended December 31, 2023, the average yield on interest-earning assets increased 71 basis points over the same period in 2022. Average interest-earning assets for the year ended December 31, 2023, decreased \$198.7 million, or 2.6%, compared to the same period in 2022.

Interest income on loans for the year ended December 31, 2023, was up \$42.8 million, or 19.7% compared to the same period in 2022, driven by higher average yields and higher average balances. The average yields on loans for the year ended December 31, 2023, of 4.87%, was up 62 basis points from the same period in 2022. The increase in loan yields was a result of market-related increases in interest rates on new loans, a significant increase in variable and adjustable rate loan yields driven by rising market interest rates, including the prime rate, and new loan originations. Average loans and leases increased \$215.6 million or 4.2% in 2023 compared to 2022, and represented 72.3% of average earning assets in 2023 compared to 67.6% in 2022. The increase was largely driven by a growth in the commercial real estate portfolio. As a result of its participation in the SBA's Paycheck Protection Plan ("PPP"), the Company recorded net deferred loan fees of \$9,390 in 2023 as compared to \$3.0 million in 2022, which are included in interest income.

Interest income on securities, excluding dividends on FHLB stock, for the year ended December 31, 2023, was up \$1.9 million or 5.7% as compared to the same period in 2022, as higher average yields more than offset lower average balances. The average yield on total securities for the year ended December 31, 2023, increased 34 basis points, while average balances for securities decreased \$350.5 million, or 14.8%, from the same period in 2022. The increase in securities yields were driven by market interest rate increases and the sales and maturities of certain available-for-sale investment securities during 2023. During the second quarter of 2023, the Company sold \$80.9 million of available-for-sale debt securities and used the proceeds mainly to pay down overnight borrowings with the FHLB. During the third quarter of 2023, the Company sold \$429.6 million of available-for-sale debt securities with an average yield of 0.93% and reinvested \$357.3 million of the proceeds into securities with an estimated yield of approximately 5.12%. The weighted average life of the securities purchased and sold was approximately 4.3 years.

Interest expense for 2023 increased \$66.8 million or 317.5% compared to 2022, driven mainly by the increase in average rates paid on interest-bearing liabilities and funding mix, with an increase in average borrowings and average time deposits and a decrease in average interest-bearing checking, savings and money market deposits. The average cost of interest-bearing deposits was 1.58% in 2023, an increase of 123 basis points from 0.35% in 2022, while the average cost of interest bearing liabilities increased to 1.79% in 2023 from 0.43% in 2022. The rate paid on average interest-bearing deposits increased as interest rates on certain interest-bearing deposits were raised in response to market conditions. Average interest bearing deposits in 2023 decreased \$149.2 million or 3.2% compared to 2022. Average noninterest bearing deposit balances in 2023 decreased \$191.9 million or 8.8% versus 2022 and represented 30.8% of average total deposits in 2023 compared to 32.0% in 2022.

Average other borrowings increased by \$168.4 million or 86.3% in 2023 from 2022. The average rate paid on other borrowings for the year ended December 31, 2023, was up 220 basis points over the same period in 2022. The increase in the cost of average borrowings was primarily the result of the greater utilization of comparatively higher rate overnight borrowings to fund loan growth as a result of lower average deposit balances.

Table 1 - Average Statements of Condition and Net Interest Analysis

	2023			2022			2021		
	Average Balance (YTD)	Interest	Average Yield/Rate	Average Balance (YTD)	Interest	Average Yield/Rate	Average Balance (YTD)	Interest	Average Yield/Rate
<i>(dollar amounts in thousands)</i>									
ASSETS									
Interest-earning assets									
Interest-bearing balances due from banks	\$ 13,064	\$ 674	5.16 %	\$ 85,788	\$ 371	0.43 %	\$ 307,253	\$ 343	0.11 %
Securities ¹									
U.S. Government securities	1,920,678	32,433	1.69 %	2,265,226	30,587	1.35 %	2,003,450	23,145	1.16 %
Trading securities	0	0	0.00 %	0	0	0.00 %	0	0	0.00 %
State and municipal ²	91,407	2,338	2.56 %	97,283	2,490	2.56 %	112,391	2,871	2.55 %
Other securities ²	3,272	229	6.99 %	3,329	135	4.06 %	3,417	92	2.68 %
Total securities	2,015,357	35,000	1.74 %	2,365,838	33,212	1.40 %	2,119,258	26,108	1.23 %
FHLBNY and FRB stock	22,284	1,697	7.63 %	13,354	646	4.84 %	14,830	776	5.24 %
Total loans and leases, net of unearned income ^{2,3}	5,357,699	261,144	4.87 %	5,142,098	218,494	4.25 %	5,184,491	215,709	4.16 %
Total interest-earning assets	7,408,404	298,515	4.03 %	7,607,078	252,723	3.32 %	7,625,832	242,936	3.19 %
Other assets	233,268			221,442			343,119		
Total assets	\$ 7,641,672			\$ 7,828,520			\$ 7,968,951		
LIABILITIES & EQUITY									
Deposits									
Interest-bearing deposits									
Interest bearing checking, savings, & money market	\$ 3,697,780	\$ 46,820	1.27 %	\$ 4,029,008	\$ 10,389	0.26 %	\$ 4,034,969	\$ 3,736	0.09 %
Time deposits	793,709	23,988	3.02 %	611,708	5,779	0.94 %	711,381	7,111	1.00 %
Total interest-bearing deposits	4,491,489	70,808	1.58 %	4,640,716	16,168	0.35 %	4,746,350	10,847	0.23 %
Federal funds purchased & securities sold under agreements to repurchase	55,773	58	0.10 %	57,126	60	0.10 %	58,627	64	0.11 %
Other borrowings	363,530	16,978	4.67 %	195,110	4,815	2.47 %	217,799	4,382	2.01 %
Trust preferred debentures	0	0	0.00 %	0	0	0.00 %	7,367	2,233	30.32 %
Total interest-bearing liabilities	4,910,792	87,844	1.79 %	4,892,952	21,043	0.43 %	5,030,143	17,526	0.35 %
Noninterest bearing deposits	1,994,861			2,186,720			2,096,542		
Accrued expenses and other liabilities	101,287			107,122			117,790		
Total liabilities	7,006,940			7,186,795			7,244,475		
Tompkins Financial Corporation Shareholders' equity	633,267			640,258			723,009		
Noncontrolling interest	1,465			1,468			1,467		
Total equity	634,732			641,725			724,476		
Total liabilities and equity	\$ 7,641,672			\$ 7,828,520			\$ 7,968,951		
Interest rate spread			2.24 %			2.89 %			2.84 %
Net interest income/margin on earning assets		210,671	2.84 %		231,680	3.05 %		225,410	2.96 %
Tax Equivalent Adjustment		(1,157)			(1,399)			(1,618)	
Net interest income per consolidated financial statements		\$ 209,514			\$ 230,281			\$ 223,792	

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

² Interest income includes the tax effects of tax-equivalent adjustments using the Federal income tax rate of 21.0% in 2023, 2022, and 2021 to increase tax exempt interest income to tax-equivalent basis.

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

Table 2 - Analysis of Changes in Net Interest Income

	2023 vs. 2022			2022 vs. 2021		
	Increase (Decrease) Due to Change			Increase (Decrease) Due to Change		
	in Average			in Average		
	Volume	Yield/Rate	Total	Volume	Yield/Rate	Total
(In thousands)(taxable equivalent)						
INTEREST INCOME:						
Interest-bearing balances due from bank Investments ¹	\$	(563)	\$ 866	\$ 303	\$ (389)	417
Taxable		(5,095)	7,035	1,940	3,245	4,240
Tax-exempt		(150)	(2)	(152)	(386)	5
FHLB and FRB stock		565	486	1,051	(73)	(57)
Loans, net ¹		9,754	32,896	42,650	(3,949)	6,734
Total interest income	\$	4,511	\$ 41,281	\$ 45,792	\$ (1,552)	11,339
INTEREST EXPENSE:						
Interest-bearing deposits:						
Interest checking, savings and money market	\$	(923)	\$ 37,354	\$ 36,431	\$ (6)	6,659
Time		3,200	15,009	18,209	(1,063)	(269)
Federal funds purchased and securities sold under agreements to repurchase		(2)	0	(2)	(2)	(4)
Other borrowings		5,980	6,183	12,163	(1,607)	(193)
Total interest expense	\$	8,255	\$ 58,546	\$ 66,801	\$ (2,678)	6,195
Net interest income	\$	(3,744)	\$ (17,265)	\$ (21,009)	\$ 1,126	5,144

¹ Interest income includes the tax effects of tax-equivalent adjustments using the Federal income tax rate of 21.0% in 2023, 2022 and 2021 to increase tax exempt interest income to tax-equivalent basis.

Changes in net interest income occur from a combination of changes in the volume of interest-earning assets and interest-bearing liabilities, and in the rate of interest earned or paid on them. The above table illustrates changes in interest income and interest expense attributable to changes in volume (change in average balance multiplied by prior year rate), changes in rate (change in rate multiplied by prior year volume), and the net change in net interest income. The net change attributable to the combined impact of volume and rate has been allocated to each in proportion to the absolute dollar amounts of the change. In 2023, net interest income decreased by \$21.0 million, resulting from a \$66.8 million increase in interest expense, partially offset from a \$45.8 million increase in interest income. The increase in interest expense reflects higher rates paid on interest bearing liabilities, both deposits and other borrowings, and increases in average other borrowings and average time deposit.

Provision for Credit Loss Expense

The provision for credit loss expense represents management's estimate of the expense necessary to maintain the allowance for credit losses at an appropriate level. The ratio of total allowance to total loans and leases increased to 0.92% at December 31, 2023 from 0.87% at December 31, 2022. The increase in the ACL from year-end December 31, 2023 was driven by loan growth, economic forecasts, and changes in asset quality. The provision for credit loss expense was \$4.3 million in 2023, compared to provision expense of \$2.8 million in 2022. The provision for credit losses for 2023 included a provision credit of \$526,000 related to off-balance sheet credit exposures compared to a provision expense of \$290,000 for 2022. The section captioned "Financial Condition – The Allowance for Credit Losses" below has further details on the allowance for credit losses and asset quality metrics.

Noninterest Income

<i>(In thousands)</i>	Year ended December 31,		
	2023	2022	2021
Insurance commissions and fees	\$ 37,351	\$ 36,201	\$ 34,836
Wealth management fees	17,951	18,091	19,388
Service charges on deposit accounts	6,913	7,365	6,347
Card services income	11,488	11,024	10,826
Other income	6,511	5,925	7,203
Net (loss) gain on securities transactions	(69,973)	(634)	249
Total	\$ 10,241	\$ 77,972	\$ 78,849

Noninterest income of \$10.2 million for the year-ended December 31, 2023 decreased \$67.7 million or 86.9% from 2022. Noninterest income represented 4.7% of total revenues in 2023, down from 25.3% in 2022. The decrease in noninterest income was largely due to the previously noted sales of available-for-sale debt securities, mainly in the third quarter of 2023, which resulted in the recognition of a pre-tax loss of \$70.0 million for the year ended December 31, 2023. Fee-based revenues, including insurance commissions and fees, wealth management fees, service charges on deposit accounts and card services income, for the year ended December 31, 2023, collectively, increased \$1.0 million, or 1.4%, over the same period in 2022.

Insurance commissions and fees of \$37.4 million increased \$1.2 million or 3.2% in 2023 compared to \$36.2 million for 2022. The increase in revenue was mainly in property and casualty commissions, which were up \$1.8 million or 5.4% in 2023 over 2022. Contingency revenue was down \$546,000 or 13.6% in 2023 compared to 2022. Revenue growth in 2023 benefited from business development efforts and generally higher policy premium levels as a result of general market conditions.

Wealth management fees of \$18.0 million in 2023 decreased \$140,000 or 0.8% compared to 2022. Wealth management fees includes trust services, financial planning, wealth management services, and brokerage related services. The fair value of assets managed by, or in custody of, Tompkins was \$3.1 billion at December 31, 2023, an increase from \$2.9 billion at December 31, 2022. The increase in assets under management was mainly attributable to improved market performance in 2023, in comparison to 2022, with major equity market indices up in 2023 over 2022.

Service charges on deposit accounts of \$6.9 million decreased \$452,000 or 6.1% in 2023 compared to 2022. The decrease was driven by lower net overdraft fees in 2023 compared to 2022.

Card services income increased \$464,000 or 4.2% in 2023 over 2022. The primary components of card services income are fees related to interchange income and transactions fees for debit card transactions, credit card transactions and ATM usage. The increase over prior year reflects an increase in the number and dollar volume of transactions.

Other income of \$6.5 million increased \$586,000 or 9.9% compared to 2022. The increase was largely due to higher earnings on bank owned life insurance ("BOLI"). Earnings on BOLI totaled \$1.7 million in 2023, up from \$1.2 million in 2022, reflecting the net impact of gain on death benefits of \$962,000, partially offset by write-downs on separate account BOLI policies surrendered in the fourth quarter of 2023. Derivative fee income increased to \$485,000 in 2023 from \$57,000 in 2022, driven mainly by income on an interest rate swap.

Noninterest Expense

(In thousands)	Year ended December 31,		
	2023	2022	2021
Salaries and wages	\$ 97,370	\$ 98,261	\$ 96,038
Other employee benefits	27,333	24,969	24,172
Net occupancy expense of premises	13,278	13,093	13,179
Furniture and fixture expense	8,663	8,058	8,328
FDIC insurance	4,298	2,798	2,758
Amortization of intangible assets	334	873	1,317
Other operating expense	52,016	47,699	44,495
Total	\$ 203,292	\$ 195,751	\$ 190,287

Noninterest expense as a percentage of total revenue was 92.5% in 2023, compared to 63.5% in 2022. Noninterest expense for the year ended 2023 of \$203.3 million, increased \$7.5 million, or 3.9% compared to the same period in 2022. The increase in noninterest expense in 2023 over the same period in 2022 was mainly driven by other operating expenses, which increased \$4.3 million; FDIC insurance, which increased \$1.4 million; and higher personnel-related expenses, which increased \$1.5 million.

Expenses associated with salaries and wages and employee benefits are the largest component of total noninterest expense. In 2023, these expenses increased \$1.5 million or 1.2% compared to 2022. Salaries and wages decreased \$891,000 or 0.9% in 2023 over the prior year, as increases driven mainly by annual merit pay increases were more than offset by lower incentive related accruals. Salaries and wages in 2023 included \$638,000 of personnel-related charges. The number of employees as measured by average full time equivalents (FTEs) for 2023 were 1,014, compared to 1,020 for 2022. Other employee benefits increased \$2.4 million or 9.5% over 2022, mainly in health insurance, which was up \$1.8 million or 18.3% in 2023 over 2022.

The increase in net occupancy expense of premises and furniture and fixture expense in 2023 over 2022, included \$879,000 related to the closure of three branch locations in the latter half of 2023.

Other operating expenses of \$52.0 million increased by \$4.3 million or 9.1% compared to 2022. The primary components of other operating expenses in 2023 were technology (\$15.9 million), professional fees (\$7.5 million), marketing (\$5.3 million), and cardholder expense (\$4.2 million). Contributing to the growth in other operating expenses for the year ended December 31, 2023, compared to the same period in 2022 were the following: expenses related to the Company's retirement plans, up \$1.7 million, or 441.3%, professional fees, up \$604,000, or 8.7%; and accrual for New York State minimum tax, up \$830,000, mainly as a result of the losses on the sales of available-for-sale debt securities. Marketing expenses in 2023 were down \$444,000, or 7.8% when compared to 2022 which was driven by one time expenses related to rebranding of \$156,000 in 2022 along with a reduction in media buys of \$464,000; offset by donation expense being up \$317,000 or 29.9%.

Noncontrolling Interests

Net income attributable to noncontrolling interests represents the portion of net income in consolidated majority-owned subsidiaries that is attributable to the minority owners of a subsidiary. The Company had net income attributable to noncontrolling interests of \$124,000 in 2023, in line with 2022. The noncontrolling interests relate to three real estate investment trusts, which are substantially owned by the Company.

Income Tax Expense

The provision for income taxes provides for Federal, New York State, Pennsylvania and other miscellaneous state income taxes. The 2023 provision was \$2.5 million, which decreased \$22.1 million or 89.8% compared to the 2022 provision. The decrease in income tax expense between comparable periods reflects the decrease in pre-tax income, due primarily to the realized losses on the sale of certain available-for-sale debt securities. The effective tax rate for the Company was 20.8% in 2023, down from 22.4% in 2022. The effective rates for 2023 and 2022 differed from the U.S. statutory rate of 21.0% during those periods due to the effect of tax-exempt income from loans, securities, and life insurance assets, investments in tax credits, and excess tax benefits of stock based compensation. The fourth quarter 2023 included the impact of surrendering certain separate account BOLI policies, which added \$1.8 million to tax expense for the quarter.

The Company's banking subsidiary has an investment in a real estate investment trust that provides certain benefits on its New York State tax return for qualifying entities. A condition to claim the benefit is that the consolidated company has average assets of no more than \$8.0 billion for the taxable year. As of December 31, 2023, the Company's consolidated average assets, as defined by New York tax law, were under the \$8.0 billion threshold. The Company will continue to monitor the consolidated average assets during 2024 to determine future eligibility.

Financial Condition

Total assets were \$7.8 billion at December 31, 2023, up by 1.9% or \$149.1 million from the previous year end. Total securities decreased \$178.3 million or 9.3% from December 31, 2022, while total loans increased \$337.0 million or 6.4%. Total deposits at year-end 2023 decreased \$202.4 million or 3.1% from year-end 2022, while total borrowings increased \$310.8 million or 106.7%.

Loans and leases were 71.7% of total assets at December 31, 2023, compared to 68.7% of total assets at December 31, 2022. Total loan balances were \$5.6 billion at December 31, 2023, an increase of \$337.0 million or 6.4% compared to the \$5.3 billion reported at year-end 2022. The increase was mainly in commercial real estate loans. A more detailed discussion of the loan portfolio is provided below in this section under the caption "Loans and Leases".

As of December 31, 2023, total securities comprised 22.1% of total assets, compared to 24.9% of total assets at year-end 2022. Securities decreased \$178.3 million or 9.3% at December 31, 2023, compared to December 31, 2022. Contributing to the decrease in securities from year-end 2022 was the the sale of available-for-sale debt securities, payments, maturities and calls. These were partially offset by securities purchases in 2023. A detailed discussion of the securities portfolio is provided below in this section under the caption "Securities".

Total deposits at year-end 2023 decreased by \$202.4 million or 3.1% compared to December 31, 2022. At December 31, 2023 noninterest bearing deposits decreased by \$233.2 million or 10.8%, time deposit balances increased \$366.6 million or 58.1% and checking, savings and money market accounts decreased \$335.9 million or 8.8% when compared to December 31, 2022. Other borrowings, consisting mainly of short term advances with the FHLB, increased \$310.8 million or 106.7% from December 31, 2022. A more detailed discussion of deposits and borrowings is provided below in this section under the caption "Deposits and Other Liabilities".

Shareholders' Equity

The Consolidated Statements of Changes in Shareholders' Equity included in the Consolidated Financial Statements of the Company contained in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K, detail changes in equity capital over prior year end. Total shareholders' equity increased \$52.5 million or 8.5% to \$669.9 million at December 31, 2023, from \$617.4 million at December 31, 2022. The increase was primarily the result of a decrease in unrealized losses on the available-for-sale portfolio mainly due to the recognition of the \$70.0 million pre-tax loss on sales of available-for-sale investment securities, including the \$62.9 million pre-tax loss recognized in the third quarter of 2023 related to balance sheet repositioning, as well as market interest rates.

Additional paid-in capital decreased by \$5.6 million, from \$302.8 million at December 31, 2022, to \$297.2 million at December 31, 2023. The \$5.6 million decrease included the following: a \$8.7 million aggregate purchase price related to the Company's repurchase and retirement of 150,000 shares of its common stock in the first six months of 2023 pursuant to its publicly announced stock repurchase plan; and \$1.3 million related to the exercise of stock options and restricted stock activity. These were partially offset by \$4.1 million attributed to stock based compensation expense, and \$331,000 related to shares issued for the Company's director deferred compensation plan.

Retained earnings decreased by \$25.2 million, reflecting net income of \$9.5 million, less dividends paid of \$34.7 million for the year-ended December 31, 2023.

Accumulated other comprehensive loss decreased from \$208.7 million at December 31, 2022 to \$125.0 million at December 31, 2023, reflecting a \$79.3 million decrease in unrealized losses on available-for-sale debt securities due to market interest rates and the aforementioned \$70.0 million pre-tax loss on available-for-sale debt securities sales, and \$4.4 million related to employee post-retirement benefit plans. Under regulatory requirements, amounts reported as accumulated other comprehensive income/loss related to net unrealized gain or loss on available-for-sale debt securities and the funded status of the Company's defined benefit post-retirement benefit plans do not increase or reduce regulatory capital and are not included in the calculation of risk-based capital and leverage capital ratios.

Total shareholders' equity decreased \$111.6 million or 15.3% to \$617.4 million at December 31, 2022, from \$728.9 million at December 31, 2021. Additional paid-in capital decreased by \$9.8 million, from \$312.5 million at December 31, 2021, to \$302.8 million at December 31, 2022. The \$9.8 million decrease included the following: a \$15.4 million aggregate purchase price related to the Company's repurchase and retirement of 197,979 shares of its common stock in connection with Board-approved repurchase plans, and \$2.3 million related to the exercise of stock options and restricted stock activity. These were partially offset by \$4.3 million attributed to stock based compensation expense, \$2.9 million related to shares issued for Company's employee stock ownership plan, and \$488,000 related to shares issued for the Company's director deferred compensation plan. Retained earnings increased by \$51.5 million, reflecting net income of \$85.0 million, less dividends paid of \$33.6 million for the year ended December 31, 2022.

Accumulated other comprehensive loss increased from \$56.0 million at December 31, 2021 to \$208.7 million at December 31, 2022; reflecting a \$164.2 million increase in unrealized losses on available-for-sale debt securities due to market interest rates; partially offset by a \$11.5 million related to employee post-retirement benefit plans.

The Company increased cash dividends per share by 3.9% in 2023 over 2022, which followed an increase of 5.5% in 2022 over 2021. Dividends per share were \$2.40 in 2023, compared to \$2.31 in 2022, and \$2.19 in 2021. Cash dividends paid represented 364.6%, 39.5%, and 36.3% of after-tax net income in 2023, 2022, and 2021, respectively. The increase in the ratio of cash dividends to after-tax net income in 2023 reflects the year-over-year decrease in net income, which was largely due to the previously noted recognition of an after-tax loss of \$52.9 million for the year-ended December 31, 2023, on the sales of available-for-sale debt securities, mainly in the third quarter of 2023. Cash dividends paid in 2023 represents 55.6% of adjusted net income, a non-GAAP financial measure, which excludes the impact of the after-tax loss of \$52.9 million on the sales of available-for-sale debt securities.

On October 22, 2021, the Company's Board of Directors authorized a share repurchase plan (the "2021 Repurchase Plan") for the repurchase of up to 400,000 shares of the Company's common stock over the 24 months following adoption of the 2021 Repurchase Plan. Under the 2021 Repurchase Plan, the Company had repurchased 380,182 shares as of July 20, 2023, at an average cost of \$70.14. No further shares will be repurchased under the 2021 Repurchase Plan.

On July 20, 2023, the Company's Board of Directors authorized a replacement share repurchase plan (the "2023 Repurchase Plan") under which it may repurchase up to 400,000 shares of the Company's common stock over the 24 months following adoption of the plan. Shares may be repurchased from time to time under the 2023 Repurchase Plan in open market transactions at prevailing market prices, in privately negotiated transactions, or by other means in accordance with federal securities laws, and the repurchase program may be suspended, modified or terminated by the Board of Directors at any time for any reason. As of December 31, 2023, there have been no shares repurchased under the 2023 Repurchase Plan.

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

In addition to setting higher minimum capital ratios, the Basel III Capital Rules introduced a capital conservation buffer, which must be added to each of the minimum capital ratios and is designed to absorb losses during periods of economic stress. The capital conservation buffer was phased-in over a three year period that began on January 1, 2016, and was fully phased-in on January 1, 2019 at 2.5%.

As of December 31, 2023, the capital ratios for the Company's subsidiary bank exceeded the minimum levels required to be considered well capitalized. Additional information on the Company's capital ratios and regulatory requirements is provided in "Note 20 - Regulations and Supervision" in Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K.

Securities

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

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

The Company's total securities portfolio at December 31, 2023 was \$1.7 billion compared to \$1.9 billion at December 31, 2022. The table below shows the composition of the available-for-sale and held-to-maturity debt securities portfolios as of year-end 2023, 2022 and 2021. The decrease in securities from year-end 2022 was largely driven by \$510.5 million of sales of available-for-sale debt securities and \$161.8 million of payments, maturities and calls, partially offset by \$391.5 million of securities purchases. Unrealized losses on the available-for-sale debt securities portfolio were \$131.8 million at year-end 2023, down from \$236.8 million at year-end 2022. The sale of securities and market conditions contributed to the decrease in unrealized losses at year-end 2023 from prior year end.

Additional information on the securities portfolio is available in "Note 2 Securities" in Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K, which details the types of securities held, the carrying and fair values, and the contractual maturities as of December 31, 2023 and 2022.

Available-for-Sale Debt Securities	As of December 31,					
	2023		2022		2021	
(In thousands)	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
U.S. Treasuries	\$ 114,418	\$ 109,904	\$ 190,170	\$ 167,251	\$ 160,291	\$ 157,834
Obligations of U.S. Government sponsored entities	472,286	456,458	681,192	601,167	843,218	832,373
Obligations of U.S. states and political subdivisions	89,999	81,924	93,599	85,281	102,177	104,169
Mortgage-backed securities-residential, issued by						
U.S. Government agencies	49,976	45,240	58,727	52,668	76,502	77,157
U.S. Government sponsored entities	819,303	720,830	805,603	686,222	879,102	870,556
U.S. corporate debt securities	2,500	2,294	2,500	2,378	2,500	2,424
Total available-for-sale debt securities	\$ 1,548,482	\$ 1,416,650	\$ 1,831,791	\$ 1,594,967	\$ 2,063,790	\$ 2,044,513

Held-to-Maturity Debt Securities	As of December 31,					
	2023		2022		2021	
(In thousands)	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
U. S. Treasuries	\$ 86,266	\$ 75,215	\$ 86,478	\$ 73,541	\$ 86,689	\$ 86,368
Obligations of U.S. Government sponsored entities	226,135	192,240	225,866	188,151	197,320	195,920
Total held-to-maturity debt securities	\$ 312,401	\$ 267,455	\$ 312,344	\$ 261,692	\$ 284,009	\$ 282,288

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

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

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

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

Management measures expected credit losses on held-to-maturity debt securities on a collective basis by major security type with each type sharing similar risk characteristics and considers historical credit loss information that is adjusted for current conditions and reasonable and supportable forecasts. Management has made the accounting policy election to exclude accrued interest receivable on held-to-maturity debt securities from the estimate of credit losses. As of December 31, 2023, the held-to-maturity portfolio consisted of U.S. Treasury securities and securities issued by U.S. government-sponsored enterprises, including Federal National Mortgage Agency, Federal Home Loan Bank, and Federal Farm Credit Banks Funding Corporation. U.S. Treasury securities are backed by the full faith and credit of and/or guaranteed by the U.S. government, and it is expected that the securities will not be settled at prices less than the amortized cost bases of the securities. Securities issued by U.S. government agencies or U.S. government-sponsored enterprises carry the explicit and/or implicit guarantee of the U.S. government, are widely recognized as "risk-free," and have a long history of zero credit loss. As such, the Company did not record an allowance for credit losses for these securities as of December 31, 2023.

The gross unrealized losses reported for residential mortgage-backed securities relate to investment securities issued by U.S. government sponsored entities such as Federal National Mortgage Association, Federal Home Loan Mortgage Corporation ("FHLMC"), and U.S. government agencies such as Government National Mortgage Association. The total gross unrealized losses, shown in the tables above, were primarily attributable to changes in interest rates and levels of market liquidity, relative to when the investment securities were purchased, and not due to the credit-related quality of the investment securities. The Company does not have the intent to sell these securities and does not believe it is more likely than not that the Company will be required to sell these securities before a recovery of amortized cost.

The Company also holds non-marketable Federal Home Loan Bank New York ("FHLBNY") stock and non-marketable Atlantic Community Bankers Bank ("ACBB") stock, all of which are required to be held for regulatory purposes and for borrowing availability. The required investment in FHLB stock is tied to the Company's borrowing levels with the FHLB. Holdings of FHLBNY stock and ACBB stock totaled \$33.6 million and \$95,000 at December 31, 2023, respectively. These securities are carried at par, which is also cost. The FHLBNY continues to pay dividends and repurchase stock. As such, the Company has

not recognized any impairment on its holdings of FHLBNY. At December 31, 2022, the Company's holdings of FHLBNY stock and ACBB stock totaled \$17.6 million and \$95,000, respectively.

Management's policy is to purchase investment grade securities that, on average, have relatively short expected durations. This policy helps mitigate interest rate risk and provides sources of liquidity without significant risk to capital. The contractual maturity distribution of debt securities and mortgage-backed securities as of December 31, 2023, along with the weighted average yield of each category, is presented in *Table 3-Maturity Distribution* below. Balances are shown at amortized cost and weighted average yields are calculated on a fully tax-equivalent basis. Expected maturities will differ from contractual maturities presented in *Table 3-Maturity Distribution* below, because issuers may have the right to call or prepay obligations with or without penalty and mortgage-backed securities will pay throughout the periods prior to contractual maturity.

Table 3 - Maturity Distribution

		As of December 31, 2023			
		Securities Available-for-Sale ¹		Securities Held-to-Maturity	
		Amount	Yield ²	Amount	Yield ²
<i>(dollar amounts in thousands)</i>					
U.S. Treasury					
Within 1 year	\$	19,836	2.07 %	\$ 0	0.00 %
Over 1 to 5 years		84,636	2.71 %	0	0.00 %
Over 5 to 10 years		9,946	1.54 %	86,266	1.37 %
	\$	114,418	2.50 %	\$ 86,266	1.37 %
Obligations of U.S. Government sponsored entities					
Within 1 year	\$	75,032	4.14 %	\$ 0	0.00 %
Over 1 to 5 years		196,596	2.83 %	0	0.00 %
Over 5 to 10 years		180,658	3.68 %	226,135	1.64 %
Over 10 years		20,000	2.23 %	0	0.00 %
	\$	472,286	3.34 %	\$ 226,135	1.64 %
Obligations of U.S. state and political subdivisions					
Within 1 year	\$	4,374	3.10 %	\$ 0	0.00 %
Over 1 to 5 years		25,861	3.04 %	0	0.00 %
Over 5 to 10 years		52,513	2.60 %	0	0.00 %
Over 10 years		7,251	2.59 %	0	0.00 %
	\$	89,999	2.75 %	\$ 0	0.00 %
Mortgage-backed securities - residential					
Within 1 year	\$	0	0.00 %	\$ 0	0.00 %
Over 1 to 5 years		23,486	2.48 %	0	0.00 %
Over 5 to 10 years		281,076	1.69 %	0	0.00 %
Over 10 years		564,717	2.22 %	0	0.00 %
	\$	869,279	2.06 %	\$ 0	0.00 %
Other securities					
Over 5 to 10 years	\$	2,500	8.36 %	\$ 0	0.00 %
	\$	2,500	8.36 %	\$ 0	0.00 %
Total securities					
Within 1 year	\$	99,243	3.68 %	\$ 0	0.00 %
Over 1 to 5 years		330,579	2.79 %	0	0.00 %
Over 5 to 10 years		526,692	2.49 %	312,401	1.56 %
Over 10 years		591,968	2.22 %	0	0.00 %
	\$	1,548,482	2.53 %	\$ 312,401	1.56 %

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

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

The average tax-equivalent yield on the securities portfolio was 1.74% in 2023, 1.40% in 2022 and 1.23% in 2021.

At December 31, 2023, there were no holdings of any one issuer, other than the U.S. Government sponsored entities, in an amount greater than 10% of the Company's shareholders' equity.

Loans and Leases

Table 4 - Composition of Loan and Lease Portfolio

Loans and Leases <i>(In thousands)</i>	As of December 31,				
	2023	2022	2021	2020	2019
Commercial and industrial					
Agriculture	\$ 101,211	\$ 85,073	\$ 99,172	\$ 94,489	\$ 105,786
Commercial and industrial other	721,890	705,700	699,121	792,987	902,275
PPP loans	404	756	71,260	291,252	0
Subtotal commercial and industrial	823,505	791,529	869,553	1,178,728	1,008,061
Commercial real estate					
Construction	303,406	201,116	178,582	163,016	213,637
Agriculture	221,670	214,963	195,973	201,866	184,898
Commercial real estate other	2,587,591	2,437,339	2,278,599	2,204,310	2,045,030
Subtotal commercial real estate	3,112,667	2,853,418	2,653,154	2,569,192	2,443,565
Residential real estate					
Home equity	188,316	188,623	182,671	200,827	219,245
Mortgages	1,373,275	1,346,318	1,290,911	1,235,160	1,158,592
Subtotal residential real estate	1,561,591	1,534,941	1,473,582	1,435,987	1,377,837
Consumer and other					
Indirect	841	2,224	4,655	8,401	12,964
Consumer and other	96,942	75,412	67,396	61,399	61,446
Subtotal consumer and other	97,783	77,636	72,051	69,800	74,410
Leases	15,383	16,134	13,948	14,203	17,322
Total loans and leases	\$ 5,610,929	\$ 5,273,658	\$ 5,082,288	\$ 5,267,910	\$ 4,921,195
Less: unearned income and deferred costs and fees	(4,994)	(4,747)	(6,821)	(7,583)	(3,645)
Total loans and leases, net of unearned income and deferred costs and fees	\$ 5,605,935	\$ 5,268,911	\$ 5,075,467	\$ 5,260,327	\$ 4,917,550

The below table shows a more detailed break-out of commercial real estate ("CRE") loans as of December 31, 2023 and December 31, 2022:

CRE Concentrations (dollar amounts in thousands)	As of December 31,			
	2023		2022	
	Balance	% CRE	Balance	% CRE
Construction	\$ 303,406	9.75 %	\$ 201,031	7.05 %
Multi-family/Single family real estate	603,118	19.38 %	587,467	20.59 %
Agriculture	221,670	7.12 %	214,963	7.53 %
Retail ¹	425,871	13.68 %	434,998	15.25 %
Hotels/motels	167,408	5.38 %	144,710	5.07 %
Office space ²	236,721	7.61 %	236,281	8.28 %
Industrial ³	215,459	6.92 %	179,772	6.30 %
Mixed Use	349,985	11.24 %	322,537	11.30 %
Medical ⁴	138,057	4.44 %	135,024	4.73 %
Other	450,972	14.49 %	396,549	13.90 %
Total CRE	\$ 3,112,667	100.00 %	\$ 2,853,332	100.00 %

¹Retail includes 2.9% and 3.2% of owner occupied real estate at December 31, 2023 and December 31, 2022.

²Office space includes 1.4% and 1.5% of owner occupied real estate at December 31, 2023 and December 31, 2022.

³Industrial includes 2.16% and 2.08% of owner occupied real estate at December 31, 2023 and December 31, 2022.

⁴Medical includes 2.69% and 3.01% of owner occupied real estate at December 31, 2023 and December 31, 2022.

Total loans and leases of \$5.6 billion at December 31, 2023 increased \$337.0 million or 6.4% from December 31, 2022. The increase was mainly in commercial real estate loans, but all loan portfolios grew in 2023. At December 31, 2023, total loans and leases represented 71.7% of total assets compared to 68.7% of total assets at December 31, 2022.

Residential real estate loans, including home equity loans, were \$1.6 billion at December 31, 2023, an increase of \$26.7 million or 1.7% compared to \$1.5 billion at year-end 2022. Residential real estate loans comprised 27.9% of total loans and leases at December 31, 2023 compared to 29.1% at December 31, 2022. Growth in residential loan balances is impacted by the Company's decision to retain these loans or sell them in the secondary market due to interest rate considerations. The Company's Asset/Liability Committee meets regularly and establishes standards for selling and retaining residential real estate mortgage originations.

The Company may sell residential real estate loans in the secondary market based on interest rate considerations. These residential real estate loans are generally sold to FHLMC or State of New York Mortgage Agency ("SONYMA") without recourse in accordance with standard secondary market loan sale agreements. These residential real estate loans also are subject to customary representations and warranties made by the Company, including representations and warranties related to gross incompetence and fraud. The Company has not had to repurchase any loans as a result of these representations and warranties.

During 2023, 2022, and 2021, the Company sold residential mortgage loans totaling \$4.5 million, \$8.9 million, and \$31.5 million, respectively, and realized net gains on these sales of \$96,000, \$155,000, and \$943,000, respectively. When residential mortgage loans are sold to FHLMC or SONYMA, the Company typically retains all servicing rights, which provides the Company with a source of fee income. In connection with the sales in 2023, 2022, and 2021, the Company recorded mortgage-servicing assets of \$34,000, \$66,000, and \$236,000, respectively.

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

Commercial real estate loans totaled \$3.1 billion at December 31, 2023, an increase of \$259.2 million or 9.1% compared to December 31, 2022, and represented 55.5% of total loans and leases at December 31, 2023, compared to 54.2% at December 31, 2022.

Commercial and industrial loans totaled \$823.5 million at December 31, 2023, which was an increase of \$32.0 million or 4.0% from December 31, 2022. Commercial and industrial loans represented 14.7% of total loans at December 31, 2023 compared to 15.0% at December 31, 2022.

As of December 31, 2023, agriculturally-related loans totaled \$322.9 million or 5.8% of total loans and leases compared to \$300.0 million or 5.7% of total loans and leases at December 31, 2022. Agriculturally-related loans include loans to dairy farms and cash and vegetable crop farms. Agriculturally related loans are primarily made based on identified cash flows of the borrower with consideration given to underlying collateral, personal guarantees, and government related guarantees. Agriculturally-related loans are generally secured by the assets or property being financed or other business assets such as accounts receivable, livestock, equipment or commodities/crops.

The consumer loan portfolio includes personal installment loans, indirect automobile financing, and overdraft lines of credit. Consumer and other loans were \$97.8 million at December 31, 2023, compared to \$77.6 million at December 31, 2022.

The lease portfolio decreased by 4.7% to \$15.4 million at December 31, 2023 from \$16.1 million at December 31, 2022. As of December 31, 2023, commercial leases and municipal leases represented 100.0% of total leases.

The Company has adopted comprehensive lending policies, underwriting standards and loan review procedures. There were no significant changes to the Company's existing policies, underwriting standards and loan review during 2023. The Company's Board of Directors approves the lending policies at least annually. The Company recognizes that exceptions to policy guidelines may occasionally occur and has established procedures for approving exceptions to these policy guidelines. Management has also implemented reporting systems to monitor loan originations, loan quality, concentrations of credit, loan delinquencies and nonperforming loans and potential problem loans.

The Company's loan and lease customers are located primarily in the New York and Pennsylvania communities served by its subsidiary bank. Although operating in numerous communities in New York State and Pennsylvania, the Company is still dependent on the general economic conditions of these states. As a result, the economic consequences of the pandemic on our market area generally and on the Company in particular continue to be difficult to quantify. Other than geographic and general economic risks, management is not aware of any material concentrations of credit risk to any industry or individual borrower.

Analysis of Past Due and Nonperforming Loans

(In thousands)	As of December 31,				
	2023	2022	2021	2020	2019
Loans 90 days past due and accruing ¹					
Commercial and industrial	\$ 0	\$ 25	\$ 0	\$ 0	\$ 0
Consumer and other	101	0	0	0	0
Total loans 90 days past due and accruing	\$ 101	\$ 25	\$ 0	\$ 0	\$ 0
Nonaccrual loans					
Commercial and industrial	\$ 2,273	\$ 618	\$ 533	\$ 1,775	\$ 2,335
Commercial real estate	44,450	13,858	13,893	23,627	10,789
Residential real estate	15,172	13,544	11,178	13,145	10,882
Consumer and other	270	269	429	429	275
Total nonaccrual loans and leases	\$ 62,165	\$ 28,289	\$ 26,033	\$ 38,976	\$ 24,281
Troubled debt restructurings not included above	0	4,530	5,124	6,803	7,154
Total nonperforming loans and leases	\$ 62,266	\$ 32,844	\$ 31,157	\$ 45,779	\$ 31,435
Other real estate owned	131	152	135	88	428
Total nonperforming assets	\$ 62,397	\$ 32,996	\$ 31,292	\$ 45,867	\$ 31,863
Total nonperforming loans and leases as a percentage of total loans and leases	1.11 %	0.62 %	0.61 %	0.87 %	0.64 %
Total nonperforming assets as a percentage of total assets	0.80 %	0.43 %	0.40 %	0.60 %	0.47 %
Allowance as a percentage of nonperforming loans and leases	82.84 %	139.86 %	137.51 %	112.87 %	126.90 %

¹ The 2020 and 2019 columns in the above table exclude \$794,000 and \$1.3 million, respectively, of acquired loans that were 90 days past due and accruing interest. These loans were originally recorded at fair value on the acquisition date of August 1, 2012. These loans are considered to be accruing as the Company can reasonably estimate future cash flows on these acquired loans and the Company expects to fully collect the carrying value of these loans. Therefore, the Company is accreting the difference between the carrying value of these loans and their expected cash flows into interest income.

The level of nonperforming assets as of the past five year-ends is illustrated in the table above. The Company's total nonperforming assets as a percentage of total assets was 0.80% at December 31, 2023, compared to 0.43% at December 31, 2022, and compared to its peer group's most recent ratio of 0.34% at September 30, 2023. The peer data is from the Federal Reserve Board and represents banks or bank holding companies with assets between \$3.0 billion and \$10.0 billion.

Nonperforming loans and leases totaled \$62.3 million at December 31, 2023 and increased 89.6% from December 31, 2022. Nonperforming loans and leases represented 1.11% of total loans at December 31, 2023, compared to 0.62% of total loans at December 31, 2022, and 0.61% of total loans at December 31, 2021. Nonperforming loans and leases in the commercial real estate portfolio at year-end 2023 increased by \$30.6 million compared to year-end 2022. The increase in nonperforming loans at year-end 2023, was mainly due to the addition of one relationship with three commercial real estate loans on two properties, including a technology and healthcare business park and a student housing property totaling approximately \$33.8 million. The Company believes that the existing collateral securing the loans is sufficient to cover the exposure as of December 31, 2023, and as such there is no allowance for credit losses designated for these loans.

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

In general, the Company places a loan on nonaccrual status if principal or interest payments become 90 days or more past due and/or management deems the collectability of the principal and/or interest to be in question, as well as when called for by regulatory requirements. Although in nonaccrual status, the Company may continue to receive payments on these loans. These payments are generally recorded as a reduction to principal and interest income is recorded only after principal recovery is reasonably assured. For additional financial information on the difference between the interest income that would have been recorded if these loans and leases had been paid in accordance with their original terms and the interest income that was recorded, refer to "Note 3 – Loans and Leases" in the Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K.

The Company's recorded investment in loans and leases that are individually evaluated totaled \$44.4 million at December 31, 2023, and \$20.8 million at December 31, 2022. The increase in nonperforming loans at December 31, 2023, was mainly due to the addition of the above mentioned relationship totaling approximately \$33.8 million. A loan is individually evaluated when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. Individually evaluated loans consist of our non-homogenous nonaccrual loans and loans that are 90 days or more past due. Specific reserves on individually evaluated loans that are not collateral dependent are measured based on the present value of expected future cash flows discounted at the original effective interest rate of each loan. For loans that are collateral dependent, impairment is measured based on the fair value of the collateral less estimated selling costs, and such impaired amounts are generally charged off.

At December 31, 2023, there were specific reserves of \$1.1 million, related to one commercial real estate relationship totaling \$7.4 million compared to \$3,000 of specific reserves on residential real estate loans at December 31, 2022. The majority of the individually evaluated loans are collateral dependent loans that have limited exposure or require limited specific reserves because of the amount of collateral support with respect to these loans or the loans have been written down to fair value. Interest payments on individually evaluated loans are typically applied to principal unless collectability of the principal amount is reasonably assured. In these cases, interest is recognized on a cash basis. There was no interest income recognized on individually evaluated loans and leases for 2023, 2022 and 2021.

The ratio of the allowance to nonperforming loans (loans past due 90 days and accruing, nonaccrual loans and restructured troubled debt) was 82.84% at December 31, 2023, compared to 139.86% at December 31, 2022. The decrease in the ratio from year-end 2022 to year-end 2023 was mainly due to the increase in nonperforming loans discussed in more detail above. The Company's nonperforming loans are mostly made up of collateral dependent loans requiring little to no specific allowance due to the level of collateral available with respect to these loans and/or previous charge-offs.

Management reviews the loan portfolio for evidence of potential problem loans and leases. Potential problem loans and leases are loans and leases that are currently performing in accordance with contractual terms, but where known information about possible credit problems of the related borrowers causes management to have doubt as to the ability of such borrowers to comply with the present loan payment terms and may result in such loans and leases becoming nonperforming at some time in the future. Management considers loans and leases classified as Substandard, which continue to accrue interest, to be potential problem loans and leases. The Company, through its credit administration function, identified 17 commercial relationships totaling \$26.0 million at December 31, 2023 that were potential problem loans. At December 31, 2022, there were 17 commercial relationships totaling \$33.3 million in the loan portfolio that were considered potential problem loans. Of the 17 commercial relationships from the portfolio that were classified as potential problem loans at December 31, 2023, there were 4 relationships that equaled or exceeded \$1.0 million, which in aggregate totaled \$22.9 million. The potential problem loans remain in a performing status due to a variety of factors, including payment history, the value of collateral supporting the credits, and personal or government guarantees. These factors, when considered in the aggregate, give management reason to believe that the current risk exposure on these loans does not warrant accounting for these loans as nonperforming. However, these loans do exhibit certain risk factors, which have the potential to cause them to become nonperforming. Accordingly, management's attention is focused on these credits, which are reviewed on at least a quarterly basis.

The Allowance for Credit Losses

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

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

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

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

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

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

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

Since the methodology is based upon historical experience and trends, current conditions, and reasonable and supportable forecasts, as well as management's judgment, factors may arise that result in different estimates. While management's evaluation of the allowance as of December 31, 2023 considers the allowance to be appropriate, under adversely different conditions or assumptions, the Company would need to increase or decrease the allowance. In addition, various federal and State regulatory agencies, as part of their examination process, review the Company's allowance and may require the Company to recognize additions to the allowance based on their judgements and information available to them at the time of their examinations.

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

Financial instruments include off-balance sheet credit instruments, such as commitments to make loans, and commercial letters of credit. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for off-balance sheet loan commitments is represented by the contractual amount of those instruments. Such financial instruments are recorded when they are funded. The Company records an allowance for credit losses on off-balance sheet credit exposures, unless the commitments to extend credit are unconditionally cancellable, through a charge to credit loss expense for off-balance sheet credit exposures included in other noninterest expense in the Company's consolidated statements of income. As of December 31, 2023, the Company's reserve for off-balance sheet credit exposures was \$2.3 million, compared to \$2.8 million at December 31, 2022.

As of December 31, 2023, the total allowance for credit losses was \$51.6 million, an increase of \$5.7 million or 12.3% from year-end 2022. The increase reflects net loan recoveries of \$721,000 and provision for credit loss expense of \$4.9 million. The ratio of the allowance for credit losses as a percentage of total loans was 0.92% at year-end 2023 compared to 0.87% at year-end 2022. The allowance coverage to nonperforming loans and leases was 82.84% at December 31, 2023 compared to 139.86% at December 31, 2022.

The increase in the ACL from year-end 2022 reflects loan growth, mainly in the real estate portfolios, and changes in asset quality; partially offset by improvements in economic forecasts for unemployment and gross domestic product ("GDP"). Forecasts related to unemployment continue to improve and GDP forecasts show more growth compared to prior forecasts. Qualitative reserves were added to the commercial real estate portfolio at year-end 2023 driven by the uncertain impact of economic conditions, as well as increases in non-performing loans during the fourth quarter of 2023, primarily driven by one large commercial relationship, consisting of loans on two commercial properties.

Total loans were \$5.6 billion at December 31, 2023, an increase of \$337.0 million or 6.4% from December 31, 2022. The increase from year-end 2022 was mainly due to loan growth in the commercial real estate portfolio. Credit quality metrics at December 31, 2023, were mixed when compared to year-end 2022. Nonperforming assets represented 0.80% of total assets at December 31, 2023, compared to 0.43% at December 31, 2022. Nonperforming loans and leases increased \$29.4 million or 89.6% from year end 2022 and represented 1.11% of total loans at December 31, 2023 compared to 0.62% at December 31, 2022. Loans internally-classified Special Mention or Substandard increased \$24.8 million or 25.2% compared to December 31, 2022. The increase was mainly due to one relationship with three commercial real estate loans totaling \$33.8 million being downgraded during 2023. Net loan recoveries totaled \$721,000 in 2023, compared to net recoveries of \$592,000 in 2022.

The allocation of the Company's allowance as of December 31, 2023, and each of the previous four years is illustrated in *Table 5- Allocation of the Allowance for Credit Losses*, below. The table represents the allowance for credit losses calculated under the new accounting guidance as of December 31, 2020, and the prior periods show amounts calculated under the incurred loss methodology calculation used prior to adoption. The table provides an allocation of the allowance for credit losses for inherent loan losses by type. The allocation is neither indicative of the specific amounts or the loan categories in which future charge-offs may occur, nor is it an indicator of future loss trends. The allocation of the allowance for credit losses to each category does not restrict the use of the allowance to absorb losses in any category.

Table 5 - Allocation of the Allowance for Credit Losses

(In thousands)	As of December 31,					
	2023	2022	2021	2020	2019	
Total loans outstanding at end of year	\$ 5,605,935	\$ 5,268,911	\$ 5,075,467	\$ 5,260,327	\$ 4,917,550	
Allocation of the ACL by loan type:						
Commercial and industrial	\$ 6,667	\$ 6,039	\$ 6,335	\$ 9,239	\$ 10,541	
Commercial real estate	31,581	27,287	24,813	30,546	21,608	
Residential real estate	11,700	11,154	10,139	10,257	6,381	
Consumer and other	1,557	1,358	1,492	1,562	1,362	
Leases	79	96	64	65	0	
Total	\$ 51,584	\$ 45,934	\$ 42,843	\$ 51,669	\$ 39,892	
Allocation of the ACL as a percentage of total allowance:						
Commercial and industrial	13 %	13 %	15 %	18 %	26 %	
Commercial real estate	61 %	60 %	58 %	59 %	54 %	
Residential real estate	23 %	24 %	24 %	20 %	16 %	
Consumer and other	3 %	3 %	3 %	3 %	3 %	
Leases	0 %	0 %	0 %	0 %	0 %	
Total	100 %	100 %	100 %	100 %	100 %	
Loan and lease types as a percentage of total loans and leases:						
Commercial and industrial	15 %	16 %	18 %	23 %	21 %	
Commercial real estate	55 %	54 %	52 %	49 %	50 %	
Residential real estate	28 %	29 %	29 %	27 %	28 %	
Consumer and other	2 %	1 %	1 %	1 %	1 %	
Leases	0 %	0 %	0 %	0 %	0 %	
Total	100 %	100 %	100 %	100 %	100 %	

The above table shows a fairly consistent allocation of the loan portfolio and allowance over the period with commercial real estate and residential real estate representing the largest proportion of total loans and the allowance. The increase in commercial and industrial loans at year-end 2020, was mainly due to PPP loans, which decreased at year end 2021 and 2022 as these loans were forgiven by the SBA. Given the SBA guaranty of the PPP loans, there were no reserves allocated to PPP loans.

Table 6 - Analysis of the Allowance for Credit Losses shows the activity in the allowance for credit losses over the past five years. The allowance at December 31, 2023 was \$51.6 million, an increase of \$5.7 million from year-end 2022, reflecting a provision expense of \$4.9 million and net recoveries of \$721,000 for the year-ended December 31, 2023. Net charge-offs of \$6.0 million in 2021, were mainly due to one commercial real estate relationship that included two loans and was charged off in the fourth quarter of 2022. The \$16.2 million provision expense in 2020 was driven by changes in economic conditions and forecasts related to the impact of COVID-19, including forecasts of significantly slower economic growth and higher unemployment. The majority of the increase in the allowance and provision expense in 2020 was in the first quarter of 2020. Provision expense decreased in 2021, as businesses opened and economic conditions continued to improve, resulting in the ability to reverse some of the provision expense booked in the first quarter of 2020 related to the COVID-19 pandemic.

Table 6 - Analysis of the Allowance for Credit Losses

(In thousands)	As of December 31,				
	2023	2022	2021	2020	2019
Average loans outstanding during year	\$ 5,357,699	\$ 5,142,099	\$ 5,184,492	\$ 5,228,135	\$ 4,830,089
Balance of allowance at beginning of year	45,934	42,843	51,669	39,892	43,410
Impact of adopting ASU 2022-02	64	0	0	0	0
Impact of adopting ASU 2016-13	0	0	0	(2,534)	0
Loans charged-off:					
Commercial and industrial	\$ 34	\$ 559	\$ 274	\$ 2	\$ 696
Commercial real estate	0	50	6,957	1,903	4,015
Residential real estate	20	53	77	84	256
Consumer and other	1,045	544	438	482	823
Leases	0	0	0	0	0
Total loans charged-off	\$ 1,099	\$ 1,206	\$ 7,746	\$ 2,471	\$ 5,790
Recoveries of loans previously charged-off:					
Commercial and industrial	\$ 87	\$ 195	\$ 118	\$ 131	\$ 103
Commercial real estate	1,292	951	1,175	58	174
Residential real estate	186	346	236	194	334
Consumer and other	255	306	196	248	295
Total loan recoveries	\$ 1,820	\$ 1,798	\$ 1,725	\$ 631	\$ 906
Net loan (recoveries) charged-off	(721)	(592)	6,021	1,840	4,884
Additions/(Reductions) to allowance charged to operations	4,865	2,499	(2,805)	16,151	1,366
Balance of allowance at end of year	\$ 51,584	\$ 45,934	\$ 42,843	\$ 51,669	\$ 39,892
Allowance as a percentage of total loans and leases outstanding	0.92 %	0.87 %	0.84 %	0.98 %	0.81 %
Net (recoveries) charge-offs as a percentage of average loans and leases outstanding during the year	(0.01)%	(0.01)%	0.12 %	0.04 %	0.10 %

As a result of the adoption of ASU 2016-13, the Company recorded a net cumulative-effect adjustment reducing the allowance for credit losses by \$2.5 million from \$39.9 million at December 31, 2019 to \$37.4 million at January 1, 2020.

Management believes that, based upon its evaluation as of December 31, 2023, the allowance is appropriate.

Deposits and Other Liabilities

Total deposits were \$6.4 billion at December 31, 2023, a decrease of \$202.4 million or 3.1% compared to year-end 2022. The decrease from year-end 2022 consisted of savings and money market balances, and noninterest bearing deposits, which were down \$335.9 million, and \$233.2 million, respectively. This was partially offset by an increase in time deposit balances, which increased \$366.6 million. The decrease in deposits was largely driven by inflation and persistent rate competition for deposits due to the current interest rate environment and tightening monetary policy.

The most significant source of funding for the Company is core deposits. The Company defines core deposits as total deposits less time deposits of \$250,000 or more, brokered deposits, municipal money market deposits and reciprocal deposit relationships with municipalities. Core deposits decreased by \$390.4 million or 7.0% to \$5.2 billion at year-end 2023 from \$5.6 billion at year-end 2022. Core deposits represented 81.1% of total deposits at December 31, 2023, compared to 84.5% of total deposits at December 31, 2022.

Municipal money market accounts and reciprocal deposit relationships with municipalities totaled \$542.1 million at year-end 2023, which decreased 25.3% from year-end 2022. In general, there is a seasonal pattern to municipal deposits starting with a low point during July and August. Account balances tend to increase throughout the fall and into the winter months from tax deposits and receive an additional inflow at the end of March from the electronic deposit of state funds.

The Company uses both retail and wholesale repurchase agreements. Retail repurchase agreements are arrangements with local customers of the Company, in which the Company agrees to sell securities to the customer with an agreement to repurchase those securities at a specified later date. Retail repurchase agreements totaled \$51.0 million at December 31, 2023, and \$56.3 million at December 31, 2022. Management generally views local repurchase agreements as an alternative to large time deposits. Refer to "Note 8 Federal Funds Purchased and Securities Sold Under Agreements to Repurchase" in Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K for further details on the Company's repurchase agreements.

The Company's other borrowings totaled \$602.1 million at year-end 2023, which were up \$310.8 million over prior year end. Loan growth and lower deposit balances compared to year-end 2022 contributed to the increase in borrowings year-over-year. The \$602.1 million in borrowings at December 31, 2023, represented \$477.1 million in overnight advances from the FHLB and \$125.0 million in term advances from the FHLB. Borrowings of \$291.3 million at year-end 2022 represented \$241.3 million in overnight borrowings and \$50.0 million in FHLB term advances. Of the \$125.0 million in FHLB term advances at year-end 2023, \$85.0 million are due in over one year. Refer to "Note 9 - Other Borrowings" in Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K for further details on the Company's term borrowings with the FHLB.

Liquidity Management

The objective of liquidity management is to ensure the availability of adequate funding sources to satisfy the demand for credit, deposit withdrawals, operating expenses, and business investment opportunities. The Company's large, stable core deposit base and strong capital position are the foundation for the Company's liquidity position. The Company uses a variety of resources to meet its liquidity needs, which include deposits, cash and cash equivalents, short-term investments, cash flow from lending and investing activities, repurchase agreements, and borrowings. The Company may also use borrowings as part of a growth strategy. Asset and liability positions are monitored primarily through the Asset/Liability Management Committee of the Company's subsidiary bank. This Committee reviews periodic reports on the liquidity and interest rate sensitivity positions. Comparisons with industry and peer groups are also monitored. The Company's strong reputation in the communities it serves, along with its strong financial condition, provides access to numerous sources of liquidity as described below. Management believes these diverse liquidity sources provide sufficient means to meet all demands on the Company's liquidity that are reasonably likely to occur. Management measures liquidity, including the level of cash, unencumbered securities, and the availability of dependable borrowing sources. The board has set a policy limit stating that reliable sources of liquidity should remain in excess of 6% of total assets. The ratio was 18.3% of assets at December 31, 2023.

Core deposits, discussed above under "Deposits and Other Liabilities", are a primary and low cost funding source obtained primarily through the Company's branch network. In addition to core deposits, the Company uses non-core funding sources to support asset growth. These non-core funding sources include time deposits of \$250,000 or more, municipal money market deposits, brokered deposits, reciprocal deposits, bank borrowings, securities sold under agreements to repurchase and overnight and term advances from the FHLB. Rates and terms are the primary determinants of the mix of these funding sources. Non-core funding sources of \$1.9 billion at December 31, 2023 increased \$493.5 million, or 36.0% as compared to December 31, 2022.

Non-core funding sources, as a percentage of total liabilities, were 26.1% at December 31, 2023, compared to 19.4% at December 31, 2022.

Non-core funding sources may require securities to be pledged against the underlying liability. Securities carried at \$1.0 billion at December 31, 2023 were either pledged or sold under agreements to repurchase, compared to \$1.8 billion at December 31, 2022. Pledged securities or securities sold under agreements to repurchase represented 54.8% of total securities at December 31, 2023, compared to 82.4% of total securities at December 31, 2022.

Cash and cash equivalents totaled \$79.5 million as of December 31, 2023 which increased from \$77.8 million at December 31, 2022. Short-term investments, consisting of securities due in one year or less, increased from \$50.3 million at December 31, 2022, to \$98.7 million on December 31, 2023.

Cash flow from the loan and investment portfolios provides a significant source of liquidity. These assets may have stated maturities in excess of one year, but have monthly principal reductions. Total mortgage-backed securities, at fair value, were \$766.1 million at December 31, 2023 compared with \$738.9 million at December 31, 2022. Outstanding principal balances of residential mortgage loans, consumer loans, and leases totaled approximately \$1.7 billion at December 31, 2023, up \$46.0 million, or 2.8% compared with December 31, 2022. Aggregate amortization from monthly payments on these assets provides significant additional cash flow to the Company.

Liquidity is enhanced by ready access to national and regional wholesale funding sources including Federal funds purchased, repurchase agreements, brokered certificates of deposit, and FHLB advances. Through its subsidiary bank, the Company has borrowing relationships with the FHLB and correspondent banks, which provide secured and unsecured borrowing capacity. As members of the FHLB, the Company's subsidiary banks can use certain unencumbered mortgage-related assets and securities to secure additional borrowings from the FHLB. At December 31, 2023, the established borrowing capacity with the FHLB was \$1.6 billion, or 20.0% of total assets, with available unencumbered mortgage-related assets of \$642.2 million. Additional assets may also qualify as collateral for FHLB advances upon approval of the FHLB. Through various programs at the Federal Reserve Bank, the Company has the ability to use certain unencumbered mortgage-related assets and securities to secure borrowings from the Federal Reserve Bank's Discount Window. At December 31, 2023 the available borrowing capacity with the Federal Reserve Bank was \$92.6 million, secured by investment securities. In addition to the available borrowing lines at the FHLB and Federal Reserve Bank, the Company maintains \$687.0 million of unencumbered securities which could be pledged to further enhance secured borrowing capacity.

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

Table 7 - Loan Maturity

Remaining maturity of loans (In thousands)	December 31, 2023				
	Total	Less than 1 year	After 1 year to 5 years	After 5 years to 15 years	After 15 years
Commercial and industrial	\$ 823,505	\$ 207,962	\$ 258,878	\$ 217,810	\$ 138,855
Commercial real estate	3,112,667	132,461	558,340	1,422,233	999,633
Residential real estate	1,561,591	757	25,538	292,831	1,242,465
Total	\$ 5,497,763	\$ 341,180	\$ 842,756	\$ 1,932,874	\$ 2,380,953

Of the loan amounts shown above in Table 7 - Loan Maturity, maturing over 1 year, \$2.3 billion have fixed rates and \$2.8 billion have adjustable rates.

Off-Balance Sheet Arrangements

In the normal course of business, the Company is party to certain financial instruments, which in accordance with accounting principles generally accepted in the United States, are not included in its Consolidated Statements of Condition. These transactions include commitments under standby letters of credit, unused portions of lines of credit, and commitments to fund new loans and are undertaken to accommodate the financing needs of the Company's customers. Loan commitments are agreements by the Company to lend monies at a future date. These loan and letter of credit commitments are subject to the same credit policies and reviews as the Company's loans. Because most of these loan commitments expire within one year from the

date of issue, the total amount of these loan commitments as of December 31, 2023, are not necessarily indicative of future cash requirements. Further information on these commitments and contingent liabilities is provided in "Note 17 Commitments and Contingent Liabilities" in Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K.

Contractual Obligations

The Company leases land, buildings, and equipment under operating lease arrangements extending to the year 2090. Most leases include options to renew for periods ranging from 5 to 20 years. In addition, the Company has a software contract for its core banking application through June 30, 2024 along with contracts for more specialized software programs through 2026. Further information on the Company's lease arrangements is provided in "Note 6 Premises and Equipment" in Notes to Consolidated Financial Statements in Part II, "Item 8. Financial Statements and Supplementary Data" of this Report on Form 10-K. The Company's contractual obligations as of December 31, 2023, are shown in *Table 8-Contractual Obligations and Commitments* below.

Table 8 - Contractual Obligations and Commitments

Contractual cash obligations (In thousands)	At December 31, 2023				
	Total	1 year	1-3 years	3-5 years	After 5 years
Long-term debt	\$ 133,602	\$ 43,849	\$ 63,738	\$ 26,015	\$ 0
Operating leases ¹	35,868	3,824	7,011	6,103	18,930
Software contracts	3,500	2,856	644	0	0
Total contractual cash obligations	\$ 172,970	\$ 50,529	\$ 71,393	\$ 32,118	\$ 18,930

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

Non-GAAP Disclosure

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

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

For the year ended December 31,

<i>(In thousands, except per share data)</i>	2023	2022	2021	2020	2019
Net income available to common shareholders	\$ 9,505	\$ 85,030	\$ 89,264	\$ 77,588	\$ 81,718
Less: income attributable to unvested stock-based compensations awards	(42)	(250)	(615)	(857)	(1,306)
Net earnings allocated to common shareholders (GAAP)	9,463	84,780	88,649	76,731	80,412
Diluted earnings per share (GAAP)	0.66	5.89	6.05	5.20	5.37
Adjustments for non-operating income and expense:					
Loss (gain) on sale of investment securities	70,019	634	(249)	(443)	(645)
Purchase accounting related to redemption of trust preferred securities	0	0	1,849	0	0
Penalties on prepayment of FHLB borrowings	0	0	2,929	0	0
Write-down of real estate pending sale	0	0	0	673	0
Total adjustments	70,019	634	4,529	230	(645)
Tax expense	17,155	155	1,110	56	(158)
Total adjustments, net of tax	52,864	479	3,419	174	(487)
Adjusted net income (Non-GAAP)	62,369	85,509	92,683	77,762	81,231
Net earnings allocated to common shareholders (Non-GAAP)	62,327	85,259	92,068	76,905	79,925
Weighted average shares outstanding (basic)	14,254,661	14,328,280	14,568,763	14,703,390	14,907,057
Weighted average shares outstanding (diluted)	14,301,221	14,404,294	14,648,167	14,751,303	14,973,951
Adjusted basic earnings per share (Non-GAAP)	4.37	5.95	6.32	5.23	5.36
Adjusted diluted earnings per share (Non-GAAP)	4.36	5.92	6.29	5.21	5.34
Net income available to common shareholders	9,505	85,030	89,264	77,588	81,718
Adjusted net income (Non-GAAP)	62,369	85,509	92,683	77,762	81,231
Average total assets	7,641,672	7,828,520	7,968,951	7,358,478	6,679,578
Return on average assets	0.12 %	1.09 %	1.12 %	1.05 %	1.22 %
Adjusted return on average assets (Non-GAAP)	0.82 %	1.09 %	1.16 %	1.06 %	1.22 %
Net income available to common shareholders	9,505	85,030	89,264	77,588	81,718
Adjusted net income (Non-GAAP)	62,369	85,509	92,683	77,762	81,231
Average total equity	634,732	641,725	724,477	699,554	651,341
Return on average equity	1.50 %	13.25 %	12.32 %	11.09 %	12.55 %
Adjusted return on average equity (Non-GAAP)	9.83 %	13.32 %	12.79 %	11.12 %	12.47 %
Net earnings allocated to common shareholders (Non-GAAP)	62,327	85,259	92,068	76,905	79,925
Average Tompkins Financial Corporation shareholders' equity (GAAP)	633,267	640,258	723,009	698,088	649,871
Amortization of intangibles	334	873	1,317	1,484	1,673
Tax expense	82	214	323	364	410
Amortization of intangibles, net of tax	252	659	994	1,120	1,263
Adjusted net operating income available to common shareholders' (Non-GAAP)	62,579	85,918	93,062	78,025	81,188
Average Tompkins Financial Corporation shareholders' equity	633,267	640,258	723,009	698,088	649,871
Average goodwill and intangibles	94,169	94,677	95,719	97,134	98,104
Average Tompkins Financial Corporation shareholders' tangible common equity (Non-GAAP)	\$ 539,098	\$ 545,581	\$ 627,290	\$ 600,954	\$ 551,767
Adjusted operating return on average shareholders' tangible common equity (Non-GAAP)	11.61 %	15.75 %	14.84 %	12.98 %	14.71 %

Newly Adopted Accounting Standards

ASU No. 2020-04, "Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting." The amendments in this update provide optional guidance for a limited period of time to ease the potential burden in accounting for (or recognizing the effects of) reference rate reform on financial reporting. It provides optional expedients and exceptions for applying U.S. generally accepted accounting principles to contracts, hedging relationships, and other transactions affected by reference rate reform if certain criteria are met. The amendments in this update are effective for all entities as of March 12, 2020 through December 31, 2022. The adoption of this standard did not have a material impact on our Consolidated Financial Statements.

ASU 2022-01, "Derivatives and Hedging (Topic 815)" ("ASU 2022-01"): provides the disclosure requirements for derivatives and hedging activities with the intent to provide users of financial statements with an enhanced understanding of: (a) how and why an entity uses derivative instruments, (b) how the entity accounts for derivative instruments and related hedged items, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. Further, qualitative disclosures are required that explain the Company's objectives and strategies for using derivatives, as well as quantitative disclosures about the fair value of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative instruments.

As required by ASU 2022-01, the Company records all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Derivatives may also be designated as hedges of the foreign currency exposure of a net investment in a foreign operation. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. The Company may enter into derivative contracts that are intended to economically hedge certain of its risk, even though hedge accounting does not apply or the Company elects not to apply hedge accounting.

In accordance with the FASB's fair value measurement guidance in ASU 2011-04, the Company made an accounting policy election to measure the credit risk of its derivative financial instruments that are subject to master netting agreements on a net basis by counterparty portfolio.

ASU 2022-02, "Financial Instruments - Credit Losses (Topic 326)" ("ASU 2022-02"): eliminates the guidance on troubled debt restructurings and requires entities to evaluate all loan modifications to determine if they result in a new loan or a continuation of the existing loan. ASU 2022-02 also requires that entities disclose current-period gross charge-offs by year of origination for loans and leases. ASU 2022-02 became effective for the Company on January 1, 2023. The Company elected to apply the ASU on a modified retrospective basis to recognize any change in the allowance for credit losses that had been recognized for receivables previously modified (or reasonably expected to be modified) in a TDR. This election resulted in cumulative-effect adjustment to retained earnings as of the beginning of the fiscal year of adoption. The amount of the adjustment to retained earnings was a decrease of \$64,000. See Note 5 to the Consolidated Financial Statements for changes in disclosures related to this adoption. The adoption of this standard did not have a material impact on our Consolidated Financial Statements.

ASU No. 2022-03, "Fair Value Measurements (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions." The amendments in this update provides clarification on guidance in Topic 820, Fair Value Measurement, when measuring the fair value of an equity security subject to contractual restrictions that prohibit the sale of an equity security and provides new disclosure requirements for equity securities subject to contractual sale restrictions, that are measured at fair value. ASU 2022-03 became effective for the Company on January 1, 2023. As there are no equity securities subject to contract sales during the current or prior year, the adoption of ASU 2022-03 had no effect on the financial statements for the current fiscal year, and the Company will apply the guidance prospectively to future acquisitions.

Accounting Standards Pending Adoption

ASU No. 2023-02, "Investments - Equity Method and Joint Ventures (Topic 323): Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method." This update will allow reporting entities to consistently account for equity investments made primarily for the purpose of receiving income tax credits or other income tax benefits. This update applies this to all reporting entities that hold (1) tax equity investments that meet the conditions for and elect to account for them using the proportional amortization method or (2) an investment in a LIHTC structure through a limited liability entity that is not accounted for using the proportional amortization method and to which certain LIHTC specific guidance removed from Subtopic 323-740 has been applied. Additionally, the disclosure requirements apply to investments that generate income tax credits and other income tax benefits from a tax credit program for which the entity has elected to apply the proportional amortization method (including investments within that elected program that do not meet the conditions to apply the proportional amortization method). The amendments in this Update permit reporting entities to elect to account for their tax equity investments, regardless of the tax credit program from which the income tax credits are received, using the proportional amortization method if certain conditions are met. ASU 2023-02 is effective for fiscal years beginning after December 15, 2023 and interim periods in those years. The adoption of ASU 2023-02 is not expected to have a significant effect on the Company's financial statements.

ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." The amendments in this Update improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023 and interim periods in those years, and its adoption is not expected to have a significant effect on our financial statements.

ASU No. 2023-09, "Income Taxes (Topic 740) - Improvements to Income Tax Disclosures." The amendments in this Update related to the rate reconciliation and income taxes paid disclosures improve the transparency of income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 and interim periods in those years. Tompkins is currently evaluating the potential impact of ASU 2023-09 on our consolidated financial statements.

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

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market Risk

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

The Company's Board of Directors has set a policy that interest rate risk exposure will remain within a range whereby net interest income will not decline by more than 10% in one year as a result of a 100 basis point parallel change in rates. Based upon the most recent simulation analysis performed as of November 30, 2023, a 200 basis point parallel upward change in interest rates over a one-year time frame would result in a one-year decrease in net interest income from the base case of approximately 5.3%, while a 200 basis point parallel decline in interest rates over a one-year period would result in a one year increase in net interest income of 4.6% from the base case. This simulation assumes no balance sheet growth, no changes in balance sheet mix, deposit rates move in a manner that reflects the historical relationship between deposit rate movement and changes in Federal funds rate, and no management action to address balance sheet mismatches.

The decrease in net interest income in the rising rate scenario is a result of the balance sheet showing a more liability sensitive position over a one year time horizon. As such, in the short-term net interest income is expected to trend slightly below the base

assumption, as upward adjustments to rate sensitive deposits and short-term funding outpace increases to asset yields which are concentrated in intermediate to longer-term products. As intermediate and longer-term assets continue to reprice/adjust into higher rate environment and funding costs stabilize, the simulation shows net interest income is expected to trend upwards.

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

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

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

In addition to the simulation analysis, management uses an interest rate gap measure. *Table 9-Interest Rate Risk Analysis* below is a Condensed Static Gap Report, which illustrates the anticipated repricing intervals of assets and liabilities as of December 31, 2023. The Company's one-year interest rate gap was a negative \$836.6 million or 10.70% of total assets at December 31, 2023, compared with a negative \$656.5 million or 8.56% of total assets at December 31, 2022. The change from year-end 2022 to year-end 2023 is mainly due to the increase in borrowings with the FHLB, which were used to support loan growth given the decrease in deposit balances year-over-year. A negative gap position exists when the amount of interest-bearing liabilities maturing or repricing exceeds the amount of interest-earning assets maturing or repricing within a particular time period. This analysis suggests that the Company's net interest income is moderately at risk in an increasing rate environment over the next 12 months. An interest rate gap measure could be significantly affected by external factors such as a rise or decline in interest rates, loan or securities prepayments, and deposit withdrawals.

Table 9 - Interest Rate Risk Analysis

Condensed Static Gap - December 31, 2023

(In thousands)

	Total	0-3 months	3-6 months	6-12 months	12 months
Interest-earning assets ¹	\$ 7,513,654	\$ 1,089,463	\$ 332,291	\$ 702,192	\$ 2,123,946
Interest-bearing liabilities	5,135,988	2,436,139	304,305	220,067	2,960,511
Net gap position		(1,346,676)	27,986	482,125	(836,565)
Net gap position as a percentage of total assets		(17.22)%	0.36 %	6.17 %	(10.70)%

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

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Item 8. Financial Statements and Supplementary Data

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

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Management's Statement of Responsibility

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

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

The Audit & Examining Committee of the board of directors, composed solely of outside directors, meets periodically and privately with management, internal auditors, and the independent registered public accounting firm, KPMG LLP, to review matters relating to the quality of financial reporting, internal accounting control, and the nature, extent, and results of audit efforts. The independent registered public accounting firm and internal auditors have unlimited access to the Audit/Examining Committee to discuss all such matters. The consolidated financial statements have been audited by KPMG LLP for the purpose of expressing an opinion on the consolidated financial statements. In addition, KPMG LLP has audited the Company's internal control over financial reporting, as of December 31, 2023.

/s/ Stephen S. Romaine

/s/ Matthew D. Tomazin

Date: February 29, 2024

Stephen S. Romaine
Chief Executive Officer

Matthew D. Tomazin
Chief Financial Officer
Treasurer

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Tompkins Financial Corporation:

Opinion on Internal Control Over Financial Reporting

We have audited Tompkins Financial Corporation and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of condition of the Company as of December 31, 2023 and 2022, the related consolidated statements of income, comprehensive income, cash flows and changes in shareholders' equity for each of the years in the three-year period ended December 31, 2023, and the related notes (collectively, the consolidated financial statements), and our report dated February 29, 2024 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG LLP
Rochester, New York
February 29, 2024

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Tompkins Financial Corporation:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of condition of Tompkins Financial Corporation and subsidiaries (the Company) as of December 31, 2023 and 2022, the related consolidated statements of income, comprehensive income, cash flows and changes in shareholders' equity for each of the years in the three-year period ended December 31, 2023, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control- Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 29, 2024 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

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

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

Critical Audit Matter

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

Allowance for Credit Losses- Loans evaluated on a Collective Basis

As discussed in Notes 1 and 4 to the consolidated financial statements, the Company's allowance for credit losses on loans evaluated on a collective basis (the collective ACL on loans) was \$50.502 million out of a total allowance for credit losses on loans of \$51.584 million as of December 31, 2023. The collective ACL on loans includes the measure of expected credit losses on a collective (pooled) basis for those loans that share similar risk characteristics. The methodologies apply historical loss information, adjusted for asset specific characteristics, economic conditions at the measurement date, and forecasts about future economic conditions expected to exist through the contractual lives of the financial assets that are reasonable and supportable. The Company uses a discounted cash flow methodology (DCF methodology) where the respective cash flows for each segment are developed using the assumptions of probability of default (PD), loss given default (LGD), estimated prepayment speeds, and exposure at default. The DCF methodology is calculated at the loan level and aggregated at the segment level; expected credit losses are estimated over the effective life of the loans by measuring the difference between the net present value of

modeled cash flows and the amortized cost basis. The Company uses models to develop the PD and LGD, which are derived from internal and selected peer groups' historical default and loss experience, that incorporate probability weighted economic scenarios and macroeconomic assumptions over a reasonable and supportable forecast period. In order to capture the unique risks of the loan segments within the PD and LGD models, the Company measures expected credit losses at the loan level by segment, by pooling loans when the financial assets share similar risk characteristics. After the reasonable and supportable forecast period, the Company reverts back to a historical loss rate over eight quarters on a straight-line basis. A portion of the collective ACL on loans is comprised of adjustments to historical loss information. These adjustments are based on qualitative factors not reflected in the quantitative model but likely to impact the measurement of estimated credit losses.

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

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

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

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

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

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

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

/s/ KPMG LLP

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

Rochester, New York
February 29, 2024

TOMPKINS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CONDITION

(In thousands, except share and per share data)

	As of 12/31/2023	As of 12/31/2022
ASSETS		
Cash and noninterest bearing balances due from banks	\$ 67,212	\$ 18,572
Interest bearing balances due from banks	12,330	59,265
Cash and Cash Equivalents	79,542	77,837
Available-for-sale debt securities, at fair value (amortized cost of \$1,548,482 at December 31, 2023 and \$1,831,791 at December 31, 2022)	1,416,650	1,594,967
Held-to-maturity debt securities, at amortized cost (fair value of \$267,455 at December 31, 2023 and \$261,692 at December 31, 2022)	312,401	312,344
Equity securities, at fair value	787	777
Total loans and leases, net of unearned income and deferred costs and fees	5,605,935	5,268,911
Less: Allowance for credit losses	51,584	45,934
Net Loans and Leases	5,554,351	5,222,977
Federal Home Loan Bank and other stock	33,719	17,720
Bank premises and equipment, net	79,687	82,140
Corporate owned life insurance	67,884	85,556
Goodwill	92,602	92,602
Other intangible assets, net	2,327	2,708
Accrued interest and other assets	179,799	181,058
Total Assets	7,819,749	7,670,686
LIABILITIES		
Deposits:		
Interest bearing:		
Checking, savings and money market	3,484,878	3,820,739
Time	998,013	631,411
Noninterest bearing	1,916,956	2,150,145
Total Deposits	6,399,847	6,602,295
Federal funds purchased and securities sold under agreements to repurchase	50,996	56,278
Other borrowings	602,100	291,300
Other liabilities	96,872	103,423
Total Liabilities	7,149,815	7,053,296
EQUITY		
Tompkins Financial Corporation shareholders' equity:		
Common Stock - par value \$.10 per share: Authorized 25,000,000 shares; Issued: 14,441,830 at December 31, 2023; and 14,555,741 at December 31, 2022	1,444	1,456
Additional paid-in capital	297,183	302,763
Retained earnings	501,510	526,727
Accumulated other comprehensive loss	(125,005)	(208,689)
Treasury stock, at cost – 132,097 shares at December 31, 2023, and 128,749 shares at December 31, 2022	(6,610)	(6,279)
Total Tompkins Financial Corporation Shareholders' Equity	668,522	615,978
Noncontrolling interests	1,412	1,412
Total Equity	669,934	617,390
Total Liabilities and Equity \$	7,819,749 \$	7,670,686

See notes to consolidated financial statements.

TOMPKINS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF INCOME

	Year ended December 31,		
(In thousands, except per share data)	2023	2022	2021
INTEREST AND DIVIDEND INCOME			
Loans	\$ 260,434	\$ 217,607	\$ 214,684
Due from banks	674	371	343
Available-for-sale debt securities	29,677	27,929	23,440
Held-to-maturity debt securities	4,876	4,771	2,075
Federal Home Loan Bank and other stock	1,697	646	776
Total Interest and Dividend Income	297,358	251,324	241,318
INTEREST EXPENSE			
Time certificates of deposits of \$250,000 or more	11,421	2,298	2,202
Other deposits	59,387	13,870	8,645
Federal funds purchased and securities sold under agreements to repurchase	58	60	64
Trust preferred debentures	0	0	2,233
Other borrowings	16,978	4,815	4,382
Total Interest Expense	87,844	21,043	17,526
Net Interest Income	209,514	230,281	223,792
Less: Provision for credit loss expense	4,339	2,789	(2,219)
Net Interest Income After Credit for Credit Loss Expense	205,175	227,492	226,011
NONINTEREST INCOME			
Insurance commissions and fees	37,351	36,201	34,836
Wealth management fees	17,951	18,091	19,388
Service charges on deposit accounts	6,913	7,365	6,347
Card services income	11,488	11,024	10,826
Other income	6,511	5,925	7,203
Net (loss) gain on securities transactions	(69,973)	(634)	249
Total Noninterest Income	10,241	77,972	78,849
NONINTEREST EXPENSE			
Salaries and wages	97,370	98,261	96,038
Other employee benefits	27,333	24,969	24,172
Net occupancy expense of premises	13,278	13,093	13,179
Furniture and fixture expense	8,663	8,058	8,328
Amortization of intangible assets	334	873	1,317
Other operating expense	56,314	50,497	47,253
Total Noninterest Expenses	203,292	195,751	190,287
Income Before Income Tax Expense	12,124	109,713	114,573
Income Tax Expense	2,495	24,557	25,182
Net Income Attributable to Noncontrolling Interests and Tompkins Financial Corporation	9,629	85,156	89,391
Less: Net Income Attributable to Noncontrolling Interests	124	126	127
Net Income Attributable to Tompkins Financial Corporation \$	9,505	85,030	89,264
Basic Earnings Per Share	\$ 0.66	\$ 5.92	\$ 6.08
Diluted Earnings Per Share	\$ 0.66	\$ 5.89	\$ 6.05

See notes to consolidated financial statements.

TOMPKINS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

<i>(In thousands)</i>	Year ended December 31,		
	2023	2022	2021
Net income attributable to noncontrolling interests and Tompkins Financial Corporation	\$ 9,629	\$ 85,156	\$ 89,391
Other comprehensive income, net of tax:			
Available-for-sale debt securities:			
Change in net unrealized loss during the period	26,430	(173,240)	(34,961)
Reclassification adjustment for net realized loss (gain) on sale of available-for-sale debt securities included in net income	52,838	8,997	(208)
Employee benefit plans:			
Net retirement plan gain	3,410	9,634	8,898
Amortization of net retirement plan actuarial loss	843	1,706	2,228
Amortization of net retirement plan prior service cost	163	164	167
Other comprehensive income (loss)	83,684	(152,739)	(23,876)
Subtotal comprehensive income (loss) attributable to noncontrolling interests and Tompkins Financial Corporation	93,313	(67,583)	65,515
Less: Net income attributable to noncontrolling interests	(124)	(126)	(127)
Total comprehensive income (loss) attributable to Tompkins Financial Corporation	\$ 93,189	\$ (67,709)	\$ 65,388

See notes to consolidated financial statements.

TOMPKINS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)	Year ended December 31,		
	2023	2022	2021
OPERATING ACTIVITIES			
Net income attributable to Tompkins Financial Corporation	\$ 9,505	\$ 85,030	\$ 89,264
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for credit loss expense	4,339	2,789	(2,219)
Depreciation and amortization of premises, equipment, and software	11,399	10,684	10,250
Amortization of intangible assets	334	873	1,317
Earnings from corporate owned life insurance	(1,727)	(1,162)	(1,879)
Net amortization on securities	2,434	5,595	11,758
Amortization/accretion related to purchase accounting	(677)	(921)	(912)
Deferred income tax (benefit) expense	(434)	910	1,798
Net loss (gain) on securities transactions	69,973	634	(249)
Penalties on prepayment of FHLB borrowings	0	0	2,929
Net gain on sale of loans originated for sale	(96)	(155)	(943)
Proceeds from sale of loans originated for sale	4,591	9,018	32,460
Loans originated for sale	(5,097)	(8,658)	(27,354)
Loss on redemption of trust preferred debentures	0	0	1,845
Net gain on sale of bank premises and equipment	(55)	(105)	(21)
Net excess tax (expense) benefit from stock based compensation	(229)	365	609
Stock-based compensation expense	4,100	4,343	5,145
(Increase) decrease in accrued interest receivable	(1,242)	(2,268)	9,428
Increase (decrease) in accrued interest payable	2,054	519	(826)
Other, net	(10,169)	(4,151)	(11,223)
Net Cash Provided by Operating Activities	89,003	103,340	121,177
INVESTING ACTIVITIES			
Proceeds from maturities, calls and principal paydowns of available-for-sale debt securities	161,835	208,655	453,735
Proceeds from sales of available-for-sale debt securities	440,488	160,638	142,679
Purchases of available-for-sale debt securities	(391,488)	(154,820)	(1,071,810)
Purchases of held-to-maturity debt securities	0	(28,320)	(283,992)
Proceeds from sale of VISA Class B shares	0	11,407	0
Net (increase) decrease in loans	(337,047)	(193,010)	175,162
Proceeds from sale/redemptions of Federal Home Loan Bank stock	116,198	81,402	9,182
Purchases of Federal Home Loan Bank and other stock	(132,197)	(88,126)	(3,796)
Proceeds from sale of bank premises and equipment	146	223	95
Purchases of bank premises, equipment and software	(6,762)	(8,168)	(4,741)
Redemption of corporate owned life insurance	1,872	2,106	169
Other, net	654	(431)	23
Net Cash Used in Investing Activities	(146,301)	(8,444)	(583,294)
FINANCING ACTIVITIES			
Net (decrease) increase in demand, money market, and savings deposits	(569,050)	(180,877)	460,243
Net increase (decrease) in time deposits	367,070	(7,740)	(106,063)
Net (decrease) increase in Federal funds purchased and securities sold under agreements to repurchase	(5,282)	(10,509)	942
Increase in other borrowings	450,400	435,900	14,000
Repayment of other borrowings	(139,600)	(268,600)	(157,929)
Redemption of trust preferred debentures	0	0	(15,150)
Cash dividends	(34,512)	(33,565)	(32,415)
Repurchase of common stock	(8,726)	(15,430)	(23,773)
Shares issued for dividend reinvestment plan	0	0	2
Shares issued for employee stock ownership plan	0	2,951	0
Net shares issued related to restricted stock awards	(1,173)	(1,758)	(2,292)
Net proceeds from exercise of stock options	(124)	(538)	(803)
Net Cash Provided by (Used in) Financing Activities	59,003	(80,166)	136,762
Net Increase (Decrease) in Cash and Cash Equivalents	1,705	14,730	(325,355)
Cash and cash equivalents at beginning of period	77,837	63,107	388,462
Total Cash and Cash Equivalents at End of Period	\$ 79,542	\$ 77,837	\$ 63,107

TOMPKINS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)

Supplemental Cash Flow Information

<i>(In thousands)</i>	Year ended December 31,		
	2023	2022	2021
Cash paid during the year for - Interest	\$ 86,258	\$ 21,047	\$ 16,920
Cash paid during the year for - Taxes	10,381	23,898	28,630
Transfer of loans to other real estate owned	131	351	46
Right-of-use assets obtained in exchange for new lease liabilities	1,655	2,498	2,280

See notes to consolidated financial statements.

TOMPKINS FINANCIAL CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

<i>(In thousands except share and per share data)</i>	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock	Non- controlling Interests	Total
Balances at December 31, 2020	\$ 1,496	\$ 333,976	\$ 418,413	\$ (32,074)	\$ (5,534)	\$ 1,412	\$ 717,689
Net income attributable to noncontrolling interests and Tompkins Financial Corporation			89,264			127	89,391
Other comprehensive loss				(23,876)			(23,876)
Total Comprehensive Income							65,515
Cash dividends (\$2.19 per share)			(32,415)				(32,415)
Net exercise of stock options (13,498 shares, net)	2	(805)					(803)
Common stock repurchased and returned to unissued status (304,513 shares)	(30)	(23,743)					(23,773)
Stock-based compensation expense		5,145					5,145
Shares issued for employee stock ownership plan (32 shares)	0	2					2
Directors deferred compensation plan (140 shares)		257			(257)		0
Restricted stock activity (23,505 shares)	2	(2,294)					(2,292)
Partial repurchase of noncontrolling interest						(2)	(2)
Dividend to noncontrolling interests						(125)	(125)
Balances at December 31, 2021	\$ 1,470	\$ 312,538	\$ 475,262	\$ (55,950)	\$ (5,791)	\$ 1,412	\$ 728,941
Net income attributable to noncontrolling interests and Tompkins Financial Corporation			85,030			126	85,156
Other comprehensive loss				(152,739)			(152,739)
Total Comprehensive Loss							(67,583)
Cash dividends (\$2.31 per share)			(33,565)				(33,565)
Net exercise of stock options (6,465 shares, net)	1	(539)					(538)
Common stock repurchased and returned to unissued status (197,979 shares)	(20)	(15,410)					(15,430)
Stock-based compensation expense		4,343					4,343
Shares issued for employee stock ownership plan (37,454 shares)	4	2,947					2,951
Directors deferred compensation plan (4,040 shares)		488			(488)		0
Restricted stock activity (12,890 shares)	1	(1,759)					(1,758)
Adjustment to goodwill		155					155
Dividend to noncontrolling interests						(126)	(126)
Balances at December 31, 2022	\$ 1,456	\$ 302,763	\$ 526,727	\$ (208,689)	\$ (6,279)	\$ 1,412	\$ 617,390

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

<i>(In thousands except share and per share data)</i>	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Treasury Stock	Non- controlling Interests	Total
Balances at December 31, 2022	\$ 1,456	\$ 302,763	\$ 526,727	\$ (208,689)	\$ (6,279)	\$ 1,412	\$ 617,390
Net income attributable to noncontrolling interests and Tompkins Financial Corporation			9,505			124	9,629
Other comprehensive income				83,684			83,684
Total Comprehensive Income							93,313
Cash dividends (\$2.40 per share)			(34,657)				(34,657)
Net exercise of stock options (1,996 shares, net)		(124)					(124)
Common stock repurchased and returned to unissued status (150,000 shares)	(15)	(8,711)					(8,726)
Stock-based compensation expense		4,100					4,100
Directors deferred compensation plan (3,348 shares)		331			(331)		0
Restricted stock activity (34,093 shares)	3	(1,176)					(1,173)
Adjustment due to the adoption of ASU 2022-02			(65)				(65)
Dividend to noncontrolling interests						(124)	(124)
Balances at December 31, 2023	\$ 1,444	\$ 297,183	\$ 501,510	\$ (125,005)	\$ (6,610)	\$ 1,412	\$ 669,934

See notes to consolidated financial statements.

Note 1 Summary of Significant Accounting Policies

Basis Of Presentation

Tompkins Financial Corporation ("Tompkins" or "the Company") is a registered Financial Holding Company with the Federal Reserve Board pursuant to the Bank Holding Company Act of 1956, as amended, organized under the laws of New York State. Effective January 1, 2022, the Company combined its four wholly-owned banking subsidiaries into one bank, with the Bank of Castile, Mahopac Bank, and VIST Bank merging with and into Tompkins Trust Company (the "Trust Company") with the Trust Company as the surviving institution. Immediately following the merger, the Trust Company changed its name to Tompkins Community Bank. Tompkins is the parent company of Tompkins Community Bank, and Tompkins Insurance Agencies, Inc. ("Tompkins Insurance"). Tompkins Community Bank provides a full array of trust and investment services under the Tompkins Financial Advisors brand. Unless the context otherwise requires, the term "Company" refers to Tompkins Financial Corporation and its subsidiaries.

The consolidated financial information included herein combines the results of operations, the assets, liabilities, and shareholders' equity (including comprehensive income or loss) of the Company and all entities in which the Company has a controlling financial interest. All significant intercompany balances and transactions are eliminated in consolidation.

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

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

The consolidated financial information included herein combines the results of operations, the assets, liabilities, and shareholders' equity of the Company and its subsidiaries. Amounts in the prior periods' consolidated financial statements are reclassified when necessary to conform to the current periods' presentation.

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

Cash and Cash Equivalents

Cash and cash equivalents in the Consolidated Statements of Cash Flows include cash and noninterest bearing balances due from banks, interest-bearing balances due from banks, Federal funds sold, and money market funds. Management regularly evaluates the credit risk associated with the counterparties to these transactions and believes that the Company is not exposed to any significant credit risk on cash and cash equivalents. Historically, banks have been required to maintain reserve balances by the Federal Reserve Bank. However, due to the COVID-19 pandemic, the Federal Reserve Board reduced reserve requirement ratios to zero percent effective March 26, 2020. The Federal Reserve Board has stated that it has no plans to re-impose reserve requirements, but that it may adjust reserve requirements ratios in the future if conditions warrant. At both December 31, 2023 and December 31, 2022, there were no reserve requirements for the Company's banking subsidiary.

Securities

Management determines the appropriate classification of debt securities at the time of purchase. Securities are classified as held-to-maturity when the Company has the positive intent and ability to hold the securities to maturity. Held-to-maturity debt securities are stated at amortized cost. Debt securities not classified as held-to-maturity debt securities are classified as either available-for-sale or trading. Available-for-sale debt securities are stated at fair value with the unrealized gains and losses, net of tax, excluded from earnings and reported as a separate component of accumulated comprehensive income or loss, in

shareholders' equity. Trading securities are stated at fair value, with unrealized gains or losses included in earnings. Equity securities with a readily determinable fair value are reported at fair value with net unrealized gains and losses recognized in the consolidated statements of income. Certain equity securities that do not have a readily determinable fair value are stated at cost. Shares of stock of the Federal Home Loan Bank of New York, are also carried at cost.

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

Beginning January 1, 2020, for available-for-sale debt securities in an unrealized loss position, at least quarterly, the Company evaluates the securities to determine whether the decline in the fair value below the amortized cost basis (impairment) is due to credit-related factors or noncredit-related factors. Any impairment that is not credit-related is recognized in other comprehensive income (loss), net of applicable taxes. Credit-related impairment is recognized as an allowance for credit losses ("ACL") on the Statements of Condition, limited to the amount by which the amortized cost basis exceeds the fair value, with a corresponding adjustment to earnings. Both the ACL and the adjustment to net income may be reversed if conditions change. However, if the Company intends to sell an impaired available-for-sale debt security or more likely than not will be required to sell such a security before recovering its amortized cost basis, the entire impairment amount must be recognized in earnings with a corresponding adjustment to the security's amortized cost basis. Because the security's amortized cost basis is adjusted to fair value, there is no ACL in this situation. Changes in the allowance for credit losses are recorded as provision (credit) for credit loss expense. Losses are charged against the ACL when management believes the uncollectability of an available-for-sale debt security is confirmed or when either of the criteria regarding intent or requirement to sell is met.

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

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

Loans and Leases

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

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

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

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

In general, the principal balance of a loan is charged off in full or in part when management concludes, based on the available facts and circumstances, that collection of principal in full is not probable. For commercial and commercial real estate loans, this conclusion is generally based upon a review of the borrower's financial condition and cash flow, payment history, economic conditions, and the conditions in the various markets in which the collateral, if any, may be liquidated. In general, consumer loans are charged-off in accordance with regulatory guidelines which provides that such loans be charged-off when the Company becomes aware of the loss, such as from a triggering event that may include new information about a borrower's intent/ability to repay the loan, bankruptcy, fraud or death, among other things, but in no case will the charge-off exceed specified delinquency timeframes. Such delinquency timeframes state that closed-end retail loans (loans with pre-defined maturity dates, such as real estate mortgages, home equity loans and consumer installment loans) that become past due 120 cumulative days and open-end retail loans (loans that roll-over at the end of each term, such as home equity lines of credit) that become past due 180 cumulative days should be classified as a loss and charged-off. For residential real estate loans, charge-off decisions are based upon past due status, current assessment of collateral value, and general market conditions in the areas where the properties are located.

Acquired Loans

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

Prior to January 1, 2020, loans acquired in a business combination that had evidence of deterioration of credit quality since origination and for which it was probable, at acquisition, that the Company would be unable to collect all contractually required payments receivable were considered purchased credit impaired ("PCI") loans. PCI loans were individually evaluated and recorded at fair value at the date of acquisition with no initial valuation allowance based on a discounted cash flow methodology that considered various factors including the type of loan and related collateral, classification status, fixed or variable interest rate, term of loan and whether or not the loan was amortizing, and a discount rate reflecting the Company's assessment of risk inherent in the cash flow estimates. The difference between the undiscounted cash flows expected at acquisition and the investment in the loan, or the "accretable yield," was recognized as interest income on a level-yield method over the life of the loan. Contractually required payments for interest and principal that exceeded the undiscounted cash flows expected at acquisition, or the "non-accretable difference," were not recognized on the Statement of Condition and did not result in any yield adjustments, loss accruals or valuation allowances. Increases in expected cash flows, including prepayments, subsequent to the initial investment were recognized prospectively through adjustment of the yield on the loan over its remaining life. Decreases in expected cash flows were recognized as impairment. Valuation allowances on PCI loans reflected only losses incurred after the acquisition (meaning the present value of all cash flows expected at acquisition that ultimately were not to be received).

Commencing January 1, 2020, in connection with the Company's adoption of ASU 2016-13 *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, and its related amendments, loans acquired in a business combination that have experienced more-than-insignificant deterioration in credit quality since origination are considered purchased credit deteriorated ("PCD") loans. At the acquisition date, an estimate of expected credit losses is made for groups of PCD loans with similar risk characteristics and individual PCD loans without similar risk characteristics. This initial allowance for credit losses is allocated to individual PCD loans and added to the purchase price or acquisition date fair values to establish the initial amortized cost basis of the PCD loans. As the initial allowance for credit losses is added to the purchase price, there is no credit loss expense recognized upon acquisition of a PCD loan. Any difference between the unpaid principal balance of PCD loans and the amortized cost basis is considered to relate to noncredit factors and results in a discount or premium. Discounts and premiums are recognized through interest income on a level-yield method over the life of the loans. All loans considered to be PCI prior to January 1, 2020 were converted to PCD on that date.

The subsequent measurement of expected credit losses for all acquired loans is the same as the subsequent measurement of expected credit losses for originated loans.

Allowance for Credit Losses – Loans

The Company adopted ASU 2016-13 on January 1, 2020 using the modified retrospective approach. The Company recorded a net increase to retained earnings of \$1.7 million, upon adoption. The transition adjustment includes a decrease in the allowance

for credit losses on loans of \$2.5 million, and an increase in the allowance for credit losses on off-balance sheet credit exposures of \$400,000, net of the corresponding decrease in deferred tax assets of \$400,000. The following policies noted are under the current expected credit losses methodology. Under the current expected credit loss model, the ACL on loans is a valuation allowance estimated at the balance sheet date in accordance with GAAP that is deducted from the loans' amortized cost basis to present the net amount expected to be collected on the loans.

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

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

The Company measures expected credit losses of financial assets at the loan level by segment, by pooling loans when the financial assets share similar risk characteristics. Depending on the nature of the pool of financial assets with similar risk characteristics, the Company uses a discounted cash flow ("DCF") method to estimate the expected credit losses. Allowance on loans that do not share risk characteristics are evaluated on an individual basis. The Company assigns a credit risk rating to all commercial and commercial real estate loans. The Company reviews commercial and commercial real estate loans rated Substandard or worse, on nonaccrual, and greater than \$250,000 for loss potential and when deemed appropriate, assigns an allowance based on an individual evaluation.

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

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

Discounted Cash Flow Method

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

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

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

forecast metrics. The model considers a base case forecast and two alternative forecasts and assigns weightings to these three scenarios based on current conditions and expectations for future conditions.

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

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

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

Individually Evaluated Financial Assets

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

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

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

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

Loan Modifications

The Company adopted ASU 2022-02 effective January 1, 2023. This standard eliminated the previous troubled debt restructuring ("TDR") accounting model and replaced it with guidance and disclosure requirements for identifying modifications to loans to borrowers experiencing financial difficulty. Modifications to borrowers experiencing financial difficulty may include interest rate reductions, principal or interest forgiveness, forbearances, term extensions, and other actions intended to minimize economic loss and to avoid foreclosure or repossession of collateral.

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

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

The Company records an allowance for credit losses on off-balance sheet credit exposures, unless the commitments to extend credit are unconditionally cancellable, through a charge to the provision for credit loss expense for off-balance sheet credit

exposures included in other noninterest expense in the Company's Consolidated Statements of Income. The ACL on off-balance sheet credit exposures is estimated by loan segment at each balance sheet date under the current expected credit loss model using similar methodologies as portfolio loans, taking into consideration the likelihood that funding will occur, and is included in other liabilities on the Company's Statements of Condition.

Premises and Equipment

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

Leases

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

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

Bank Owned Life Insurance

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

Other Real Estate Owned

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

Goodwill

Goodwill represents the excess of purchase price over the fair value of assets acquired in a transaction using purchase accounting. Goodwill has an indefinite useful life and is not amortized, but is tested for impairment. Goodwill impairment tests are performed on an annual basis or when events or circumstances dictate. On January 1, 2020, the Company adopted ASU 2017-04, *"Intangibles - Goodwill and Other (Topic 350) - Simplifying the Test for Goodwill Impairment"*, which eliminates the entities requirement to compute the implied fair value. The Company tests goodwill annually as of December 31st. The Company has the option to perform a qualitative assessment of goodwill, which considers company-specific and economic characteristics that might impact its carrying value. If based on this qualitative assessment, it is more likely than not that the fair value of the reporting unit is less than its carrying amount, then a quantitative test (Step 1) is performed, which compares the fair value of the reporting unit to the carrying amount of the reporting unit in order to identify potential impairment. If the estimated fair value of a reporting unit exceeds its carrying amount, the goodwill of the reporting unit is not considered impaired. The implied fair value of goodwill is determined in the same manner as goodwill that is recognized in a business

combination. Significant judgment and estimates are involved in estimating the fair value of the assets and liabilities of the reporting units.

Other Intangible Assets

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

Income Taxes

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

Tax Credit Investments

The Company accounts for its investments in qualified affordable housing projects using the proportional amortization method. Under that method, the Company amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense. As of December 31, 2023 and 2022, the Company's remaining investment in qualified affordable housing projects, net of amortization totaled \$2.3 million and \$2.5 million, respectively.

Securities Sold Under Agreements to Repurchase

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

Treasury Stock

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

Trust and Investment Services

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

Earnings Per Share

Basic earnings per share is calculated by dividing net income available to common shareholders by the weighted average number of shares outstanding during the year, exclusive of shares represented by the unvested portion of restricted stock and restricted stock units. Diluted earnings per share is calculated by dividing net income available to common shareholders by the weighted average number of shares outstanding during the year plus the dilutive effect of the unvested portion of restricted stock and restricted stock units and stock issuable upon conversion of common stock equivalents (primarily stock options) or

certain other contingencies. The Company uses authoritative accounting guidance under ASC Topic 260, *Earnings Per Share*, which provides that unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. The Company has issued stock-based compensation awards that included restricted stock awards that contain such rights and are thus considered participating securities. The Company has also issued restricted stock awards that do not contain non-forfeitable rights to dividends or dividend equivalents.

Segment Reporting

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

Comprehensive Income (Loss)

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

Pension and Other Employee Benefits

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

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

Fair Value Measurements

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

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

Revenue Recognition

In general, for revenue not associated with financial instruments, guarantees and lease contracts, the Company applies the following steps when recognizing revenue from contracts with customers: (i) identify the contract, (ii) identify the performance obligations, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations and (v)

recognize revenue when a performance obligation is satisfied. Our contracts with customers are generally short term in nature, typically due within one year or less or cancellable by us or our customer upon a short notice period. Performance obligations for our customer contracts are generally satisfied at a single point in time, typically when the transaction is complete, or over time. For performance obligations satisfied over time, The Company primarily uses the output method, directly measuring the value of the products/services transferred to the customer, to determine when performance obligations have been satisfied. The Company typically receive payment from customers and recognize revenue concurrent with the satisfaction of our performance obligations. In most cases, this occurs within a single financial reporting period. For payments received in advance of the satisfaction of performance obligations, revenue recognition is deferred until such time as the performance obligations have been satisfied. In cases where we have not received payment despite satisfaction of our performance obligations, we accrue an estimate of the amount due in the period our performance obligations have been satisfied. For contracts with variable components, only amounts for which collection is probable are accrued. The Company generally act in a principal capacity, on our own behalf, in most of our contracts with customers. In such transactions, The Company recognizes revenue and the related costs to provide our services on a gross basis in our financial statements. In some cases, The Company acts in an agent capacity, deriving revenue through assisting other entities in transactions with our customers. In such transactions, The Company recognizes revenue and the related costs to provide our services on a net basis in our financial statements. These transactions recognized on a net basis primarily relate to insurance and brokerage commissions and fees derived from our customers' use of various interchange and ATM/debit card networks. Refer to Note 14 "Revenue Recognition" for additional disclosures.

Note 2 Securities

Available-for-Sale Debt Securities

The following tables summarize available-for-sale debt securities held by the Company at December 31, 2023 and 2022:

December 31, 2023					Available-for-Sale Debt Securities				
					Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	
<i>(In thousands)</i>									
U.S. Treasuries					\$ 114,418	\$ 495	\$ 5,009	\$ 109,904	
Obligations of U.S. Government sponsored entities					472,286	6,449	22,277	456,458	
Obligations of U.S. states and political subdivisions					89,999	2	8,077	81,924	
Mortgage-backed securities – residential, issued by									
U.S. Government agencies					49,976	8	4,744	45,240	
U.S. Government sponsored entities					819,303	2,422	100,895	720,830	
U.S. corporate debt securities					2,500	0	206	2,294	
Total available-for-sale debt securities					\$ 1,548,482	\$ 9,376	\$ 141,208	\$ 1,416,650	

December 31, 2022					Available-for-Sale Debt Securities				
					Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	
<i>(In thousands)</i>									
U.S. Treasuries					\$ 190,170	\$ 0	\$ 22,919	\$ 167,251	
Obligations of U.S. Government sponsored entities					681,192	0	80,025	601,167	
Obligations of U.S. states and political subdivisions					93,599	8	8,326	85,281	
Mortgage-backed securities – residential, issued by									
U.S. Government agencies					58,727	12	6,071	52,668	
U.S. Government sponsored entities					805,603	0	119,381	686,222	
U.S. corporate debt securities					2,500	0	122	2,378	
Total available-for-sale debt securities					\$ 1,831,791	\$ 20	\$ 236,844	\$ 1,594,967	

Held-to-Maturity Debt Securities

The following tables summarize held-to-maturity debt securities held by the Company at December 31, 2023 and 2022:

December 31, 2023		Held-to-Maturity Debt Securities			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	
<i>(In thousands)</i>					
U.S. Treasuries	\$ 86,266	\$ 0	\$ 11,051	\$ 75,215	
Obligations of U.S. Government sponsored entities	226,135	0	33,895	192,240	
Total held-to-maturity debt securities	\$ 312,401	\$ 0	\$ 44,946	\$ 267,455	

December 31, 2022		Held-to-Maturity Debt Securities			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	
<i>(In thousands)</i>					
U.S. Treasuries	\$ 86,478	\$ 0	\$ 12,937	\$ 73,541	
Obligations of U.S. Government sponsored entities	225,866	0	37,715	188,151	
Total held-to-maturity debt securities	\$ 312,344	\$ 0	\$ 50,652	\$ 261,692	

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

<i>(In thousands)</i>	Year ended December 31,		
	2023	2022	2021
Proceeds from sales	\$ 440,488	\$ 160,638	\$ 142,679
Gross realized gains	0	0	1,126
Gross realized losses	(69,983)	(11,916)	(851)
Net (loss) gain on sales of available-for-sale debt securities	\$ (69,983)	\$ (11,916)	\$ 275

The Company's available-for-sale and held-to-maturity debt securities portfolios includes callable securities that may be called prior to maturity. The Company recognized \$0 gains on called securities for the years ending December 31, 2023, 2022 and 2021. The Company also recognized net gains of \$10,000 and net losses of \$125,000 and \$26,000 on equity securities for the years ended December 31, 2023, December 31, 2022 and December 31, 2021, respectively, reflecting the change in fair value.

In the fourth quarter of 2022, the Company sold its VISA Class B common shares for \$11.4 million. The shares had no carrying value on the Company's consolidated statement of condition, and the Company had no historical cost basis in the shares, thus the \$11.4 million was realized as a pre-tax gain. The Company received the shares as part of its membership interest in VISA in March 2008.

The following table summarizes available-for-sale debt securities that had unrealized losses at December 31, 2023:

December 31, 2023	Available-for-Sale Debt Securities					
	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<i>(In thousands)</i>						
U.S. Treasuries	\$ 0	\$ 0	\$ 65,663	\$ 5,009	\$ 65,663	\$ 5,009
Obligations of U.S. Government sponsored entities	14,453	110	220,913	22,167	235,366	22,277
Obligations of U.S. states and political subdivisions	10,572	106	69,601	7,971	80,173	8,077
Mortgage-backed securities – residential, issued by						
U.S. Government agencies	1,145	4	43,764	4,740	44,909	4,744
U.S. Government sponsored entities	5,659	66	609,456	100,829	615,115	100,895
U.S. corporate debt securities	0	0	2,294	206	2,294	206
Total available-for-sale debt securities	\$ 31,829	\$ 286	\$ 1,011,691	\$ 140,922	\$ 1,043,520	\$ 141,208

The following table summarizes held-to-maturity debt securities that had unrealized losses at December 31, 2023:

December 31, 2023	Held-to-Maturity Debt Securities					
	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<i>(In thousands)</i>						
U.S. Treasuries	\$ 0	\$ 0	\$ 75,215	\$ 11,051	\$ 75,215	\$ 11,051
Obligations of U.S. Government sponsored entities	0	0	192,240	33,895	192,240	33,895
Total held-to-maturity debt securities	\$ 0	\$ 0	\$ 267,455	\$ 44,946	\$ 267,455	\$ 44,946

Within the available-for-sale and held-to-maturity portfolios, the total number of securities in an unrealized loss position were 572 and 635 at December 31, 2023 and 2022, respectively.

The following table summarizes available-for-sale debt securities that had unrealized losses at December 31, 2022:

December 31, 2022	Available-for-Sale Debt Securities					
	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<i>(In thousands)</i>						
U.S. Treasuries	\$ 28,602	\$ 2,132	\$ 138,649	\$ 20,787	\$ 167,251	\$ 22,919
Obligations of U.S. Government sponsored entities	143,794	7,508	457,373	72,517	601,167	80,025
Obligations of U.S. states and political subdivisions	46,638	2,385	33,435	5,941	80,073	8,326
Mortgage-backed securities – residential, issued by						
U.S. Government agencies	22,945	1,258	29,356	4,813	52,301	6,071
U.S. Government sponsored entities	186,690	16,869	499,532	102,512	686,222	119,381
U.S. corporate debt securities	0	0	2,378	122	2,378	122
Total available-for-sale debt securities	\$ 428,669	\$ 30,152	\$ 1,160,723	\$ 206,692	\$ 1,589,392	\$ 236,844

The following table summarizes held-to-maturity debt securities that had unrealized losses at December 31, 2022:

December 31, 2022	Held-to-Maturity Debt Securities					
	Less than 12 Months		12 Months or Longer		Total	
(In thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasuries	\$ 0	\$ 0	\$ 73,542	\$ 12,937	\$ 73,542	\$ 12,937
Obligations of U.S. Government sponsored entities	24,543	3,903	163,607	33,812	188,150	37,715
Total held-to-maturity debt securities	\$ 24,543	\$ 3,903	\$ 237,149	\$ 46,749	\$ 261,692	\$ 50,652

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

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

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

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

Management measures expected credit losses on held-to-maturity debt securities on a collective basis by major security type with each type sharing similar risk characteristics and considers historical credit loss information that is adjusted for current conditions and reasonable and supportable forecasts. Management has made the accounting policy election to exclude accrued interest receivable on held-to-maturity debt securities from the estimate of credit losses. As of December 31, 2023, the held-to-maturity portfolio consisted of U.S. Treasury securities and securities issued by U.S. government-sponsored enterprises, including The Federal National Mortgage Agency and the Federal Farm Credit Banks Funding Corporation. U.S. Treasury securities are backed by the full faith and credit of and/or guaranteed by the U.S. government, and it is expected that the securities will not be settled at prices less than the amortized cost bases of the securities. Securities issued by U.S. government agencies or U.S. government-sponsored enterprises carry the explicit and/or implicit guarantee of the U.S. government, are widely recognized as "risk-free," and have a long history of zero credit loss. As such, the Company did not record an allowance for credit losses for these securities as of December 31, 2023.

The total gross unrealized losses, shown in the tables above, were primarily attributable to changes in interest rates and levels of market liquidity, relative to when the investment securities were purchased, and not due to the credit-related quality of the investment securities. The Company does not have the intent to sell these securities and does not believe it is more likely than not that the Company will be required to sell these securities before a recovery of amortized cost. The gross unrealized losses reported for available-for-sale residential mortgage-backed securities relate to investment securities issued by U.S. government sponsored entities such as Federal National Mortgage Association, FHLMC and U.S. government agencies such as Government National Mortgage Association. The gross unrealized losses for held-to-maturity debt securities are on US Treasuries and securities issued by U.S. government-sponsored enterprises, including The Federal National Mortgage Agency and the Federal Farm Credit Banks Funding Corporation.

The Company did not recognize any net credit impairment charge to earnings on investment securities in 2023, 2022, or 2021.

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

December 31, 2023

<i>(In thousands)</i>	Amortized Cost	Fair Value
Available-for-sale debt securities:		
Due in one year or less	\$ 99,242	\$ 98,650
Due after one year through five years	307,093	296,279
Due after five years through ten years	245,617	233,569
Due after ten years	27,251	22,082
Total	679,203	650,580
Mortgage-backed securities	869,279	766,070
Total available-for-sale debt securities	\$ 1,548,482	\$ 1,416,650

December 31, 2022

<i>(In thousands)</i>	Amortized Cost	Fair Value
Available-for-sale debt securities:		
Due in one year or less	\$ 50,922	\$ 50,269
Due after one year through five years	508,880	459,721
Due after five years through ten years	367,743	314,408
Due after ten years	39,916	31,679
Total	967,461	856,077
Mortgage-backed securities	864,330	738,890
Total available-for-sale debt securities	\$ 1,831,791	\$ 1,594,967

December 31, 2023

<i>(In thousands)</i>	Amortized Cost	Fair Value
Held-to-maturity debt securities:		
Due after five years through ten years	\$ 312,401	\$ 267,455
Total held-to-maturity debt securities	\$ 312,401	\$ 267,455

December 31, 2022

<i>(In thousands)</i>	Amortized Cost	Fair Value
Held-to-maturity debt securities:		
Due after five years through ten years	\$ 312,344	\$ 261,692
Total held-to-maturity debt securities	\$ 312,344	\$ 261,692

Trading Securities

The Company had no securities designated as trading during 2023 or 2022.

Pledged Securities

The Company pledges securities as collateral for public deposits and other borrowings, and sells securities under agreements to repurchase. See "Note 8 - Federal Funds Purchased and Securities Sold Under Agreements to Repurchase" for further

discussion. Securities carried of \$1.0 billion and \$1.8 billion, at December 31, 2023 and 2022, respectively, were either pledged or sold under agreements to repurchase.

Concentrations of Securities

Except for U.S. government securities, there were no holdings, when taken in the aggregate, of any single issuer that exceeded 10% of shareholders' equity at December 31, 2023.

Equity Securities

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

Investment in Small Business Investment Companies

The Company has equity investments in small business investment companies ("SBIC") established for the purpose of providing financing to small businesses in market areas served by the Company. These investments totaled \$0.5 million and \$1.5 million at December 31, 2023 and 2022, respectfully, and were included in other assets on the Company's Consolidated Statements of Condition. These investments are accounted for either under the cost method or the equity method of accounting. As of December 31, 2023, the Company reviewed these investments and determined that there was no impairment.

Federal Home Loan Bank Stock

The Company also holds non-marketable Federal Home Loan Bank New York ("FHLB NY") stock and non-marketable Atlantic Community Bankers Bank ("ACBB") stock, all of which are required to be held for regulatory purposes and for borrowing availability. The required investment in FHLB stock is tied to the Company's borrowing levels with the FHLB. Holdings of FHLB NY stock and ACBB stock totaled \$33.6 million, and \$95,000 at December 31, 2023, respectively. These securities are carried at par, which is also cost. The FHLB NY continues to pay dividends and repurchase stock. As such, the Company has not recognized any impairment on its holdings of FHLB NY.

Note 3 Loans and Leases

Loans and Leases at December 31, 2023 and December 31, 2022 were as follows:

<i>(In thousands)</i>	Year ended December 31,	
	2023	2022
Commercial and industrial		
Agriculture	\$ 101,211	\$ 85,073
Commercial and industrial other	721,890	705,700
PPP loans	404	756
Subtotal commercial and industrial	823,505	791,529
Commercial real estate		
Construction	303,406	201,116
Agriculture	221,670	214,963
Commercial real estate other	2,587,591	2,437,339
Subtotal commercial real estate	3,112,667	2,853,418
Residential real estate		
Home equity	188,316	188,623
Mortgages	1,373,275	1,346,318
Subtotal residential real estate	1,561,591	1,534,941
Consumer and other		
Indirect	841	2,224
Consumer and other	96,942	75,412
Subtotal consumer and other	97,783	77,636
Leases	15,383	16,134
Total loans and leases	\$ 5,610,929	\$ 5,273,658
Less: unearned income and deferred costs and fees	(4,994)	(4,747)
Total loans and leases, net of unearned income and deferred costs and fees	\$ 5,605,935	\$ 5,268,911

The Company has adopted comprehensive lending policies, underwriting standards and loan review procedures. There were no significant changes to the Company's existing lending policies, underwriting standards or loan review procedures during 2023. The Company's Board of Directors approves the lending policies at least annually. The Company recognizes that exceptions to policy guidelines may occasionally occur and has established procedures for approving exceptions to these policy guidelines. Management has also implemented reporting systems to monitor loan originations, loan quality, concentrations of credit, loan delinquencies and nonperforming loans and potential problem loans.

Residential real estate loans

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

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

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

During 2023, 2022, and 2021, the Company sold residential mortgage loans totaling \$4.5 million, \$8.9 million, and \$31.5 million, respectively, and realized net gains on these sales of \$96,000, \$155,000, and \$943,000, respectively. These residential real estate loans are generally sold without recourse in accordance with standard secondary market loan sale agreements. When residential mortgage loans are sold to FHLMC or SONYMA, the Company typically retains all servicing rights, which provides the Company with a source of fee income. In connection with the sales in 2023, 2022, and 2021, the Company recorded mortgage-servicing assets of \$34,000, \$66,000, and \$236,000, respectively. The loans sold to FHLMC and SONYMA were originated with the intent to sell.

Amortization of mortgage servicing assets amounted to \$81,000 in 2023, \$128,000 in 2022, and \$182,000 in 2021. At December 31, 2023 and 2022, the Company serviced residential mortgage loans aggregating \$130.4 million and \$137.5 million, including loans securitized and held as available-for-sale debt securities. Mortgage servicing rights, at an amortized cost basis, totaled \$927,000 at December 31, 2023 and \$1.0 million at December 31, 2022. These mortgage servicing rights were evaluated for impairment at year-end 2023 and 2022 and no impairment was recognized. Loans held for sale, which are included in residential real estate, totaled \$602,000 and \$0 at December 31, 2023 and 2022, respectively.

As members of the FHLB, the Company's subsidiary bank may use unencumbered mortgage related assets to secure borrowings from the FHLB. At December 31, 2023 and 2022, the Company had \$125.0 million and \$50.0 million, respectively, of term advances from the FHLB that were secured by residential mortgage loans.

Commercial and industrial loans

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

Commercial real estate

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

Agriculture loans

Agriculturally-related loans include loans to dairy farms, cash and vegetable crop farms and a variety of other livestock and crop producers. Agriculturally-related loans are primarily made based on identified cash flows of the borrower with consideration given to underlying collateral, personal guarantees, and government related guarantees. Agriculturally-related loans are generally secured by the assets or property being financed or other business assets such as accounts receivable, livestock, equipment, or commodities/crops. The Company's policy establishes a maximum LTV based on the type of property and debt service coverage ratio limits that require a borrower's cash flow to be sufficient to cover principal and interest payments on all new and existing debt, with limited adjustments to consider commodity market cycles. The policy also establishes maximum LTV ratios for non-real estate collateral, such as livestock, commodities/crops, equipment and accounts receivable. Agriculturally-related loans may be fixed or variable rate with interest tied to Prime Rate, FHLBNY borrowing rates, SOFR, or U.S. Treasury indices.

Consumer and other loans

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

Leases

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

Loan and Lease Customers

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

Loans to Related Parties

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

Nonaccrual Loans and Leases

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

making such a determination. For residential and consumer loans, management uses specific regulatory guidance and thresholds for determining charge-offs.

The below table is an aging analysis of past due loans, segregated by class of loans as of December 31, 2023 and 2022:

December 31, 2023

<i>(In thousands)</i>	30-59 Days	60-89 Days	90 Days or More	Total Past Due	Current Loans	Total Loans
Loans and Leases						
Commercial and industrial						
Agriculture	\$ 0	\$ 0	\$ 0	\$ 0	101,211	101,211
Commercial and industrial other	389	887	2,124	3,400	718,490	721,890
PPP loans	0	0	0	0	404	404
Subtotal commercial and industrial	389	887	2,124	3,400	820,105	823,505
Commercial real estate						
Construction	0	0	0	0	303,406	303,406
Agriculture	61	0	0	61	221,609	221,670
Commercial real estate other	290	0	25,056	25,346	2,562,245	2,587,591
Subtotal commercial real estate	351	0	25,056	25,407	3,087,260	3,112,667
Residential real estate						
Home equity	466	211	1,968	2,645	185,671	188,316
Mortgages	1,353	111	6,916	8,380	1,364,895	1,373,275
Subtotal residential real estate	1,819	322	8,884	11,025	1,550,566	1,561,591
Consumer and other						
Indirect	7	11	11	29	812	841
Consumer and other	302	122	270	694	96,248	96,942
Subtotal consumer and other	309	133	281	723	97,060	97,783
Leases	0	0	0	0	15,383	15,383
Total loans and leases	\$ 2,868	\$ 1,342	\$ 36,345	\$ 40,555	\$ 5,570,374	\$ 5,610,929
Less: unearned income and deferred costs and fees	0	0	0	0	(4,994)	(4,994)
Total loans and leases, net of unearned income and deferred costs and fees	\$ 2,868	\$ 1,342	\$ 36,345	\$ 40,555	\$ 5,565,380	\$ 5,605,935

December 31, 2022
(In thousands)

	30-59 Days	60-89 Days	90 Days or More	Total Past Due	Current Loans	Total Loans
Loans and Leases						
Commercial and industrial						
Agriculture	\$ 58	\$ 0	\$ 0	\$ 58	\$ 85,015	\$ 85,073
Commercial and industrial other	50	381	82	513	705,187	705,700
PPP loans	0	0	0	0	756	756
Subtotal commercial and industrial	108	381	82	571	790,958	791,529
Commercial real estate						
Construction	0	0	0	0	201,116	201,116
Agriculture	128	0	0	128	214,835	214,963
Commercial real estate other	0	0	11,449	11,449	2,425,890	2,437,339
Subtotal commercial real estate	128	0	11,449	11,577	2,841,841	2,853,418
Residential real estate						
Home equity	435	204	1,628	2,267	186,356	188,623
Mortgages	1,748	0	6,802	8,550	1,337,768	1,346,318
Subtotal residential real estate	2,183	204	8,430	10,817	1,524,124	1,534,941
Consumer and other						
Indirect	66	31	53	150	2,074	2,224
Consumer and other	52	19	112	183	75,229	75,412
Subtotal consumer and other	118	50	165	333	77,303	77,636
Leases	0	0	0	0	16,134	16,134
Total loans and leases	\$ 2,537	\$ 635	\$ 20,126	\$ 23,298	\$ 5,250,360	\$ 5,273,658
Less: unearned income and deferred costs and fees	0	0	0	0	(4,747)	(4,747)
Total loans and leases, net of unearned income and deferred costs and fees	\$ 2,537	\$ 635	\$ 20,126	\$ 23,298	\$ 5,245,613	\$ 5,268,911

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

December 31, 2023

<i>(In thousands)</i>	Nonaccrual Loans and Leases with no ACL	Nonaccrual Loans and Leases	Loans and Leases Past Due Over 89 Days and Accruing
Loans and Leases			
Commercial and industrial			
Agriculture	\$ 0	\$ 20	\$ 0
Commercial and industrial other	0	2,253	0
Subtotal commercial and industrial	0	2,273	0
Commercial real estate			
Agriculture	0	170	0
Commercial real estate other	42,038	44,280	0
Subtotal commercial real estate	42,038	44,450	0
Residential real estate			
Home equity	0	3,230	0
Mortgages	0	11,942	0
Subtotal residential real estate	0	15,172	0
Consumer and other			
Indirect	0	40	0
Consumer and other	0	230	101
Subtotal consumer and other	0	270	101
Total loans and leases	\$ 42,038	\$ 62,165	\$ 101

December 31, 2022

<i>(In thousands)</i>	Nonaccrual Loans and Leases with no ACL	Nonaccrual Loans and Leases	Loans and Leases Past Due Over 89 Days and Accruing
Loans and Leases			
Commercial and industrial			
Commercial and industrial other	\$ 411	\$ 618	\$ 25
Subtotal commercial and industrial	411	618	25
Commercial real estate			
Agriculture	186	186	0
Commercial real estate other	13,101	13,672	0
Subtotal commercial real estate	13,287	13,858	0
Residential real estate			
Home equity	318	2,391	0
Mortgages	1,177	11,153	0
Subtotal residential real estate	1,495	13,544	0
Consumer and other			
Indirect	0	94	0
Consumer and other	0	175	0
Subtotal consumer and other	0	269	0
Total loans and leases	\$ 15,193	\$ 28,289	\$ 25

The difference between the interest income that would have been recorded if nonaccrual loans and leases had paid in accordance with their original terms and the interest income that was recorded, was \$2.2 million for the year ended December 31, 2023, \$1.4 million for year ended December 31, 2022, and \$1.5 million for year ended December 31, 2021. The Company had no material commitments to make additional advances to borrowers with nonperforming loans.

Note 4 Allowance for Credit Losses

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

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

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

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

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

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

The Company adopted ASU 2016-13 as of January 1, 2020 using the prospective transition approach for financial assets purchased with credit deterioration ("PCD") that were previously classified as purchased credit impaired ("PCI") and accounted for under ASC 310-30. In accordance with the standard, the Company did not reassess whether PCI assets met the criteria of PCD assets as of the date of adoption.

Since the methodology is based upon historical experience and trends, current conditions, and reasonable and supportable forecasts, as well as management's judgment, factors may arise that result in different estimates. While management's evaluation of the allowance as of December 31, 2023 considers the allowance to be appropriate, under adversely different conditions or assumptions, the Company would need to increase or decrease the allowance. In addition, various federal and State regulatory agencies, as part of their examination process, review the Company's allowance and may require the Company to recognize additions to the allowance based on their judgements and information available to them at the time of their examinations.

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

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

for off-balance sheet loan commitments is represented by the contractual amount of those instruments. Such financial instruments are recorded when they are funded. The Company records an allowance for credit losses on off-balance sheet credit exposures, unless the commitments to extend credit are unconditionally cancellable, through a charge to credit loss expense for off-balance sheet credit exposures included in provision expense in the Company's consolidated statements of income.

Changes in the allowance for credit losses for the years ended December 31, 2023, 2022 and 2021 are summarized as follows:

Allowance for Credit Losses - Loans and Leases

<i>(In thousands)</i>	2023	2022	2021
Total allowance at beginning of year	\$ 45,934	\$ 42,843	\$ 51,669
Impact of adopting ASU 2022-02	64	0	0
Provision (credit) for credit loss expense	4,865	2,499	(2,805)
Recoveries on loans and leases	1,820	1,798	1,725
Charge-offs on loans and leases	(1,099)	(1,206)	(7,746)
Total allowance at end of year	\$ 51,584	\$ 45,934	\$ 42,843

Allowance for Credit Losses - Off-Balance Sheet Credit Exposures

<i>(In thousands)</i>	2023	2022	2021
Liabilities for off-balance sheet credit exposures at beginning of period	\$ 2,796	\$ 2,506	\$ 1,920
(Credit) provision for credit loss expense related to off-balance sheet credit exposures	(526)	290	586
Liabilities for off-balance sheet credit exposures at end of period	\$ 2,270	\$ 2,796	\$ 2,506

The following tables detail activity in the allowance for credit losses for loans for the years ended December 31, 2023 and 2022. The allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

December 31, 2023

<i>(In thousands)</i>	Commercial & Industrial	Commercial Real Estate	Residential Real Estate	Consumer and Other	Finance Leases	Total
Allowance for credit losses:						
Beginning balance	\$ 6,039	\$ 27,287	\$ 11,154	\$ 1,358	\$ 96	\$ 45,934
Impact of adopting ASU 2016-13	2	16	46	0	0	64
Charge-offs	(34)	0	(20)	(1,045)	0	(1,099)
Recoveries	87	1,292	186	255	0	1,820
Provision (credit) for credit loss expense	573	2,986	334	989	(17)	4,865
Ending Balance	\$ 6,667	\$ 31,581	\$ 11,700	\$ 1,557	\$ 79	\$ 51,584

December 31, 2022

<i>(In thousands)</i>	Commercial & Industrial	Commercial Real Estate	Residential Real Estate	Consumer and Other	Finance Leases	Total
Allowance for credit losses:						
Beginning balance	\$ 6,335	\$ 24,813	\$ 10,139	\$ 1,492	\$ 64	\$ 42,843
Charge-offs	(559)	(50)	(53)	(544)	0	(1,206)
Recoveries	195	951	346	306	0	1,798
Provision for credit loss expense	68	1,573	722	104	32	2,499
Ending Balance	\$ 6,039	\$ 27,287	\$ 11,154	\$ 1,358	\$ 96	\$ 45,934

The following tables presents the amortized cost basis of collateral dependent loans, which are individually evaluated to determine expected credit losses, and the related allowance for credit losses allocated to these loans as of December 31, 2023 and 2022:

December 31, 2023

<i>(In thousands)</i>	Real Estate	Business Assets	Other	Total	ACL Allocation
Commercial and Industrial	\$ 2,035	\$ 0	\$ 0	\$ 2,035	\$ 0
Commercial Real Estate	42,333	0	0	42,333	1,082
Total Loans and Leases	\$ 44,368	\$ 0	\$ 0	\$ 44,368	\$ 1,082

December 31, 2022

<i>(In thousands)</i>	Real Estate	Business Assets	Other	Total	ACL Allocation
Commercial and Industrial	\$ 642	\$ 28	\$ 0	\$ 670	\$ 0
Commercial Real Estate	13,209	0	78	13,287	0
Commercial Real Estate - Agriculture	1,515	0	0	1,515	0
Residential Real Estate	188	0	0	188	3
Total Loans and Leases	\$ 15,554	\$ 28	\$ 78	\$ 15,660	\$ 3

Loan Modifications to Borrowers Experiencing Financial Difficulty

The Company adopted ASU 2022-02 effective January 1, 2023. This standard eliminated the previous trouble debt restructuring accounting model and replaced it with guidance and disclosure requirements for identifying modifications to loans to borrowers experiencing financial difficulty. Modifications to borrowers experiencing financial difficulty may include interest rate reductions, principal or interest forgiveness, forbearances, term extensions, and other actions intended to minimize economic loss and to avoid foreclosure or repossession of collateral.

The following table shows the amortized cost basis at the year ended December 31, 2023 of the loans modified to borrowers experiencing financial difficulty, disaggregated by class of financing receivable and type of concession granted:

<i>(In thousands)</i>	Term Extension	Interest Rate Reduction	Payment Delay and Term Extension	Term Extension and Interest Rate Reduction	Payment Delay	Total	% of Total Class of Loans and Leases
Commercial Real Estate							
Commercial Real Estate Other	\$ 0	\$ 3,114	\$ 0	\$ 0	\$ 0	\$ 3,114	0.12 %
Total Commercial Real Estate	0	3,114	0	0	0	3,114	0.10 %
Residential							
Mortgages	0	0	0	0	402	402	0.03 %
Total Residential	0	0	0	0	402	402	0.03 %
Consumer							
Consumer and Other	21	0	0	0	0	21	0.02 %
Total Consumer	21	0	0	0	0	21	0.02 %
Total Loans and Leases	\$ 21	\$ 3,114	\$ 0	\$ 0	\$ 402	\$ 3,537	0.06 %

There were no loan modifications made to borrowers experiencing financial difficulty that defaulted during the year ended December 31, 2023.

The following table shows the aging analysis of loan modifications made to borrowers experiencing financial difficulty as of December 31, 2023:

December 31, 2023

(In thousands)	Payment Status (Amorized Cost Basis)						Total
	Current	30-59 Days Past Due	60-89 Days Past Due	90+ Days Past Due	Non-Accrual		
Commercial Real Estate							
Commercial real estate other	\$ 3,114	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	3,114
Total Commercial Real Estate	3,114	0	0	0	0	0	3,114
Residential Real Estate							
Mortgages	158	0	0	0	244		402
Total Residential Real Estate	158	0	0	0	244		402
Consumer and Other							
Consumer and other	0	0	0	0	21		21
Total Consumer and Other	0	0	0	0	21		21
Total	\$ 3,272	\$ 0	\$ 0	\$ 0	\$ 265	\$	3,537

The following tables present loans by class modified in 2022 as troubled debt restructurings. Post-modification balances reflect paydowns and charge-offs at time of modification.

December 31, 2022

(In thousands)	Year Ended				Defaulted TDRs ²	
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Loans	Post-Modification Outstanding Recorded Investment	
Residential real estate						
Mortgages ¹	7	\$ 714	\$ 714	1	\$ 87	
Total	7	\$ 714	\$ 714	1	\$ 87	

¹Represents the following concessions: extension of term and reduction of rate.

²TDRs that defaulted during the 12 months ended December 31, 2022, that had been restructured in the prior twelve months.

The following table presents credit quality indicators by total loans on an amortized cost basis by origination year, and current year gross writeoffs as of December 31, 2023:

December 31, 2023

<i>(In thousands)</i>	2023	2022	2021	2020	2019	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total Loans
Commercial and Industrial - Other:									
Internal risk grade:									
Pass	\$ 130,993	\$ 92,335	\$ 68,030	\$ 28,237	\$ 33,618	\$ 141,758	\$ 212,349	\$ 5,063	\$ 712,383
Special Mention	915	196	222	242	79	1,287	682	0	3,623
Substandard	0	46	78	329	18	2,833	2,580	0	5,884
Total Commercial and Industrial - Other	\$ 131,908	\$ 92,577	\$ 68,330	\$ 28,808	\$ 33,715	\$ 145,878	\$ 215,611	\$ 5,063	\$ 721,890
Current-period gross writeoffs	\$ 6	\$ 0	\$ 0	\$ 0	\$ 0	\$ 29	\$ 0	\$ 0	\$ 35
Commercial and Industrial - PPP:									
Pass	\$ 0	\$ 0	\$ 264	\$ 140	\$ 0	\$ 0	\$ 0	\$ 0	\$ 404
Special Mention	0	0	0	0	0	0	0	0	0
Substandard	0	0	0	0	0	0	0	0	0
Total Commercial and Industrial - PPP	\$ 0	\$ 0	\$ 264	\$ 140	\$ 0	\$ 0	\$ 0	\$ 0	\$ 404
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Commercial and Industrial - Agriculture:									
Pass	\$ 24,924	\$ 11,935	\$ 3,341	\$ 3,114	\$ 3,268	\$ 16,759	\$ 36,728	\$ 1,030	\$ 101,099
Special Mention	0	0	47	0	0	0	0	0	47
Substandard	0	0	0	56	0	8	1	0	65
Total Commercial and Industrial - Agriculture	\$ 24,924	\$ 11,935	\$ 3,388	\$ 3,170	\$ 3,268	\$ 16,767	\$ 36,729	\$ 1,030	\$ 101,211
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Commercial Real Estate									
Pass	\$ 246,016	\$ 317,583	\$ 365,975	\$ 292,960	\$ 272,722	\$ 921,201	\$ 34,346	\$ 24,949	\$ 2,475,752
Special Mention	0	632	0	17,133	11,422	16,100	0	0	45,287
Substandard	0	15,300	2,128	0	2,059	45,709	1,356	0	66,552
Total Commercial Real Estate	\$ 246,016	\$ 333,515	\$ 368,103	\$ 310,093	\$ 286,203	\$ 983,010	\$ 35,702	\$ 24,949	\$ 2,587,591
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Commercial Real Estate - Agriculture:									
Pass	\$ 14,668	\$ 37,256	\$ 22,813	\$ 21,001	\$ 23,794	\$ 93,890	\$ 257	\$ 6,364	\$ 220,043
Special Mention	0	0	0	0	378	1,033	0	0	1,411
Substandard	0	0	0	0	170	46	0	0	216
Total Commercial Real Estate - Agriculture	\$ 14,668	\$ 37,256	\$ 22,813	\$ 21,001	\$ 24,342	\$ 94,969	\$ 257	\$ 6,364	\$ 221,670
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0

<i>(In thousands)</i>	2023	2022	2021	2020	2019	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total Loans
Commercial Real Estate - Construction									
Pass	\$ 9,265	\$ 2,793	\$ 8,068	\$ 2,501	\$ 357	\$ 596	\$ 274,224	\$ 5,602	\$ 303,406
Special Mention	0	0	0	0	0	0	0	0	0
Substandard	0	0	0	0	0	0	0	0	0
Total Commercial Real Estate - Construction	\$ 9,265	\$ 2,793	\$ 8,068	\$ 2,501	\$ 357	\$ 596	\$ 274,224	\$ 5,602	\$ 303,406
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Residential - Home Equity									
Performing	\$ 2,378	\$ 2,237	\$ 890	\$ 529	\$ 832	\$ 8,178	\$ 164,205	\$ 5,837	\$ 185,086
Nonperforming	0	0	0	0	0	337	2,893	0	3,230
Total Residential - Home Equity	\$ 2,378	\$ 2,237	\$ 890	\$ 529	\$ 832	\$ 8,515	\$ 167,098	\$ 5,837	\$ 188,316
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 20	\$ 0	\$ 0	\$ 20
Residential - Mortgages									
Performing	\$ 131,004	\$ 186,401	\$ 256,127	\$ 221,945	\$ 109,594	\$ 456,167	\$ 0	\$ 0	\$ 1,361,238
Nonperforming	0	393	329	986	883	9,446	0	0	12,037
Total Residential - Mortgages	\$ 131,004	\$ 186,794	\$ 256,456	\$ 222,931	\$ 110,477	\$ 465,613	\$ 0	\$ 0	\$ 1,373,275
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Consumer - Direct									
Performing	\$ 50,295	\$ 13,327	\$ 11,316	\$ 5,157	\$ 4,037	\$ 9,857	\$ 2,723	\$ 0	\$ 96,712
Nonperforming	2	0	0	0	70	157	1	0	230
Total Consumer - Direct	\$ 50,297	\$ 13,327	\$ 11,316	\$ 5,157	\$ 4,107	\$ 10,014	\$ 2,724	\$ 0	\$ 96,942
Current-period gross writeoffs	\$ 801	\$ 29	\$ 16	\$ 21	\$ 83	\$ 28	\$ 0	\$ 0	\$ 978
Consumer - Indirect									
Performing	\$ 0	\$ 0	\$ 97	\$ 68	\$ 402	\$ 234	\$ 0	\$ 0	\$ 801
Nonperforming	0	0	0	0	30	10	0	0	40
Total Consumer - Indirect	\$ 0	\$ 0	\$ 97	\$ 68	\$ 432	\$ 244	\$ 0	\$ 0	\$ 841
Current-period gross writeoffs	\$ 0	\$ 0	\$ 0	\$ 0	\$ 53	\$ 14	\$ 0	\$ 0	\$ 67

The following tables present credit quality indicators (internal risk grade) by class of commercial and industrial loans and commercial real estate loans as of December 31, 2022:

<i>(In thousands)</i>	2022	2021	2020	2019	2018	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total Loans
Commercial and Industrial - Other:									
Pass	\$ 124,190	\$ 79,861	\$ 38,158	\$ 41,391	\$ 33,238	\$ 156,038	\$ 215,890	\$ 6,466	\$ 695,232
Special Mention	0	127	421	285	271	1,380	501	0	2,985
Substandard	0	111	442	35	733	503	5,659	0	7,483
Total Commercial and Industrial - Other	\$ 124,190	\$ 80,099	\$ 39,021	\$ 41,711	\$ 34,242	\$ 157,921	\$ 222,050	\$ 6,466	\$ 705,700
Commercial and Industrial - Agriculture:									
Pass	\$ 16,694	\$ 4,120	\$ 4,944	\$ 4,186	\$ 7,734	\$ 4,883	\$ 42,097	\$ 215	\$ 84,873
Special Mention	0	58	0	0	0	0	50	0	108
Substandard	0	0	71	0	0	16	5	0	92
Total Commercial and Industrial - Agriculture	\$ 16,694	\$ 4,178	\$ 5,015	\$ 4,186	\$ 7,734	\$ 4,899	\$ 42,152	\$ 215	\$ 85,073
Commercial and Industrial - PPP:									
Pass	\$ 0	\$ 416	\$ 340	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 756
Special Mention	0	0	0	0	0	0	0	0	0
Substandard	0	0	0	0	0	0	0	0	0
Total Commercial and Industrial - PPP	\$ 0	\$ 416	\$ 340	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 756
Commercial Real Estate									
Pass	\$ 342,311	\$ 367,104	\$ 311,607	\$ 279,587	\$ 203,016	\$ 812,563	\$ 10,906	\$ 24,503	\$ 2,351,597
Special Mention	643	3,406	1,688	11,462	2,555	25,361	0	0	45,115
Substandard	78	110	0	3,394	1,692	35,221	132	0	40,627
Total Commercial Real Estate	\$ 343,032	\$ 370,620	\$ 313,295	\$ 294,443	\$ 207,263	\$ 873,145	\$ 11,038	\$ 24,503	\$ 2,437,339
Commercial Real Estate - Agriculture:									
Pass	\$ 33,241	\$ 24,125	\$ 22,831	\$ 25,576	\$ 37,835	\$ 65,112	\$ 3,131	\$ 1,235	\$ 213,086
Special Mention	0	0	0	401	0	1,142	0	0	1,543
Substandard	0	0	0	186	38	110	0	0	334
Total Commercial Real Estate - Agriculture	\$ 33,241	\$ 24,125	\$ 22,831	\$ 26,163	\$ 37,873	\$ 66,364	\$ 3,131	\$ 1,235	\$ 214,963
Commercial Real Estate - Construction									
Pass	\$ 23,105	\$ 75,245	\$ 27,584	\$ 14,842	\$ 9,083	\$ 7,268	\$ 42,701	\$ 1,288	\$ 201,116
Special Mention	0	0	0	0	0	0	0	0	0
Substandard	0	0	0	0	0	0	0	0	0
Total Commercial Real Estate - Construction	\$ 23,105	\$ 75,245	\$ 27,584	\$ 14,842	\$ 9,083	\$ 7,268	\$ 42,701	\$ 1,288	\$ 201,116

The following table presents credit quality indicators by total loans on an amortized cost basis by origination year as of December 31, 2022, continued:

<i>(In thousands)</i>	2022	2021	2020	2019	2018	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total Loans
Residential - Home Equity									
Performing	\$ 3,030	\$ 1,062	\$ 637	\$ 992	\$ 792	\$ 3,183	\$ 175,451	\$ 1,085	\$ 186,232
Nonperforming	0	0	0	14	0	25	2,352	0	2,391
Total Residential - Home Equity	\$ 3,030	\$ 1,062	\$ 637	\$ 1,006	\$ 792	\$ 3,208	\$ 177,803	\$ 1,085	\$ 188,623
Residential - Mortgages									
Performing	\$ 187,129	\$ 272,235	\$ 239,584	\$ 117,391	\$ 66,605	\$ 452,221	\$ 0	\$ 0	\$ 1,335,165
Nonperforming	218	335	628	682	1,552	7,738	0	0	11,153
Total Residential - Mortgages	\$ 187,347	\$ 272,570	\$ 240,212	\$ 118,073	\$ 68,157	\$ 459,959	\$ 0	\$ 0	\$ 1,346,318
Consumer - Direct									
Performing	\$ 31,243	\$ 13,999	\$ 7,372	\$ 6,138	\$ 4,386	\$ 8,029	\$ 4,070	\$ 0	\$ 75,237
Nonperforming	0	0	3	93	76	0	3	0	175
Total Consumer - Direct	\$ 31,243	\$ 13,999	\$ 7,375	\$ 6,231	\$ 4,462	\$ 8,029	\$ 4,073	\$ 0	\$ 75,412
Consumer - Indirect									
Performing	\$ 0	\$ 156	\$ 146	\$ 1,092	\$ 635	\$ 101	\$ 0	\$ 0	\$ 2,130
Nonperforming	0	0	0	76	10	8	0	0	94
Total Consumer - Indirect	\$ 0	\$ 156	\$ 146	\$ 1,168	\$ 645	\$ 109	\$ 0	\$ 0	\$ 2,224

Note 5 Goodwill and Other Intangible Assets

<i>(In thousands)</i>	Banking	Insurance	Wealth Management	Total
Balance at January 1, 2022	\$ 64,369	\$ 19,867	\$ 8,211	\$ 92,447
Adjustment to goodwill	155	0	0	155
Balance at December 31, 2022	64,524	19,867	8,211	92,602
Adjustment to goodwill	0	0	0	0
Balance at December 31, 2023	\$ 64,524	\$ 19,867	\$ 8,211	\$ 92,602

Goodwill is assigned to reporting units. The Company reviews its goodwill and intangible assets annually, or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. Based on the Company's review as of December 31, 2023, there was no impairment of its goodwill or intangible assets.

Other Intangible Assets

The following table provides information regarding the Company's amortizing intangible assets:

December 31, 2023 (In thousands)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortized intangible assets:			
Core deposit intangible	\$ 18,774	\$ 18,774	\$ 0
Customer relationships	9,048	7,948	1,100
Other intangibles	6,921	5,694	1,227
Total intangible assets	\$ 34,743	\$ 32,416	\$ 2,327

December 31, 2022 (In thousands)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortized intangible assets:			
Core deposit intangible	\$ 18,774	\$ 18,774	\$ 0
Customer relationships	9,048	7,632	1,416
Other intangibles	6,887	5,595	1,292
Total intangible assets	\$ 34,709	\$ 32,001	\$ 2,708

Amortization expense related to intangible assets totaled \$334,000 in 2023, \$873,000 in 2022 and \$1.3 million in 2021. The estimated aggregate future amortization expense for intangible assets remaining as of December 31, 2023 is as follows:

Estimated amortization expense:¹

(In thousands)	
For the year ended December 31, 2024	\$ 294
For the year ended December 31, 2025	264
For the year ended December 31, 2026	225
For the year ended December 31, 2027	196
For the year ended December 31, 2028	41

¹Excludes the amortization of mortgage servicing rights. Amortization of mortgage servicing rights was \$81,000 in 2023, \$128,000 in 2022 and \$182,000 in 2021.

Note 6 Premises and Equipment

Premises and equipment at December 31 were as follows:

(In thousands)	2023	2022
Land	\$ 8,063	\$ 8,063
Premises and equipment	104,366	106,297
Furniture, fixtures, and equipment	90,168	87,619
Accumulated depreciation and amortization	(122,910)	(119,839)
Total	\$ 79,687	\$ 82,140

Depreciation and amortization expenses in 2023, 2022, and 2021 are included in operating expenses as follows:

<i>(In thousands)</i>	2023	2022	2021
Premises	\$ 2,844	\$ 2,500	\$ 2,599
Furniture, fixtures, and equipment	5,246	5,138	5,367
Total	\$ 8,090	\$ 7,638	\$ 7,966

The Company leases land, buildings and equipment under operating lease arrangements. Total gross rental expense amounted to \$4.7 million in 2023, \$4.6 million in 2022, and \$4.9 million in 2021. Most leases include options to renew for periods ranging from 5 to 20 years.

Lease components

Right-of-use lease assets totaled \$27.7 million and \$33.1 million at December 31, 2023 and 2022, respectively and are reported in accrued interest and other assets in the accompanying consolidated statements of condition. The related lease liabilities totaled \$29.1 million and \$34.5 million at December 31, 2023 and 2022, respectively, and are reported as a component of other liabilities in the accompanying consolidated statements of condition. Lease payments under operating leases that were applied to our operating lease liability totaled \$3.8 million during 2023 and \$3.4 million during 2022. Included in the 2023 lease payment figures above were 2 lease termination payments totaling \$579,000 and were applied to the lease liability.

The components of operating lease expense, primarily included in “Net occupancy expense of premises,” in 2023, 2022, and 2021 were as follows:

<i>(In thousands)</i>	2023	2022	2021
Operating lease cost	\$ 4,741	\$ 4,654	\$ 4,939
Variable lease cost	681	695	668
Short-term lease cost	2	2	2
Sublease income	0	(11)	(25)
Total lease cost	\$ 5,424	\$ 5,340	\$ 5,584

At December 31, 2023, we did not have any material finance lease assets or liabilities.

Other information related to operating leases for 2023 and 2022 was as follows:

<i>(In thousands)</i>	2023	2022
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 4,688	\$ 4,389
Weighted-average remaining lease term on operating leases	11.64	13.45
Weighted-average discount rates on operating leases	3.47 %	3.47 %
Right-of-use assets obtained in exchange for lease liabilities	1,655	2,498

The following table reconciles future undiscounted lease payments due under non-cancelable operating leases (those amounts subject to recognition) to the aggregate operating lessee lease liability as of December 31, 2023:

<i>(In thousands)</i>		
2024	\$	3,824
2025		3,531
2026		3,480
2027		3,161
2028		2,942
2029 and subsequent years		18,930
Total lease payments		35,868
Less: Interest		6,793
Present value of lease liabilities	\$	29,075

Note 7 Deposits

Aggregate time deposits of \$250,000 or more were \$389.8 million at December 31, 2023, and \$192.7 million at December 31, 2022. Scheduled maturities of time deposits at December 31, 2023, were as follows:

<i>(In thousands)</i>	Less than \$250,000	\$250,000 and over	Total
Maturity			
Three months or less	\$ 224,408	\$ 168,658	\$ 393,066
Over three through six months	171,824	136,949	308,773
Over six through twelve months	121,372	68,505	189,877
Total due in 2024	\$ 517,604	\$ 374,112	\$ 891,716
2025	75,677	14,283	89,960
2026	8,451	1,384	9,835
2027	4,302	0	4,302
2028	2,034	0	2,034
Thereafter	166	0	166
Total	\$ 608,234	\$ 389,779	\$ 998,013

Note 8 Federal Funds Purchased and Securities Sold Under Agreements to Repurchase

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

Securities Sold Under Agreements to Repurchase

<i>(In thousands)</i>	2023	2022	2021
Total outstanding at December 31	\$ 50,996	\$ 56,278	\$ 66,787
Maximum month-end balance	71,031	67,810	78,420
Average balance during the year	55,773	57,126	58,627
Weighted average rate at December 31	0.11 %	0.10 %	0.10 %
Average interest rate paid during the year	0.10 %	0.10 %	0.11 %
Federal Funds Purchased			
Average balance during the year	\$ 0	\$ 0	\$ 0
Weighted average rate at December 31	N/A	N/A	N/A
Average interest rate paid during the year	0.00 %	0.00 %	0.00 %

Securities sold under agreements to repurchase ("repurchase agreements") are secured borrowings that typically mature within thirty to ninety days, although the Company has, at times, entered into repurchase agreements with the Federal Home Loan Bank ("FHLB") with longer maturities. The Company uses both retail and wholesale repurchase agreements. Retail repurchase agreements are arrangements with local customers of the Company, in which the Company agrees to sell securities to the customer with an agreement to repurchase those securities at a specified later date. Retail repurchase agreements totaled \$51.0 million at December 31, 2023. The Company had no outstanding wholesale repurchase agreements at December 31, 2023.

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

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

Note 9 Other Borrowings

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

<i>(In thousands)</i>	2023	2022
Overnight FHLB advances	\$ 477,100	\$ 241,300
Term FHLB advances	125,000	50,000
Total other borrowings	\$ 602,100	\$ 291,300

The Company, through its subsidiary bank had available line-of-credit agreements with correspondent banks permitting borrowings to a maximum of approximately \$99.0 million at both December 31, 2023 and December 31, 2022. There were no outstanding advances against those lines at December 31, 2023 and December 31, 2022.

Through its subsidiary bank, the Company has a borrowing relationship with the FHLB, which provides secured borrowing capacity, subject to available collateral. As a member of the FHLB, the Company can use certain unencumbered mortgage-related assets and securities to secure borrowings from the FHLB. Established borrowing capacity with the FHLB was \$1.6 billion and \$1.6 billion at December 31, 2023 and December 31, 2022, respectively. The unused borrowing capacity on established lines with the FHLB was \$0.6 billion and \$1.3 billion at December 31, 2023 and December 31, 2022, respectively.

At December 31, 2023, there were \$477.1 million in overnight advances and \$125.0 million in term advances with the FHLB, with a weighted average rate of 5.15%, compared to \$241.3 million in overnight advances and \$50.0 million in term advances with a weighted average rate of 4.12%, at December 31, 2022. At December 31, 2023, the term advances with the FHLB includes \$40.0 million which matures within one year and \$85.0 million which matures in over one year. Maturities of advances due in over one year include \$40.0 million in 2025.

The Company had no callable FHLB borrowings at December 31, 2023.

The Company has a \$25.0 million line of credit with a bank. As of December 31, 2023 and December 31, 2022, there was no outstanding balance on the line. The line matures in June 2025.

Note 10 Trust Preferred Debentures

During the second quarter of 2021, the Company exercised its right to redeem all of the trust preferred of Madison Statutory Trust I, with a par amount of \$5.0 million. The redemption price was equal to 100% of the principal amount plus accrued and unpaid interest up to June 26, 2021. During the third quarter of 2021, the Company exercised its right to redeem all of the trust preferred of Leesport Capital Trust II, with a par amount of \$10.0 million. The redemption price was equal to 100% of the principal amount plus accrued and unpaid interest up to August 7, 2021. The Company recognized accelerated non-cash purchase accounting discounts of \$1.9 million in interest expense related to the redemptions. As of December 31, 2023 and 2022, the Company had no trust preferred debentures.

Note 11 Employee Benefit Plans

The Company maintains a noncontributory defined-benefit plan (the "DB Pension Plan") and a 401(k) plan (the "Retirement Savings Plan"), within which the Company makes both matching contributions and discretionary contributions which cover substantially all employees of the Company.

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

The Retirement Savings Plan covers substantially all employees of the Company who have reached the age of 21. For participants in these plans, the Company makes matching contributions to an account set up in the participant's name. Under the Retirement Savings Plan, employees may contribute a percentage of their eligible compensation with a Company match of such contributions up to a maximum match of 4%. The Company's expense associated with these matching provisions was \$3.2 million in 2023, \$3.1 million in 2022, and \$3.0 million in 2021. In addition, discretionary contributions are made once per year and equals a percentage of pay and varies based on the participant's age, service, and tenure with the Company. The Retirement Savings Plan offers the participant a wide range of investment alternatives from which to choose. Expenses related to the discretionary contributions totaled \$4.2 million in 2023, \$4.1 million in 2022, and \$4.4 million in 2021.

The Company has an Employee Stock Ownership Plan ("ESOP") covering substantially all employees of the Company that have a least one year of service. The ESOP allows for Company contributions in the form of common stock of the Company. Annually, the Tompkins Board of Directors determines a profit-sharing payout to its employees in accordance with a performance-based formula. A percentage of the approved amount is paid in Company common stock into the ESOP. Contributions are limited to a maximum amount as stipulated in the ESOP. The remaining percentage is either paid out in cash, contributed to a health savings account, or deferred into the Retirement Savings Plan at the direction of the employee. Compensation expense related to the profit-sharing totaled \$1.4 million in 2023, \$5.3 million in 2022, and \$5.4 million in 2021.

The Company maintains supplemental employee retirement plans ("SERPs") for certain executives. In 2016, certain SERPs were amended and restated to reflect changes resulting from the freezing of the DB Pension Plan and the Company entered into additional SERP agreements with certain executives. In 2019, the SERP for the Company's CEO was amended to expand the definition of "Earnings" under the SERP to better align the scope of compensation included in our CEO's retirement benefits with chief executive compensation in a manner that is more consistent with market practice. All benefits provided under the SERPs are unfunded and the Company makes payments to plan participants.

The Company also maintains a post-retirement life and healthcare benefit plan (the "Life and Healthcare Plan"), which was amended in 2005. For employees commencing employment after January 1, 2005, the Company does not contribute towards post-retirement healthcare benefits. Retirees and employees who were eligible to retire when the Life and Healthcare Plan was amended were unaffected. Generally, all other employees were eligible for Health Reimbursement Accounts ("HRA") with an initial balance equal to the amount of the Company's estimated then current liability. Contributions to the plan are limited to an annual contribution of 4% of the total HRA balance. Employees, upon retirement, will be able to utilize their HRA for qualified health costs and deductibles. In 2019, the Retiree Life Benefit program was closed to new entrants, and only employees who attained age 50 as of February 1, 2020 will be eligible to earn this benefit.

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

GAAP requires an employer to recognize in its Statement of Condition as an asset or liability the overfunded or underfunded status of a defined benefit postretirement plan, measured as the difference between the fair value of plan assets and the benefit obligation. For a pension plan, the benefit obligation is the projected benefit obligation; for any other postretirement benefit plan, such as a retiree health care plan, the benefit obligation is the accumulated postretirement benefit obligation. The following table sets forth the changes in the projected benefit obligation for the DB Pension Plan and SERPs and the accumulated post-retirement benefit obligation for the Life and Healthcare Plan; and the respective plan assets, and the plans' funded status and amounts recognized in the Company's Consolidated Statements of Condition at December 31, 2023 and 2022 (the measurement dates of the plans).

(In thousands)	DB Pension Plan		Life and Healthcare Plan		SERP Plan	
	2023	2022	2023	2022	2023	2022
Change in benefit obligation:						
Benefit obligation at beginning of year	\$ 70,521	\$ 93,009	\$ 7,603	\$ 10,055	\$ 24,991	\$ 34,033
Service cost	0	0	33	174	43	78
Interest cost	3,275	1,985	354	223	1,148	814
Plan participants' contributions	0	0	92	100	0	0
Actuarial loss (gain)	1,242	(20,729)	(153)	(2,598)	(315)	(9,083)
Benefits paid	(4,320)	(3,744)	(326)	(351)	(906)	(851)
Benefit obligation at end of year	\$ 70,718	\$ 70,521	\$ 7,603	\$ 7,603	\$ 24,961	\$ 24,991
Change in plan assets:						
Fair value of plan assets at beginning of year	\$ 78,885	\$ 96,393	\$ 0	\$ 0	\$ 0	\$ 0
Actual return on plan assets	10,079	(13,764)	0	0	0	0
Plan participants' contributions	0	0	92	100	0	0
Employer contributions	0	0	234	251	906	850
Benefits paid	(4,320)	(3,744)	(326)	(351)	(906)	(850)
Fair value of plan assets at end of year	\$ 84,644	\$ 78,885	\$ 0	\$ 0	\$ 0	\$ 0
Funded (unfunded) status	\$ 13,926	\$ 8,364	\$ (7,603)	\$ (7,603)	\$ (24,961)	\$ (24,991)

The benefit obligation for the DB Pension Plan at December 31, 2023 and 2022, was \$70.7 million and \$70.5 million, respectively. The accumulated benefit obligation for the Life and Healthcare Plan at both year end 2023 and 2022 was \$7.6 million. The accumulated benefit obligation for the SERPs at both December 31, 2023 and 2022 was \$25.0 million. The funded status of the DB Pension Plan was recognized in other assets and the unfunded status of the Life and Healthcare Plan, and SERPs was recognized in other liabilities in the Consolidated Statement of Condition at December 31, 2023 in the amounts of \$13.9 million, \$(7.6) million, and \$(25.0) million, respectively. The funded status of the DB Pension Plan was recognized in other assets and the unfunded status of the Life and Healthcare Plan, and SERPs in the amount of \$8.4 million, \$(7.6) million, and \$(25.0) million, respectively, was recognized in other liabilities in the Consolidated Statement of Condition at December 31, 2022.

The actuarial (gains) losses shown above totaling \$(774,000) in 2023 and \$32.4 million in 2022 were mainly the result of changes in the discount rates used to measure the benefit obligation of all plans at year end compared to those used at the prior year-end. The specific discount rates for each plan at December 31, 2023 and December 31, 2022 are provided below.

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

<i>(In thousands)</i>	DB Pension Plan			Life and Healthcare Plan			SERP Plan		
	2023	2022	2021	2023	2022	2021	2023	2022	2021
Components of net periodic benefit cost									
Service cost	\$ 0	\$ 0	\$ 0	\$ 33	\$ 174	\$ 186	\$ 43	\$ 78	\$ 231
Interest cost	3,275	1,985	1,628	354	223	180	1,148	814	692
Expected return on plan assets	(4,789)	(5,885)	(5,652)	0	0	0	0	0	0
Amortization of prior service (credit) cost	0	0	1	(61)	(61)	(61)	278	277	282
Recognized net actuarial loss	1,156	1,217	1,559	(40)	196	312	0	847	1,080
Net periodic benefit (credit) cost	\$ (358)	\$ (2,683)	\$ (2,464)	\$ 286	\$ 532	\$ 617	\$ 1,469	\$ 2,016	\$ 2,285

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

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

<i>(In thousands)</i>	DB Pension Plan			Life and Healthcare Plan			SERP Plan		
	2023	2022	2021	2023	2022	2021	2023	2022	2021
Net actuarial gain	\$ (4,048)	\$ (1,080)	\$ (8,209)	\$ (153)	\$ (2,598)	\$ (574)	\$ (315)	\$ (9,083)	\$ (3,002)
Recognized actuarial (loss) gain	(1,156)	(1,217)	(1,559)	40	(196)	(312)	0	(847)	(1,080)
Prior service credit	0	0	0	0	0	0	0	0	0
Recognized prior service cost (credit)	0	0	(1)	61	61	61	(278)	(277)	(282)
Recognized in other comprehensive income (loss)	\$ (5,204)	\$ (2,297)	\$ (9,769)	\$ (52)	\$ (2,733)	\$ (825)	\$ (593)	\$ (10,207)	\$ (4,364)
Total recognized in net periodic benefit cost and other comprehensive income (loss)	\$ (5,562)	\$ (4,980)	\$ (12,233)	\$ 234	\$ (2,201)	\$ (208)	\$ 876	\$ (8,191)	\$ (2,079)

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

<i>(In thousands)</i>	DB Pension Plan			Life and Healthcare Plan			SERP Plan		
	2023	2022	2021	2023	2022	2021	2023	2022	2021
Net actuarial loss (gain)	\$ 33,265	\$ 38,468	\$ 40,765	\$ (1,022)	\$ (909)	\$ 1,886	\$ 287	\$ 603	\$ 10,532
Prior service cost (credit)	0	0	0	(104)	(165)	(226)	1,311	1,588	1,866
Total	\$ 33,265	\$ 38,468	\$ 40,765	\$ (1,126)	\$ (1,074)	\$ 1,660	\$ 1,598	\$ 2,191	\$ 12,398

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

(In thousands)	DB Pension Plan			Life and Healthcare Plan			SERP Plan		
	2023	2022	2021	2023	2022	2021	2023	2022	2021
Discount Rates									
Benefit Cost for Plan Year	4.95 %	2.63 %	2.24 %	4.98 %	2.69 %	2.33 %	4.98 %	2.71 %	2.37 %
Benefit Obligation at End of Plan Year	4.75 %	4.95 %	2.63 %	4.79 %	4.98 %	2.69 %	4.78 %	4.98 %	2.71 %
Expected long-term return on plan assets	6.25 %	6.25 %	6.50 %	N/A	N/A	N/A	N/A	N/A	N/A
Rate of compensation increase									
Benefit Cost for Plan Year	N/A	N/A	N/A	4.00 %	4.00 %	4.00 %	5.00 %	5.00 %	5.00 %
Benefit Obligation at End of Plan Year	N/A	N/A	N/A	4.00 %	4.00 %	4.00 %	5.00 %	5.00 %	5.00 %

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

The discount rates used to determine the Company's DB Pension Plan and other post-retirement benefit obligations as of December 31, 2023, and December 31, 2022, were determined by matching estimated benefit cash flows to a yield curve derived from Citigroup's regular bond yield at December 31, 2023 and December 31, 2022.

Based on the Company's anticipation of future experience under the DB Pension Plan, the mortality tables used to determine future benefit obligations under the plan were updated as of December 31, 2021 to the PRI-2012 Mortality Tables with Mortality Improvement Scale MP 2021. The Company updated this assumption based on the newest improvement table released by The Society of Actuaries as of December 31, 2023. The appropriateness of the assumptions is reviewed annually.

Cash Flows

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

The benefits as of December 31, 2023, expected to be paid in each of the next five fiscal years, and in the aggregate for the five fiscal years thereafter were as follows:

(In thousands)	DB Pension Plan		Life and Healthcare Plan		SERP Plan	
2024	\$	4,433	\$	516	\$	953
2025		4,575		490		950
2026		4,717		492		940
2027		4,855		495		917
2028		4,844		477		893
2029-2033		24,596		2,292		8,938
Total	\$	48,020	\$	4,762	\$	13,591

Plan Assets

The Company's DB Pension Plan's weighted-average asset allocations at December 31, 2023 and 2022, respectively, by asset category are as follows:

	2023	2022
Equity securities	61 %	58 %
Debt securities	38 %	38 %
Other	1 %	4 %
Total Allocation	100 %	100 %

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

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

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

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

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

Fair Value Measurements

December 31, 2023

<i>(In thousands)</i>	Fair Value 2023	(Level 1)	(Level 2)	(Level 3)
Cash and cash equivalents	\$ 1,023	\$ 1,023	\$ 0	\$ 0
Common stocks	25,975	25,975	0	0
Mutual funds	57,646	57,646	0	0
Total Fair Value of Plan Assets	\$ 84,644	\$ 84,644	\$ 0	\$ 0

Fair Value Measurements

December 31, 2022

<i>(In thousands)</i>	Fair Value 2022	(Level 1)	(Level 2)	(Level 3)
Cash and cash equivalents	\$ 3,322	\$ 3,322	\$ 0	\$ 0
Common stocks	22,386	22,386	0	0
Mutual funds	53,177	53,177	0	0
Total Fair Value of Plan Assets	\$ 78,885	\$ 78,885	\$ 0	\$ 0

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

Life insurance benefits are provided to certain officers of the Company. In connection with these policies, the Company reflects life insurance assets on its Consolidated Statements of Condition of \$67.9 million at December 31, 2023, and \$85.6 million at December 31, 2022. The insurance is carried at its cash surrender value on the Consolidated Statements of Condition. In the fourth quarter of 2023, the Company surrendered certain separate account BOLI policies, which accounts for the decrease in the cash surrender value between December 31, 2023 and December 31, 2022. Increases in the cash surrender value of the insurance are reflected as noninterest income, net of any related mortality expense.

The Company provides split dollar life insurance benefits to certain employees. The plan is unfunded and the estimated liability of the plan is recorded in other liabilities in the Consolidated Statement of Condition at \$1.5 million as of both December 31, 2023 and 2022. Compensation expense related to the split dollar life insurance was approximately \$3,000 in 2023 and \$7,000 in 2022.

Note 12 Stock Plans and Stock Based Compensation

In 2019, the 2009 Tompkins Financial Corporation Equity Plan ("2009 Equity Plan") expired and was replaced by the new Tompkins Financial Corporation 2019 Equity Plan ("2019 Equity Plan"). Under the 2019 Equity Plan, the Company may grant stock appreciation rights ("SARs"), shares of restricted stock and restricted units and performance share awards covering up to 2,275,000 shares of the Company's common stock to certain officers and employees. Additionally, restricted stock awards and restricted units and performance share awards will reduce the shares available for grant under the 2019 Equity Plan by 4.25 shares for each share subject to an award, resulting in a total number of full-value share awards that may be issued under the 2019 Equity Plan to 535,294. Stock options and SARs are granted at an exercise price equal to the stock's fair value at the date of grant, may not have a term in excess of ten years, and have vesting periods that range between five and seven years from the grant date. Options and SARs with an expiration date in 2026 have a five-year vesting schedule with zero percent vesting in year one and 25% vesting in years two through five. All other Options and SARs have a seven-year vesting schedule with zero percent vesting in year one, 17% vesting in years two through six and 15% vesting in year seven. Restricted stock awards and restricted stock units that were granted in the periods covering 2018 through 2023 have a five-year vesting schedule with zero percent vesting in year one and 25% vesting in years two through five. For Performance Awards, there is a 3-year performance period in the fiscal years immediately following the grant date, at which time the performance goal is measured. If the goal is achieved, the value of the award vests is either immediately payable, or is subject to additional time-based vesting, depending on the terms of the particular executive's award agreement.

The Company granted 120,116 equity awards to its employees in 2023, consisting of 79,140 shares of restricted stock, 0 performance share awards, 28,346 performance stock units and 12,630 restricted stock units. The Company granted 77,269 equity awards to its employees in 2022, consisting of 50,155 shares of restricted stock, 2,615 performance share awards, 16,284 performance share units and 8,215 restricted stock units. The Company granted 67,846 equity awards to its employees in 2021, consisting of 54,151 shares of restricted stock, 5,340 performance share awards and 8,355 restricted stock units.

The following table presents the activity related to stock options and SARs under all plans for the year ended December 31, 2023:

	Number of Shares/Rights	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 1, 2023	59,853	\$ 57.12		
Granted	0	0.00		
Exercised	(10,196)	45.97		
Forfeited	(775)	76.90		
Outstanding at December 31, 2023	48,882	\$ 59.13	1.54	\$ 276,810
Exercisable at December 31, 2023	48,882	\$ 59.13	1.54	\$ 276,810

Total stock-based compensation expense for stock options and SARs was \$0 in 2023, \$33,000 in 2022, and \$151,000 in 2021. As of December 31, 2023, unrecognized compensation cost related to unvested stock options and SARs totaled \$0. Net cash proceeds, tax benefits and intrinsic value related to total stock options, SARs, and restricted stock exercised is as follows:

(In thousands)	2023	2022	2021
Proceeds from stock option exercises	\$ (124)	\$ (538)	\$ (803)
Tax benefits related to stock option exercises	(229)	196	355
Intrinsic value of stock option exercises	270	1,075	1,900

The Company uses the Black-Scholes option-valuation model to determine the fair value of incentive stock options and SARs at the date of grant. The valuation model estimates fair value based on the assumptions for the risk-free rate, expected dividend yield, volatility and expected life. The risk-free rate is the interest rate available on zero-coupon U.S. Treasury instruments with a remaining term equal to the expected term of the share option at the time of grant. The expected dividend yield is based on the dividend trends and the market price of the Company's stock price at grant. Volatility is largely based on historical volatility of the Company's stock price. The expected term is based upon historical experience of employee exercises and terminations as the vesting term of the grants. The fair values of the grants are expensed over the vesting periods. There were no incentive stock options or SARs granted in 2023, 2022 and 2021.

December 31, 2023

Options and SARs Outstanding			Options and SARs Exercisable		
Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
\$41.01-50.00	19,294	0.82	\$ 49.22	19,294	\$ 49.22
\$50.01-76.90	29,366	2.01	\$ 65.43	29,366	\$ 65.43
\$76.91-86.18	222	2.89	\$ 86.18	222	\$ 86.18
	48,882	1.54	\$ 59.13	48,882	\$ 59.13

The following table presents activity related to restricted stock awards and restricted stock units for the year ended December 31, 2023:

	Number of Shares	Weighted Average Grant Date Fair Value
Unvested at January 1, 2023	237,356	\$ 73.07
Granted	120,116	51.02
Vested	(61,065)	71.81
Forfeited	(26,495)	78.37
Unvested at December 31, 2023	269,912	\$ 63.22

The Company granted 79,140 restricted stock awards, 12,630 restricted stock units, 28,346 performance units and 0 performance share awards in 2023, each at an average grant date fair value of \$51.02. The Company granted 50,155 restricted stock awards, 8,215 restricted stock units, 16,284 performance units and 2,615 performance share awards in 2022, each at an average grant date fair value of \$81.48. The Company granted 54,151 restricted stock awards, 8,355 restricted stock units and 5,340 performance share awards in 2021 at an average grant date fair value of \$83.97. The grant date fair values were the closing prices of the Company's common stock on the grant dates. The Company recognized stock-based compensation related to restricted stock awards, restricted stock units, and performance share awards of \$4.4 million in 2023, \$4.8 million in 2022, and \$5.4 million in 2021. Unrecognized compensation costs related to restricted stock and performance awards totaled \$8.1 million, and restricted stock units totaled \$1.3 million at December 31, 2023 and will be recognized over 3.2 years and 4.1 years, respectively on a weighted average basis.

Note 13 Other Noninterest Income and Expense

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

(In thousands)	Year ended December 31,		
	2023	2022	2021
NONINTEREST INCOME			
Other service charges	\$ 2,625	\$ 2,703	\$ 2,826
Increase in cash surrender value of corporate owned life insurance	1,727	1,162	1,879
Net gain on sale of loans	96	155	943
Other miscellaneous income	2,063	1,905	1,555
Total other noninterest income	\$ 6,511	\$ 5,925	\$ 7,203
NONINTEREST EXPENSES			
Marketing expense	\$ 5,264	\$ 5,708	\$ 4,319
Professional fees	7,535	6,931	6,909
Technology expense	15,939	15,167	11,747
Cardholder expense	4,238	4,560	3,532
FDIC insurance	4,298	2,798	2,758
Legal expense	1,709	1,414	1,190
Penalties on prepayment of FHLB borrowings	0	0	2,929
Other miscellaneous expenses	17,331	13,919	13,869
Total other noninterest expenses	\$ 56,314	\$ 50,497	\$ 47,253

Note 14 Revenue Recognition

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

Insurance Commissions and Fees

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

Trust & Asset Management

Trust and asset management income is primarily comprised of fees earned from the management and administration of trusts and other customer assets. The Company's performance obligation is generally satisfied over time and the resulting fees are

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

Mutual Fund & Investment Income

Mutual fund and investment income consists of other recurring revenue streams such as commissions from sales of mutual funds and other investments, investment advisory fees from the Company's Strategic Asset Management Services wealth management product. Commissions from the sale of mutual funds and other investments are recognized on trade date, which is when the Company has satisfied its performance obligation. The Company also receives periodic service fees (i.e., trailers) from mutual fund companies typically based on a percentage of net asset value, recorded over time, usually monthly or quarterly, as net asset value is determined. Investment advisor fees from the wealth management product is earned over time and based on an annual percentage rate of the net asset value. The investment advisor fees are charged to the customer's account in advance on the first month of the quarter, and the revenue is recognized over the following three-month period. The Company does engage a third party, LPL Financial, LLC (LPL), to satisfy part of this performance obligation, and therefore this income is reported net of any corresponding expenses paid to LPL.

Service Charges on Deposit Accounts

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

Card Services Income

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

Other

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

The following presents noninterest income, segregated by revenue streams in-scope and out-of-scope of ASC 606, for the years ended December 31, 2023, 2022, and 2021:

(In thousands)	Year ended December 31,		
	2023	2022	2021
Noninterest Income			
<i>In-scope of Topic 606:</i>			
Insurance Revenues	\$ 37,351	\$ 36,201	\$ 34,836
Investment Service Income	17,951	18,091	19,388
Service Charges on Deposit Accounts	6,913	7,365	6,347
Card Services Income	11,488	11,024	10,826
Other	1,324	1,291	1,204
Noninterest Income (in-scope of ASC 606)	75,027	73,972	72,601
Noninterest Income (out-of-scope of ASC 606)	(64,786)	4,000	6,248
Total Noninterest Income	\$ 10,241	\$ 77,972	\$ 78,849

Contract Balances

A contract asset balance occurs when an entity performs a service for a customer before the customer pays consideration or before payment is due, which would result in contract receivables or assets, respectively. A contract liability balance is an entity's obligation to transfer a service to a customer for which the entity has already received payment or for which payment is due from the customer. The Company's noninterest revenue streams, excluding some insurance commissions and fees, are largely based on transactional activity, or standard month-end revenue accruals such as asset management fees based on month-end market values. Receivables primarily consist of amounts due for insurance and wealth management services performed for which the Company's performance obligations have been fully satisfied. Receivables amounted to \$5.7 million and \$3.0 million at December 31, 2023, compared to \$6.1 million and \$2.5 million at December 31, 2022. Additionally, the Company had contract assets related to contingent income of \$2.8 million, and \$2.9 million, respectively, related to period end 2023, and 2022, and contract liabilities of \$1.9 million for year end 2023 and \$1.6 million for year end 2022.

Contract Acquisition Costs

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

Note 15 Income Taxes

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

(In thousands)	Current	Deferred	Total
2023			
Federal	\$ 2,583	\$ 381	\$ 2,964
State	346	(815)	(469)
Total	\$ 2,929	\$ (434)	\$ 2,495
2022			
Federal	\$ 19,238	\$ 994	\$ 20,232
State	4,409	(84)	4,325
Total	\$ 23,647	\$ 910	\$ 24,557
2021			
Federal	\$ 19,345	\$ 1,485	\$ 20,830
State	4,039	313	4,352
Total	\$ 23,384	\$ 1,798	\$ 25,182

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

	2023	2022	2021
Statutory federal income tax rate	21.0 %	21.0 %	21.0 %
State income taxes, net of federal benefit	(3.1)	3.1	3.0
Tax exempt income	(9.4)	(1.1)	(1.2)
Excess benefits from equity-based compensation	1.1	(0.3)	(0.5)
Bank-owned life insurance income	(3.0)	(0.2)	(0.4)
Surrender of Bank-owned life insurance	13.6	0.0	0.0
Federal tax credit	(0.8)	0.0	0.0
Non-Deductible Meals & Entertainment	1.3	0.0	0.0
Section 162(m) Limitation	1.1	0.2	0.2
Deductible ESOP Dividends under 404(k)	(2.5)	(0.3)	(0.2)
All other	1.5	0.0	0.1
Total	20.8 %	22.4 %	22.0 %

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

<i>(In thousands)</i>	2023	2022
Deferred tax assets:		
Allowance for credit losses	\$ 13,731	\$ 12,387
Lease liability	7,267	8,535
Interest income on nonperforming loans	992	503
Compensation and benefits	12,414	12,316
Purchase accounting adjustments	424	517
Liabilities held at fair value	54	56
Deferred loan fees and costs	1,111	1,053
Net operating loss carryforwards	491	4
Other	744	589
Total	\$ 37,228	\$ 35,960
Deferred tax liabilities:		
Prepaid pension	11,813	11,528
Right of use asset	6,955	8,222
Depreciation	3,505	3,767
Intangibles	1,600	1,489
Leases	2,688	2,617
Taxable bank-owned life insurance policies	1,834	0
Contingent Commissions	778	797
Other	855	774
Total deferred tax liabilities	\$ 30,028	\$ 29,194
Net deferred tax asset at year-end	7,200	6,766
Net deferred tax asset at beginning of year	6,766	7,676
Decrease (increase) in net deferred tax asset	434	(910)
Deferred tax (benefit) expense	\$ (434)	\$ 910

Net operating loss carryforwards for New York and New York City purposes of \$8.6 million and \$0.4 million were generated in 2023. These net operating losses do not begin to expire until 2043.

The above analysis does not include recorded deferred tax assets (liabilities) of \$32.7 million and \$58.6 million as of December 31, 2023 and 2022, respectively, related to net unrealized holdings losses/(gains) in the available-for-sale debt securities portfolio. In addition, the analysis excludes recorded deferred tax assets of \$8.4 million and \$9.8 million, as of December 31, 2023 and 2022, respectively, related to employee benefit plans.

Realization of deferred tax assets is dependent upon the generation of future taxable income or the existence of sufficient taxable income. A valuation allowance is provided when it is more likely than not that some portion of the deferred tax assets will not be realized. In assessing the need for a valuation allowance, management considers the scheduled reversal of the deferred tax liabilities, the level of historical taxable income, and the projected future taxable income over the periods in which the temporary differences comprising the deferred tax assets will be deductible. Based on its assessment, management determined that no valuation allowance was necessary at December 31, 2023 and 2022.

At December 31, 2023, December 31, 2022 and December 31, 2021, the Company had an insignificant amount of ASC 740-10 unrecognized tax benefits. The Company does not expect the total amount of unrecognized tax benefits to significantly increase within the next twelve months. The Company recognizes interest and penalties on unrecognized tax benefits in income tax expense in its Consolidated Statements of Income.

The Company is subject to U.S. federal income tax and income tax in New York and various state jurisdictions. All tax years ending after December 31, 2019 are open to examination by the taxing authorities.

Note 16 Other Comprehensive Income (Loss)

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

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

December 31, 2022	Before-Tax Amount	Tax (Expense) Benefit	Net of Tax
<i>(In thousands)</i>			
Available-for-sale debt securities:			
Change in net unrealized (loss) gain during the period	\$ (229,463)	\$ 56,223	\$ (173,240)
Reclassification adjustment for net realized loss on sale of available-for-sale debt securities included in net income	11,916	(2,919)	8,997
Net unrealized losses	(217,547)	53,304	(164,243)
Employee benefit plans:			
Net retirement plan gain (loss)	12,761	(3,127)	9,634
Amortization of net retirement plan actuarial loss	2,260	(554)	1,706
Amortization of net retirement plan prior service cost	216	(52)	164
Employee benefit plans	15,237	(3,733)	11,504
Other comprehensive (loss) income	\$ (202,310)	\$ 49,571	\$ (152,739)

December 31, 2021	Before-Tax Amount	Tax (Expense) Benefit	Net of Tax
<i>(In thousands)</i>			
Available-for-sale debt securities:			
Change in net unrealized (loss) gain during the period	\$ (46,301)	\$ 11,340	\$ (34,961)
Reclassification adjustment for net realized gain on sale of available-for-sale debt securities included in net income	(275)	67	(208)
Net unrealized losses	(46,576)	11,407	(35,169)
Employee benefit plans:			
Net retirement plan gain (loss)	11,785	(2,887)	8,898
Amortization of net retirement plan actuarial gain	2,951	(723)	2,228
Amortization of net retirement plan prior service (cost) credit	221	(54)	167
Employee benefit plans	14,957	(3,664)	11,293
Other comprehensive (loss) income	\$ (31,619)	\$ 7,743	\$ (23,876)

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

(In thousands)	Available-for-Sale Debt Securities	Employee Benefit Plans	Accumulated Other Comprehensive (Loss) Income
Balance at January 1, 2021	\$ 20,609	\$ (52,683)	\$ (32,074)
Other comprehensive (loss) income	(35,169)	11,293	(23,876)
Balance at December 31, 2021	\$ (14,560)	\$ (41,390)	\$ (55,950)
Balance at January 1, 2022	(14,560)	(41,390)	(55,950)
Other comprehensive (loss) income	(164,243)	11,504	(152,739)
Balance at December 31, 2022	\$ (178,803)	\$ (29,886)	\$ (208,689)
Balance at January 1, 2023	(178,803)	(29,886)	(208,689)
Other comprehensive income (loss)	79,268	4,416	83,684
Balance at December 31, 2023	\$ (99,535)	\$ (25,470)	\$ (125,005)

December 31, 2023

Details about Accumulated other Comprehensive Income (Loss) Components (In thousands)	Amount Reclassified from Accumulated Other Comprehensive (Loss) ¹	Affected Line Item in the Statement Where Net Income is Presented
Available-for-sale debt securities:		
Unrealized gains and losses on available-for-sale debt securities	\$ (69,984)	Net (loss) gain on securities transactions
		17,146 Tax expense
		(52,838) Net of tax
Employee benefit plans:		
Amortization of the following ²		
Net retirement plan actuarial loss	(1,116)	Other operating expense
Net retirement plan prior service cost	(217)	Other operating expense
	(1,333)	Total before tax
	327	Tax benefit
	\$ (1,006)	Net of tax

December 31, 2022

Details about Accumulated other Comprehensive Income (Loss) Components (In thousands)	Amount Reclassified from Accumulated Other Comprehensive (Loss) ¹	Affected Line Item in the Statement Where Net Income is Presented
Available-for-sale debt securities:		
Unrealized gains and losses on available-for-sale debt securities	\$ (11,916)	Net (loss) gain on securities transactions
		2,919 Tax expense
		(8,997) Net of tax
Employee benefit plans:		
Amortization of the following ²		
Net retirement plan actuarial loss	(2,260)	Other operating expense
Net retirement plan prior service cost	(216)	Other operating expense
	(2,476)	Total before tax
	606	Tax benefit
	\$ (1,870)	Net of tax

¹ Amounts in parentheses indicate debits in income statement.

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

Note 17 Commitments and Contingent Liabilities

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

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

<i>(In thousands)</i>	2023	2022
Loan commitments	\$ 109,342	\$ 160,647
Standby letters of credit	39,089	35,759
Undisbursed portion of lines of credit	1,020,558	978,484
Total	\$ 1,168,989	\$ 1,174,890

Commitments to extend credit (including lines of credit) are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Standby letters of credit are conditional commitments to guarantee the performance of a customer to a third party. The Company extends standby letters of credit to its customers in the normal course of business. The standby letters of credit are generally short-term. As of December 31, 2023, the Company's maximum potential obligation under standby letters of credit was \$39.1 million. Management uses the same credit policies in making commitments to extend credit and standby letters of credit as are used for on-balance-sheet lending decisions. Based upon management's evaluation of the counterparty, the Company may require collateral to support commitments to extend credit and standby letters of credit. The credit risk amounts are equal to the contractual amounts, assuming the amounts are fully advanced and collateral or other security is of no value. The Company does not anticipate losses as a result of these transactions. These commitments also have off-balance-sheet interest-rate risk, in that the interest rate at which these commitments were made may not be at market rates on the date the commitments are fulfilled. Since some commitments and standby letters of credit are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash flow requirements.

The Company may also have rate lock agreements associated with mortgage loans to be sold in the secondary market (certain of which relate to loan applications for which no formal commitment has been made). The amount of rate lock agreements at December 31, 2023 were immaterial. In order to limit the interest rate risk associated with rate lock agreements, as well as the interest rate risk associated with mortgages held for sale, if any, the Company enters into agreements to sell loans in the secondary market to unrelated investors on a loan-by-loan basis. At December 31, 2023, the Company had approximately \$214,000 of commitments to sell mortgages to unrelated investors on a loan-by-loan basis.

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

Note 18 Earnings Per Share

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

<i>(In thousands, except share and per share data)</i>	Year ended December 31,		
	2023	2022	2021
Basic			
Net income available to common shareholders	\$ 9,505	\$ 85,030	\$ 89,264
Less: income attributable to unvested stock-based compensation awards	(42)	(250)	(615)
Net earnings allocated to common shareholders	9,463	84,780	88,649
Weighted average shares outstanding, including unvested stock-based compensation awards	14,442,077	14,532,448	14,798,447
Less: unvested stock-based compensation awards	(187,416)	(204,168)	(229,684)
Weighted average shares outstanding - Basic	14,254,661	14,328,280	14,568,763
Diluted			
Net earnings allocated to common shareholders	\$ 9,463	\$ 84,780	\$ 88,649
Weighted average shares outstanding - Basic	14,254,661	14,328,280	14,568,763
Plus: incremental shares from assumed conversion of stock-based compensation awards	46,560	76,014	79,404
Weighted average shares outstanding - Diluted	14,301,221	14,404,294	14,648,167
Basic EPS	\$ 0.66	\$ 5.92	\$ 6.08
Diluted EPS	\$ 0.66	\$ 5.89	\$ 6.05

Stock-based compensation awards representing 39,266, 1,554, and 4,984 common shares for 2023, 2022, and 2021, respectively, were not included in the computations of diluted earnings per common share because the effect on those periods would have been antidilutive.

Note 19 Fair Value Measurements

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

The three levels of the fair value hierarchy are:

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

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

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

The following table summarizes financial assets and financial liabilities measured at fair value on a recurring basis as of December 31, 2023 and 2022 segregated by the level of valuation inputs within the fair value hierarchy used to measure fair value:

**Recurring Fair Value Measurements
December 31, 2023**

<i>(In thousands)</i>		(Level 1)	(Level 2)	(Level 3)
Assets				
Available-for-sale debt securities				
U.S. Treasuries	\$ 109,904	\$ 0	\$ 109,904	0
Obligations of U.S. Government sponsored entities	456,458	0	456,458	0
Obligations of U.S. states and political subdivisions	81,924	0	81,924	0
Mortgage-backed securities – residential, issued by:				
U.S. Government agencies	45,240	0	45,240	0
U.S. Government sponsored entities	720,830	0	720,830	0
U.S. corporate debt securities	2,294	0	2,294	0
Total Available-for-sale debt securities	\$ 1,416,650	\$ 0	\$ 1,416,650	0
Equity securities, at fair value	787	0	0	787
Derivatives designated as hedging instruments	1,503	0	1,503	0
Derivatives not designated as hedging instruments	1,610	0	1,610	0
Liabilities				
Derivatives not designated as hedging instruments	\$ 1,826	\$ 0	\$ 1,826	0

The change in the fair value of the \$787,000 of equity securities valued using significant unobservable inputs (level 3), between January 1, 2023 and December 31, 2023 was immaterial.

**Recurring Fair Value Measurements
December 31, 2022**

<i>(In thousands)</i>		(Level 1)	(Level 2)	(Level 3)
Assets				
Available-for-sale debt securities				
U.S. Treasuries	\$ 167,251	\$ 0	\$ 167,251	0
Obligations of U.S. Government sponsored entities	601,167	0	601,167	0
Obligations of U.S. states and political subdivisions	85,281	0	85,281	0
Mortgage-backed securities – residential, issued by:			0	
U.S. Government agencies	52,668	0	52,668	0
U.S. Government sponsored entities	686,222	0	686,222	0
U.S. corporate debt securities	2,378	0	2,378	0
Total Available-for-sale debt securities	\$ 1,594,967	\$ 0	\$ 1,594,967	0
Equity securities, at fair value	777	0	0	777
Derivatives designated as hedging instruments	0	0	0	0
Derivatives not designated as hedging instruments	0	0	0	0
Liabilities				
Derivatives not designated as hedging instruments	\$ 21	\$ 0	\$ 21	0

Fair values for U.S. Treasury securities are based on quoted market prices. Fair values for obligations of U.S. government sponsored entities, mortgage-backed securities-residential, obligations of U.S. states and political subdivisions, and U.S. corporate debt securities are based on quoted market prices, where available, as provided by third party pricing vendors. If

quoted market prices were not available, fair values are based on quoted market prices of comparable instruments in active markets and/or based upon matrix pricing methodology, which uses comprehensive interest rate tables to determine market price, movement and yield relationships. These securities are reviewed periodically to determine if there are any events or changes in circumstances that would adversely affect their value.

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

Certain assets are measured at fair value on a nonrecurring basis, that is, they are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances. For the Company, these include loans held for sale, collateral dependent individually evaluated loans, other real estate owned, goodwill and other intangible assets. During 2023, certain collateral dependent individually evaluated loans and other real estate owned at December 31, 2023, were adjusted down to fair value. Collateral values are estimated using Level 3 inputs based upon observable market data. Real estate values are generally valued using independent appraisals or other indications of value based on recent comparable sales of similar properties or assumptions generally available in the market.

(In thousands)	Fair value measurements at reporting date using:				Gain (losses) from fair value changes
	As of 12/31/2023	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Year ended 12/31/2023
Assets:					
Individually evaluated loans	\$ 40,681	\$ 0	\$ 0	\$ 40,681	\$ 826
Other real estate owned	131	0	0	131	23

(In thousands)	Fair value measurements at reporting date using:				Gain (losses) from fair value changes
	As of 12/31/2022	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Year ended 12/31/2022
Assets:					
Individually evaluated loans	\$ 9,460	\$ 0	\$ 0	\$ 9,460	\$ 59
Other real estate owned	152	0		152	15

The following table presents the carrying amounts and estimated fair values of the Company's financial instruments at December 31, 2023 and 2022. The carrying amounts shown in the table are included in the Consolidated Statements of Condition under the indicated captions. The fair value estimates, methods and assumptions set forth below for the Company's financial instruments, including those financial instruments carried at cost, are made solely to comply with disclosures required by GAAP and does not always incorporate the exit-price concept of fair value prescribed by ASC Topic 820-10 and should be read in conjunction with the financial statements and notes included in this Report.

**Estimated Fair Value of Financial Instruments
December 31, 2023**

<i>(In thousands)</i>	Carrying Amount	Fair Value	(Level 1)	(Level 2)	(Level 3)
Financial Assets:					
Cash and cash equivalents	\$ 79,542	\$ 79,542	\$ 79,542	\$ 0	0
Securities - held-to-maturity	312,401	267,455	0	267,455	0
FHLB stock and other stock	33,719	33,719	0	33,719	0
Accrued interest receivable	26,107	26,107	0	26,107	0
Loans/leases, net ¹	5,554,351	5,126,679	0	0	5,126,679
Financial Liabilities:					
Time deposits	\$ 998,013	\$ 990,933	\$ 0	\$ 990,933	0
Other deposits	5,401,834	5,401,834	0	5,401,834	0
Fed funds purchased and securities sold under agreements to repurchase	50,996	50,996	0	50,996	0
Other borrowings	602,100	600,814	0	600,814	0
Trust preferred debentures	0	0	0	0	0
Accrued interest payable	3,474	3,474	0	3,474	0

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

**Estimated Fair Value of Financial Instruments
December 31, 2022**

<i>(In thousands)</i>	Carrying Amount	Fair Value	(Level 1)	(Level 2)	(Level 3)
Financial Assets:					
Cash and cash equivalents	\$ 77,837	\$ 77,837	\$ 77,837	\$ 0	0
Securities - held to maturity	312,344	261,692	0	261,692	0
FHLB stock and other stock	17,720	17,720	0	17,720	0
Accrued interest receivable	24,865	24,865	0	24,865	0
Loans/leases, net ¹	5,222,977	4,939,246	0	0	4,939,246
Financial Liabilities:					
Time deposits	\$ 631,411	\$ 616,488	\$ 0	\$ 616,488	0
Other deposits	5,970,884	5,970,884	0	5,970,884	0
Fed funds purchased and securities sold under agreements to repurchase	56,278	56,278	0	56,278	0
Other borrowings	291,300	289,234	0	289,234	0
Accrued interest payable	1,420	1,420	0	1,420	0

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

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

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

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

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

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

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

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

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

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

Note 20 Regulations and Supervision

Capital Requirements:

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

As of December 31, 2023, the most recent notifications from Federal bank regulatory agencies categorized the Company's subsidiary bank as "well capitalized" under the regulatory framework for PCA. To be categorized as well capitalized, the Company and its subsidiary bank must maintain total risk-based, Tier 1 risk-based, common equity Tier 1 capital and Tier 1 leverage ratios as set forth in the table below. There are no conditions or events since that notification that management believes have changed the capital category of the Company or its subsidiary bank.

In the first quarter of 2020, U.S. Federal regulatory authorities issued an interim final rule that provided banking organizations that adopt CECL during the 2020 calendar year with the option to delay for two years the estimated impact of CECL on regulatory capital relative to regulatory capital determined under the prior incurred loss methodology, followed by a three-year transition period to phase out the aggregate amount of the capital benefit provided during the initial two-year delay (i.e., a five-

year transition in total). In connection with our adoption of CECL on January 1, 2020, we elected to utilize the five-year CECL transition.

The following table presents actual and required capital ratios as of December 31, 2023 and December 31, 2022 for Tompkins and its banking subsidiary. The minimum capital amounts required under Basel III includes the capital conservation buffer of 2.5%, which must be added to each of the minimum required risk-based capital ratios (Total capital to risk-weighted assets, Common equity Tier 1 capital to risk weighted assets and Tier 1 capital to risk weighted assets). Capital levels required to be considered well capitalized are based upon prompt corrective action regulations, as amended to reflect the changes under the Basel III Capital Rules.

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

	Actual	Minimum Capital Required- Basel III Fully-Phased-In	Required to be Considered Well Capitalized
<i>(dollar amounts in thousands)</i>	Amount/Ratio	Amount/Ratio	Amount/Ratio
December 31, 2023			
Total Capital (to risk-weighted assets)			
The Company (consolidated)	\$754,792 /13.4%	\$593,213/>10.5%	\$564,965/>10.0%
Tompkins Community Bank	\$721,297/12.8%	\$591,445/>10.5%	\$563,281/>10.0%
Common Equity Tier 1 Capital (to risk-weighted assets)			
The Company (consolidated)	\$699,525/12.4%	\$395,476/>7.0%	\$367,227/>6.5%
Tompkins Community Bank	\$666,030/11.8%	\$394,297/>7.0%	\$366,133/>6.5%
Tier 1 Capital (to risk-weighted assets)			
The Company (consolidated)	\$699,525/12.4%	\$480,220/>8.5%	\$451,972/>8.0%
Tompkins Community Bank	\$666,030/11.8%	\$478,789/>8.5%	\$450,625/>8.0%
Tier 1 Capital (to average assets)			
The Company (consolidated)	\$699,525/9.1%	\$308,269/>4.0%	\$385,337/>5.0%
Tompkins Community Bank	\$666,030/8.7%	\$307,956/>4.0%	\$384,945/>5.0%
December 31, 2022			
Total Capital (to risk-weighted assets)			
The Company (consolidated)	\$780,472 /14.4%	\$568,431/>10.5%	\$541,363/>10.0%
Tompkins Community Bank	\$736,099/13.6%	\$567,793/>10.5%	\$540,755/>10.0%
Common Equity Tier 1 Capital (to risk-weighted assets)			
The Company (consolidated)	\$730,330/13.5%	\$378,954/>7.0%	\$351,886/>6.5%
Tompkins Community Bank	\$685,956/12.7%	\$378,529/>7.0%	\$351,491/>6.5%
Tier 1 Capital (to risk-weighted assets)			
The Company (consolidated)	\$730,330/13.5%	\$460,159/>8.5%	\$433,091/>8.0%
Tompkins Community Bank	\$685,956/12.7%	\$459,642/>8.5%	\$432,604/>8.0%
Tier 1 Capital (to average assets)			
The Company (consolidated)	\$730,330/9.3%	\$312,695/>4.0%	\$390,868/>5.0%
Tompkins Community Bank	\$685,956/8.8%	\$312,057/>4.0%	\$390,071/>5.0%

Note 21 Condensed Parent Company Only Financial Statements

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

Condensed Statements of Condition

(In thousands)

		As of 12/31/2023	As of 12/31/2022
Assets			
Cash	\$	10,710	\$ 28,543
Investment in subsidiaries		650,595	587,032
Other		8,455	1,344
Total Assets	\$	669,760	\$ 616,920
Liabilities and Shareholders' Equity			
Other liabilities		1,238	942
Tompkins Financial Corporation Shareholders' Equity		668,522	615,978
Total Liabilities and Shareholders' Equity	\$	669,760	\$ 616,920

Condensed Statements of Income

(In thousands)

		Year ended December 31,		
		2023	2022	2021
Dividends received from subsidiaries	\$	42,634	\$ 62,559	\$ 81,408
Other income		297	147	279
Total Operating Income	\$	42,931	\$ 62,706	\$ 81,687
Interest expense		0	0	2,232
Other expenses		13,117	11,295	9,039
Total Operating Expenses	\$	13,117	\$ 11,295	\$ 11,271
Income Before Taxes and Equity in Undistributed				
Earnings of Subsidiaries		29,814	51,411	70,416
Income tax benefit		3,223	2,841	2,068
Equity in undistributed earnings of subsidiaries		(23,532)	30,778	16,780
Net Income	\$	9,505	\$ 85,030	\$ 89,264

Condensed Statements of Cash Flows
(In thousands)

	Year ended December 31,		
	2023	2022	2021
Operating activities			
Net income	\$ 9,505	\$ 85,030	\$ 89,264
Adjustments to reconcile net income to net cash provided by operating activities			
Equity in undistributed earnings of subsidiaries	23,532	(30,778)	(16,780)
Other, net	(7,350)	3,561	4,126
Net Cash Provided by Operating Activities	25,687	57,813	76,610
Investing activities			
Repayment of investments in and advances to subsidiaries	0	350	0
Other, net	1,015	29	(76)
Net Cash Provided by (Used in) Investing Activities	1,015	379	(76)
Financing activities			
Borrowings, net	0	0	0
Cash dividends	(34,512)	(33,565)	(32,415)
Repurchase of common shares	(8,726)	(15,430)	(23,773)
Redemption of trust preferred debentures	0	0	(15,150)
Net proceeds from restricted stock awards	(1,173)	(1,758)	(2,292)
Shares issued for dividend reinvestment plan	0	0	2
Shares issued for employee stock ownership plan	0	2,951	0
Net proceeds from exercise of stock options	(124)	(538)	(803)
Net Cash Used in Financing Activities	(44,535)	(48,340)	(74,431)
Net (decrease) increase in cash	(17,833)	9,852	2,103
Cash at beginning of year	28,543	18,691	16,588
Cash at End of Year	\$ 10,710	\$ 28,543	\$ 18,691

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

Note 22 Segment and Related Information

The Company manages its operations through three reportable business segments in accordance with the standards set forth in *FASB ASC 280, "Segment Reporting"*: (i) banking and financial services ("Banking"), (ii) insurance services ("Tompkins Insurance") and (iii) wealth management ("Tompkins Financial Advisors"). The Company's insurance services and wealth management services are managed separately from the Banking segment.

Banking

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

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

Insurance

The Company provides property and casualty insurance services and employee benefits consulting through Tompkins Insurance Agencies, Inc., a 100% wholly-owned subsidiary of the Company, headquartered in Batavia, New York. Tompkins Insurance is an independent insurance agency, representing many major insurance carriers and provides employee benefit consulting to employers in Western and Central New York and Southeastern Pennsylvania, assisting them with their medical, group life insurance and group disability insurance. Tompkins Insurance has four stand-alone offices in Western New York.

Wealth Management

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

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

As of and for the year ended December 31, 2023

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

As of and for the year ended December 31, 2022

<i>(In thousands)</i>	Banking	Insurance	Wealth Management	Intercompany	Consolidated
Interest income	\$ 251,324	\$ 5	\$ 0	\$ (5)	\$ 251,324
Interest expense	21,048	0	0	(5)	21,043
Net interest income	230,276	5	0	0	230,281
Provision for credit loss expense	2,789	0	0	0	2,789
Noninterest income	25,394	36,721	18,129	(2,272)	77,972
Noninterest expense	156,186	27,678	14,159	(2,272)	195,751
Income before income tax expense	96,695	9,048	3,970	0	109,713
Income tax expense	21,085	2,504	968	0	24,557
Net Income attributable to noncontrolling interests and Tompkins Financial Corporation	75,610	6,544	3,002	0	85,156
Less: Net income attributable to noncontrolling interests	126	0	0	0	126
Net Income attributable to Tompkins Financial Corporation	\$ 75,484	\$ 6,544	\$ 3,002	\$ 0	\$ 85,030
Depreciation and amortization	\$ 10,366	\$ 175	\$ 143	\$ 0	\$ 10,684
Assets	7,610,701	45,090	28,977	(14,082)	7,670,686
Goodwill	64,524	19,867	8,211	0	92,602
Other intangibles, net	1,004	1,655	49	0	2,708
Net loans and leases	5,222,977	0	0	0	5,222,977
Deposits	6,614,659	0	1,079	(13,443)	6,602,295
Total equity	559,123	35,155	23,112	0	617,390

As of and for the year ended December 31, 2021

<i>(In thousands)</i>	Banking	Insurance	Wealth Management	Intercompany	Consolidated
Interest income	\$ 241,322	\$ 11	\$ 0	\$ (15)	\$ 241,318
Interest expense	17,541	0	0	(15)	17,526
Net interest income	223,781	11	0	0	223,792
Credit for credit loss expense	(2,219)	0	0	0	(2,219)
Noninterest income	25,944	35,430	19,727	(2,252)	78,849
Noninterest expense	152,624	26,857	13,058	(2,252)	190,287
Income before income tax expense	99,320	8,584	6,669	0	114,573
Income tax expense	21,257	2,326	1,599	0	25,182
Net Income attributable to noncontrolling interests and Tompkins Financial Corporation	78,063	6,258	5,070	0	89,391
Less: Net income attributable to noncontrolling interests	127	0	0	0	127
Net Income attributable to Tompkins Financial Corporation	\$ 77,936	\$ 6,258	\$ 5,070	\$ 0	\$ 89,264
Depreciation and amortization	\$ 9,987	\$ 208	\$ 55	\$ 0	\$ 10,250
Assets	7,794,561	42,879	33,735	(51,193)	7,819,982
Goodwill	64,370	19,866	8,211	0	92,447
Other intangibles, net	1,571	2,004	68	0	3,643
Net loans and leases	5,032,624	0	0	0	5,032,624
Deposits	6,802,852	0	0	(11,417)	6,791,435
Total equity	664,800	33,171	30,970	0	728,941

Note 23 Derivatives and Hedging Activities

Risk Management Objective of Using Derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its assets and liabilities and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's existing credit derivatives result from participations of loan participation arrangements, therefore, are not used to manage interest rate risk in the Company's assets or liabilities.

Fair Value Hedges of Interest Rate Risk

The Company is exposed to changes in the fair value of certain of its fixed-rate assets due to changes in benchmark interest rates. The Company uses interest rate swaps to manage its exposure to changes in fair value on these instruments attributable to changes in the designated benchmark interest rate. Interest rate swaps designated as fair value hedges involve the payment of fixed-rate amounts to a counterparty in exchange for the Company receiving variable-rate payments over the life of the agreements without the exchange of the underlying notional amount.

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

As of December 31, 2023, the following amounts were recorded on the Consolidated Statement of Condition related to cumulative basis adjustment for fair value hedges. As of December 31, 2022, there no balances for Fixed Rate Loans.

Line Item in the Statement of Financial Position in Which the Hedged Item is Included	Carrying Amount of the Hedged Assets/(Liabilities)	Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets/(Liabilities)
		December 31, 2023
Fixed Rate Loans ¹	\$148,633	\$(1,367)
Total	\$148,633	\$(1,367)

¹ These amounts include the amortized cost basis of closed portfolios of fixed rate loans used to designate hedging relationships in which the hedged item is the stated amount of assets in the closed portfolio anticipated to be outstanding for the designated hedged period. At December 31, 2023, the amortized cost basis of the closed portfolios used in these hedging relationships was \$763.4 million; the cumulative basis adjustments associated with these hedging relationships was \$1.4 million; and the amounts of the designated hedged items were \$150.0 million.

Non-designated Hedges

The Company's existing credit derivatives result from participations in interest rate swaps provided by external lenders as part of loan participation arrangements, and therefore, are not used to manage interest rate risk in the Company's assets or liabilities. Derivatives not designated as hedges are not speculative and result from a service the Company provides to certain lenders which participate in loans.

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

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the consolidated statements of condition as of December 31, 2023 and December 31, 2022. The Company began entering into derivative transactions in the second quarter of 2022. Amounts below are presented on a net basis in accordance with applicable accounting guidance.

Derivative Assets

December 31, 2023			
<i>(In thousands)</i>	Notional Amount	Balance Sheet Location	Fair Value*
Derivatives designated as hedging instruments			
Interest Rate Products	\$ 150,000	Other Assets \$	1,503
Total derivatives designated as hedging instruments		\$	1,503
Derivatives not designated as hedging instruments			
Interest Rate Products	\$ 34,930	Other Assets \$	1,610
Risk Participation Agreement	0	Other Assets	0
Total derivatives not designated as hedging instruments		\$	1,610

Derivative Assets

December 31, 2022			
<i>(In thousands)</i>	Notional Amount	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments			
Interest Rate Products	\$ 0	Other Assets \$	0
Total derivatives designated as hedging instruments		\$	0
Derivatives not designated as hedging instruments			
Interest Rate Products	\$ 0	Other Assets \$	0
Risk Participation Agreement	0	Other Assets	0
Total derivatives not designated as hedging instruments		\$	0

Derivative Liabilities

December 31, 2023			
<i>(In thousands)</i>	Notional Amount	Balance Sheet Location	Fair Value*
Derivatives not designated as hedging instruments			
Interest Rate Products	\$ 34,930	Other Liabilities \$	1,778
Risk Participation Agreement	7,542	Other Liabilities	48
Total derivatives not designated as hedging instruments		\$	1,826

Derivative Liabilities

December 31, 2022			
<i>(In thousands)</i>	Notional Amount	Balance Sheet Location	Fair Value
Derivatives not designated as hedging instruments			
Risk Participation Agreement	\$ 7,499	Other Liabilities \$	21
Total derivatives not designated as hedging instruments		\$	21

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

The table below presents the effect of the Company's derivative financial instruments on the consolidated statements of income for the years ended December 31, 2023 and 2022:

The Effect of Fair Value and Cash Flow Hedge Accounting on the Statement of Financial Performance

	Location of Gain or (Loss) Recognized in Income on Derivative	
	Year Ended December 31, 2023	Year Ended December 31, 2022
<i>(In thousands)</i>	Interest Income	
Total amounts of income and expense line items presented in the statement of financial performance in which the effects of fair value or cash flow hedges are recorded	\$ 1,650	\$ 0
The effects of fair value and cash flow hedging:		
Gain or (loss) on fair value hedging relationships in Subtopic 815-20		
Interest contracts		
Hedged items	(1,367)	0
Derivatives designated as hedging instruments	3,017	0

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

The table below presents the effect of the Company's derivative financial instruments that are not designated as hedging instruments on the consolidated statements of income for the years ended December 31, 2023 and 2022:

Effect of Derivatives Not Designated as Hedging Instruments on the Statement of Financial Performance

Derivatives Not Designated as Hedging Instruments under Subtopic 815-20	Location of Gain or (Loss) Recognized in Income on Derivative	Amount of Gain or (Loss) Recognized in Income on Derivative	
		Year Ended December 31, 2023	Year Ended December 31, 2022
<i>(In thousands)</i>			
Interest Rate Products	Other income / (expense)	\$ (168)	\$ 0
Risk Participation Agreement	Other income / (expense)	114	57
Total		\$ (54)	\$ 57
Fee Income	Other income / (expense)	\$ 539	\$ 0

Credit-risk-related Contingent Features

Applicable for OTC derivatives with dealers

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

As of December 31, 2023, the fair value of derivatives in a net liability position, which includes accrued interest but excludes any adjustment for nonperformance risk, related to these agreements was \$1.8 million. As of December 31, 2023, the Company has posted \$1.5 million in collateral related to these agreements. The interest rate hedge counterparty has posted \$1.5 million of collateral in proportion to potential losses in the derivative position.

Unaudited Quarterly Financial Data

The Company has adopted certain provisions within the amendments to Regulation S-K that eliminate tabular presentation of unaudited quarterly financial information. There have been no material retrospective changes to financial statements for any of the quarters within the fiscal years ended December 31, 2023 and December 31, 2022.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company's management, including its Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of December 31, 2023. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that as of the end of the period covered by this Report on Form 10-K, the Company's disclosure controls and procedures were effective.

Management's Annual Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. As of December 31, 2023, management evaluated the effectiveness of the Company's internal control over financial reporting based on the framework for effective internal control over financial reporting established in "Internal Control - Integrated Framework (2013)," issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission. Based on its evaluation under the COSO framework, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2023. The results of management's assessment were reviewed with the Company's Audit and Risk Committee of its Board of Directors. The independent registered public accounting firm that audited the Company's consolidated financial statements included in this report has issued an attestation report on the Company's internal control over financial reporting as of December 31, 2023, which is included in Part II, Item 8 of this Report.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting that occurred during the quarter ended December 31, 2023, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

None

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

None

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated herein by reference to the material under the captions "Proposal No. 1 – Election of Directors", the discussion of the Company's code of ethics under "Corporate Governance Matters", the discussion of the Audit & Risk Committee under "Matters Relating to the Board of Directors" and the discussion, if any, of any failures to timely file reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended under "Delinquent Section 16(a) Reports" all in the Company's proxy statement relating to its 2024 annual meeting of shareholders (the "Proxy Statement"), which the Company intends to file with the Securities and Exchange Commission on or about April 2, 2024; and the material captioned "Information About Our Executive Officers" in Part I of this Report on Form 10-K.

Item 11. Executive Compensation

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

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

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

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

Information regarding stock-based compensation awards outstanding and available for future grant as of December 31, 2023 is presented in the table below.

Equity Compensation Plan Information			
Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans (excluding Securities in Column (a))
	(a)	(b)	(c)
Equity Compensation Plans Approved by Security Holders	91,614 ¹	\$59.13	1,096,369 ²
Equity Compensation Plans Not Approved by Security Holders	0	0.00	0

¹ Includes 42,732 Performance Stock Units to be issued in company shares if certain target metrics are met. No weighted average exercise price is included in Column (b) for these.

² Represents shares that are available for issuance under the 2019 Equity Incentive Plan, which was effective May 7, 2019.

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

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

Item 14. Principal Accountant Fees and Services

The information called for by this item is incorporated herein by reference to the material under the caption "Independent Registered Public Accounting Firm" in the Proxy Statement. Our independent registered public accounting firm is KPMG LLP, Rochester, NY, Auditor Firm ID 185.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1) The following financial statements and Reports of KPMG LLP are included in this Annual Report on Form 10-K:

Reports of KPMG LLP, Independent Registered Public Accounting Firm on Consolidated Financial Statements and Internal Control over Financial Reporting
Consolidated Statements of Condition as of December 31, 2023 and 2022
Consolidated Statements of Income for the years ended December 31, 2023, 2022, and 2021
Consolidated Statements of Comprehensive Income for the years ended December 31, 2023, 2022, and 2021
Consolidated Statements of Cash Flows for the years ended December 31, 2023, 2022, and 2021
Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2023, 2022, and 2021
Notes to Consolidated Financial Statements

(a)(2) List of Financial Statement Schedules

Not Applicable.

(a)(3) Exhibits

The following exhibits are filed as a part of this report:

Item No.	Description
3.1	<u>Amended and Restated Certificate of Incorporation of the Company, incorporated herein by reference to Exhibit 3(i) to the Company's Form 10-Q, filed with the Commission on August 11, 2008.</u>
3.2	<u>Second Amended and Restated Bylaws of the Company, incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Commission on January 31, 2011.</u>
4.1	Form of Specimen Common Stock Certificate of the Company, incorporated herein by reference to Exhibit 4 to the Company's Registration Statement on Form 8-A (No. 0-27514), filed with the Commission on December 29, 1995.
4.2	<u>Description of Securities Registered Under Section 12 of the Securities Exchange Act of 1934, incorporated herein by reference to Exhibit 4.2 to the Company's Annual Report on Form 10-K, filed with the commission on March 2, 2020.</u>
10.1*	<u>Supplemental Executive Retirement Agreement between James W. Fulmer and Tompkins Trustco, Inc., dated December 28, 2005, incorporated herein by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K, filed with the Commission on March 16, 2006.</u>
10.2*	<u>Amendment to Supplemental Executive Retirement Agreement between James W. Fulmer and the Company (formerly known as Tompkins Trustco, Inc.) dated as of September 2, 2014, incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 10, 2014.</u>
10.3*	<u>Amended and Restated Supplemental Executive Retirement Agreement, dated November 9, 2016, between Tompkins Financial Corporation and Stephen S. Romaine, incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, as filed with the Commission on November 9, 2016.</u>
10.4*	<u>Amended and Restated Supplemental Executive Retirement Agreement, dated November 9, 2016, between Tompkins Financial Corporation and Francis M. Feitsko, incorporated herein by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 9, 2016.</u>
10.5*	<u>Amended and Restated Supplemental Executive Retirement Agreement, dated November 9, 2016, between Tompkins Financial Corporation and David S. Boyce, incorporated herein by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 9, 2016.</u>
10.6*	<u>Form of Officer Group Term Life Replacement Plan (the "Plan") among Tompkins Trust Company and the Participants in the Plan, incorporated herein by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K, filed with the Commission on March 16, 2006.</u>
10.7*	<u>Tompkins Trustco, Inc. Officer Group Term Life Replacement Plan, as amended on June 26, 2006, incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on August 9, 2006.</u>
10.8*	<u>2009 Equity Plan, incorporated herein by reference to Exhibit 99 to the Company's Registration Statement on Form S-8 (No. 333-160738), filed with the Commission on July 22, 2009.</u>
10.9*	<u>Amended and Restated Supplemental Executive Retirement Agreement, dated November 9, 2016, between Tompkins Financial Corporation and Gregory J. Hartz, incorporated herein by reference to Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 9, 2016.</u>
10.10*	<u>Form of Award Agreement under 2009 Equity Plan (Restricted Stock), incorporated herein by reference to Exhibit 10.11 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 9, 2016.</u>

- 10.11* [Form of Award Agreement under 2009 Equity Plan \(Stock-Settled Stock Appreciation Right\), incorporated herein by reference to Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 9, 2016.](#)
- 10.12* [Form of Supplemental Executive Retirement Agreement, dated November 9, 2016, between Tompkins Financial Corporation and each of Stephen S. Romaine, David S. Boyce, and Francis M. Fetsko, incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 9, 2016.](#)
- 10.13* [Form of Supplemental Executive Retirement Agreement, dated November 9, 2016, between Tompkins Financial Corporation and each of Alyssa Hochberg Fontaine, Scott L. Gruber, Gregory J. Hartz, Gerald J. Klein, Jr., and John M. McKenna, incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 9, 2016.](#)
- 10.14* [Amended and Restated Supplemental Executive Retirement Agreement, dated November 9, 2016, between Tompkins Financial Corporation and Alyssa Hochberg Fontaine, incorporated herein by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 9, 2016.](#)
- 10.15* [Amended and Restated Supplemental Executive Retirement Agreement, dated November 9, 2016, between Tompkins Financial Corporation and John M. McKenna, incorporated herein by reference to Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 9, 2016.](#)
- 10.16* [Amendment No. 1 to Amended and Restated Retainer Plan for Eligible Directors of Tompkins Financial Corporation and Its Wholly-owned Subsidiaries, dated January 1, 2018 incorporated herein by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K, filed with the commission on March 1, 2018.](#)
- 10.17* [Amendment No. 1 to the 2009 Equity Plan, incorporated herein by reference to Appendix A to the Company's Proxy Statement for the 2016 Annual Meeting of Shareholders, filed with the Commission on April 1, 2016.](#)
- 10.18* [Form of Performance Share Award Agreement under Tompkins Financial Corporation 2019 Equity Plan, incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly report on Form 10-Q filed with the commission on November 12, 2019.](#)
- 10.19* [Form of Award Agreement \(Time-Based Restricted Stock\) under Tompkins Financial Corporation 2019 Equity Plan, incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the commission on November 12, 2019.](#)
- 10.20* [Amendment No. 1 to Supplemental Executive Retirement Agreement by and between the Company and Stephen S. Romaine, effective November 12, 2019, incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed with the commission on November 12, 2019.](#)
- 10.21* [Amendment to the TFC Officer Group Term Replacement Plan by and between the Company and Stephen S. Romaine, dated as of February 28, 2020, incorporated herein by reference to Exhibit 10.32 to the Company's Annual Report on Form 10K, filed with the commission on March 2, 2020.](#)
- 10.22* [Amendment to the TFC Officer Group Term Replacement Plan by and between the Company and Francis M. Fetsko, dated as of February 28, 2020, incorporated herein by reference to Exhibit 10.32 to the Company's Annual Report on Form 10K, filed with the Commission on March 2, 2020.](#)
- 10.23* [Amendment to the TFC Officer Group Term Replacement Plan by and between the Company and David S. Boyce, dated as of February 28, 2020, incorporated herein by reference to Exhibit 10.32 to the Company's Annual Report on Form 10K, filed with the Commission on March 2, 2020.](#)

- 10.24* [Second Amended and Restated Retainer Plan for Eligible Directors of Tompkins Financial Corporation and Its Wholly-owned Subsidiaries, incorporated herein by reference to Exhibit 10.30 to the Company's Annual Report on Form 10-K, filed with the Commission on March 1, 2021.](#)
- 10.25* [Form of Performance Share Award Agreement \(PSUs\) under Tompkins Financial Corporation 2019 Equity Plan, incorporated by reference to exhibit 10.31 to the Company's Annual Report on Form 10-K, filed with the Commission on March 1, 2023.](#)
- 10.26* [Tompkins Financial Corporation 2019 Equity Incentive Plan, incorporated herein by reference to Appendix A of the Company's DEF 14A filed with the Commission on March 29, 2019.](#)
- 10.27* [Amendment No. 1 to Tompkins Financial Corporation 2019 Equity Incentive Plan, incorporated herein by reference Appendix A of the Company's DEF 14A filed with the Commission on March 30, 2023.](#)
- 10.28* [Letter Agreement, dated August 4, 2023, between Tompkins Financial Corporation and Francis M. Fetsko, incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 8, 2023.](#)
- 10.29* [Amendment No. 1 to Performance Share Aware Agreements, dated August 4, 2023, between Tompkins Financial Corporation and Francis M. Fetsko, incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 8, 2023.](#)
- 10.30* [Amendment to the Officer Group Replacement Plan, dated August 4, 2023, between Tompkins Financial Corporation and Francis M. Fetsko, incorporated herein by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q, filed with the Commission on November 8, 2023.](#)
- 10.31* [Letter Agreement, dated July 12, 2023, between Tompkins Financial Corporation and Matthew Tomazin \(filed herewith\).](#)
- 10.32* [Letter Agreement, dated October 24, 2021, between Tompkins Financial Corporation and Ginger G. Kunkel \(filed herewith\).](#)
- 10.33* [Supplemental Executive Retirement Agreement, dated December 27, 2023, between Tompkins Financial Corporation and Ginger G. Kunkel \(filed herewith\).](#)
- 10.34* [Form of Performance Share Award Agreement \(PSUs\) under Tompkins Financial Corporation 2019 Equity Plan \(filed herewith\).](#)
- 10.35* [Tompkins Financial Non-Equity Short Term Incentive Plan \(filed herewith\).](#)
- 10.36* [Tompkins Financial Corporation Deferred Compensation Plan for Selected Officers \(filed herewith\).](#)
- 21 [Subsidiaries of Registrant, incorporated herein by reference to Exhibit 21 to the Company's Annual Report on Form 10-K \(filed herewith\).](#)
- 23 [Consent of Independent Registered Public Accounting Firm \(filed herewith\)](#)
- 24 [Power of Attorney, included on signature page of this Report on Form 10-K.](#)
- 31.1 [Certification of the Chief Executive Officer as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
- 31.2 [Certification of the Chief Financial Officer as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
- 32.1 [Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)
- 32.2 [Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(filed herewith\).](#)

97	Tompkins Financial Corporation Amended and Restated Clawback Policy (filed herewith).
101 INS**	The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document
101 SCH**	Inline XBRL Taxonomy Extension Schema Document
101 CAL**	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101 DEF**	Inline XBRL Taxonomy Extension Definition Linkbase Document
101 LAB**	Inline XBRL Taxonomy Extension Label Linkbase Document
101 PRE**	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the interactive data file because its XBRL tags are embedded with the inline XBRL document.

*Denotes management contract or compensatory plan or arrangement

** Attached as Exhibit 101 to this report are the following formatted in Inline XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Condition as of December 31, 2023 and December 31, 2022; (ii) Consolidated Statements of Income as of December 31, 2023; (iii) Consolidated Statements of Comprehensive Income as of December 31, 2023; (iv) Consolidated Statements of Cash Flows as of December 31, 2023; (v) Consolidated Statements of Changes in Shareholders' Equity as of December 31, 2023; and (vi) Notes to Unaudited Condensed Consolidated Financial Statements.

Item 16. Form 10-K Summary.

None.

SIGNATURES

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

TOMPKINS FINANCIAL CORPORATION

/s/ Stephen S. Romaine

By: Stephen S. Romaine
President and Chief Executive Officer
(Principal Executive Officer)

Date: February 29, 2024

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, jointly and severally, Stephen S. Romaine and Matthew D. Tomazin, and each of them, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution, for him or her, and in his or her name, place and stead, in any and all capacities, to sign any amendments to this Report on Form 10-K, and to file the same, with Exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

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

<i>Signature</i>	<i>Date</i>	<i>Capacity</i>	<i>Signature</i>	<i>Date</i>	<i>Capacity</i>
<u>/s/Thomas R. Rochon</u> Thomas R. Rochon	<u>2/29/2024</u>	Chairman of the Board Director	<u>/s/Jennifer R. Tegan</u> Jennifer R. Tegan	<u>2/29/2024</u>	Director
<u>/s/Stephen S. Romaine</u> Stephen S. Romaine	<u>2/29/2024</u>	President and Chief Executive Officer (Principal Executive Officer) Director	<u>/s/Patricia A. Johnson</u> Patricia A. Johnson	<u>2/29/2024</u>	Director
<u>/s/James W. Fulmer</u> James W. Fulmer	<u>2/29/2024</u>	Vice Chairman, Director	<u>/s/John D. McClurg</u> John D. McClurg	<u>2/29/2024</u>	Director
<u>/s/Matthew D. Tomazin</u> Matthew D. Tomazin	<u>2/29/2024</u>	Executive Vice President Chief Financial Officer (Principal Financial Officer)	<u>/s/Ita M. Rahilly</u> Ita M. Rahilly	<u>2/29/2024</u>	Director
<u>/s/David K. Kershaw</u> David K. Kershaw	<u>2/29/2024</u>	Chief Accounting Officer (Principal Accounting Officer)	<u>/s/Michael H. Spain</u> Michael H. Spain	<u>2/29/2024</u>	Director
<u>/s/John E. Alexander</u> John E. Alexander	<u>2/29/2024</u>	Director	<u>/s/Alfred J. Weber</u> Alfred J. Weber	<u>2/29/2024</u>	Director
<u>/s/Paul J. Battaglia</u> Paul J. Battaglia	<u>2/29/2024</u>	Director	<u>/s/Angela B. Lee</u> Angela B. Lee	<u>2/29/2024</u>	Director
<u>/s/Daniel J. Fessenden</u> Daniel J. Fessenden	<u>2/29/2024</u>	Director	<u>/s/Nancy E. Catarisano</u> Nancy E. Catarisano	<u>2/29/2024</u>	Director



118 E. Seneca Street, P.O. Box 460, Ithaca, New York 14851
(607) 273-3210

www.tompkinsfinancial.com



July 7, 2023

Dear Matt:

I am pleased to offer you the position of Executive Vice President, Chief Financial Officer and Treasurer of Tompkins Financial Corporation at an annual base salary rate of \$340,000.

Below, please find an outline of the major terms and conditions of this offer based on a projected start date of October 1, 2023.

Compensation: Your bi-weekly rate of pay will be \$ 13,076.92 (\$340,000 annual basis).

- You will be eligible to participate in the Company's 2024 Senior Incentive Plan with a potential payout of thirty-five percent (35%) of base salary.
- You will remain eligible for consideration for grants under the Tompkins Financial Corporation Equity Plan.
- You will have 75% of the monthly dues and 100% of business-related expenses reimbursed for your country club membership.
- You will have the use of a company-owned vehicle pursuant to the Tompkins Financial Corporation Guidelines for Purchase and Personal Use of a Company-Owned Vehicle.

This offer of employment is contingent upon satisfactory completion of the following:

- Successfully complete a criminal background investigation. An email will be sent to your personal email to complete information to start the process. It is quick and should be completed upon receipt.
- Our standard "Directors & Officers" Survey, in order to confirm your eligibility to serve as an executive officer under applicable federal/state law and Company policy. This will be provided by email to you.

Please indicate to me in writing your acceptance of this offer at your earliest convenience. We would like your transition to this new position to commence on or about October 1, 2023. We look forward to working with you in your new role, Matt.

Sincerely,

/s/ Stephen S. Romaine

Stephen S. Romaine
President & CEO Tompkins Financial Corp.

I accept the terms and provisions of this offer of at will employment.

/s/ Matthew Tomazin

July 12, 2023

Matthew Tomazin

Date



October 24, 2021

Dear Ginger:

I am pleased to offer you the position of Chief Operating Officer, Tompkins VIST Bank and Executive Vice President of Tompkins Financial Corporation at an annual base salary rate of \$300,000. Pending the retirement of Scott Gruber, we anticipate you will be named President, Tompkins Pennsylvania. These titles require Board of Directors approval, and we will present your nomination at the next meeting of each of the Board of Directors. Your primary office will be at our Bank location, 1240 Broadcasting Road, Wyomissing, Pennsylvania 19610.

Below, please find an outline of the major terms and conditions of this offer based on a projected start date of December 1, 2021.

Compensation: Your bi-weekly rate of pay will be \$ 11,538.46, (\$300,000 annual basis).

- You will be eligible to participate in the Company's 2022 Senior Incentive Plan with a potential payout of thirty-five percent (35%) of base salary.
- You will be eligible for consideration for grants under the Tompkins Financial Corporation Equity Plan.
- You will be eligible for a Supplemental Executive Retirement Plan (SERP) following one (1) year of employment.
- You will have 75% of the monthly dues and 100% of business related expenses reimbursed for your country club membership.
- You will have the use of a company-owned vehicle pursuant to the Tompkins Financial Corporation Guidelines for Purchase and Personal Use of a Company-Owned Vehicle.

Benefits Package: Our Company offers a competitive and comprehensive benefits package. For your information, below is an overview of the major benefits available:

- 401K participation commencing from date of employment – 4% match on 5% employee contribution; 3-year vesting schedule.
 - Profit Sharing Plan – 1 year eligibility to participate
 - Retirement Plan / Defined Contribution Plan - 1 year eligibility to participate with 3 year vesting schedule
 - Medical, Dental and Vision insurance - Eligible 1st of month following date of hire
 - Short-Term Disability - Effective 1st of the month following date of hire
 - Long-Term Disability - Effective 1st of the month following date of hire
 - Employer paid Life Insurance & ADD – 2 x annual salary effective 1st of month following date of hire
 - Optional Accident insurance - Eligible 1st of month following date of hire
-

- Optional Critical Illness insurance - Eligible 1st of month following date of hire
- Optional Life Insurance – Eligible 1st of month following date of hire
- Optional AD&D Insurance – Eligible 1st of month following date of hire
- Optional Dependent Life Insurance - Eligible 1st of month following date of hire
- 10 paid holiday each calendar year pursuant to the Company's schedule (11 paid holidays beginning in 2022)

**All benefits and prerequisites are subject to change without advanced notice.*

Paid Leave: 24 days in 2022

This offer of employment is contingent upon satisfactory completion of the following:

- Successfully complete a criminal background investigation. An email will be sent to your personal email to complete information to start the process. It is quick and should be completed upon receipt.
- Documentation that you are lawfully authorized to work in the United States by completing an I-9 form on your first day and providing the appropriate documentation to satisfy this requirement.
- Your satisfactory completion of our standard “Directors & Officers” Survey, in order to confirm your eligibility to serve as an executive officer under applicable federal/state law and Company policy. This will be provided by email to you.
- Prior to December 31, 2022, your successful graduation and completion of a four-year (bachelors) degree at an accredited higher education institution.

This offer of employment relies on the following: If you are bound by one or more agreements with your current or former employer(s) which purport to restrict certain of your activities following your departure from your current or former employer(s) (collectively referred to as your “Existing Agreement”), we ask that you please provide us copies of all such Existing Agreements. Please note that these provisions can sometimes be included in equity awards, bonus awards, or in new-hire paperwork. Our expectation of you is that you will observe your various legal obligations to your current and former employers, including without limitation your obligations under the Existing Agreement (if applicable). It is important to understand that the Existing Agreement may restrict not only your direct activities, but also the activities of other Tompkins personnel who are working in concert with you, or under your supervision. Once we have received from you any applicable Existing Agreements, we can undertake an appropriate analysis and determine next steps. It is acknowledged and agreed that our mutual willingness to potentially limit your activities is an effort to avoid the distraction and expense of a legal dispute with your current and former employer(s); however, in the event of such a dispute, both you and we reserve all rights to challenge the validity or enforceability of any or all of the restrictions in the Existing Agreement, if any.

By signing below, you are confirming that you (i) have not had communications with customers or employees which are prohibited by an Existing Agreement, and (ii) have not taken customer, employee or other information from your current or former employer's sources for later use and that you will not do so in the interval before termination of your current employment. Employment with us is contingent on your compliance with obligations under your Existing Agreement.

Your employment will be at will, meaning that you or the Company may at any time terminate this relationship. Please note this is only an offer of employment and does not represent an employment contract entitling you employment, compensation or benefits for any specific period of time.

Please indicate to me in writing your acceptance of this offer at your earliest convenience. We would like your employment to commence on or about December 1, 2021. We look forward to you joining the Tompkins team, Ginger.

Sincerely,

/s/ Stephen S. Romaine

Stephen S. Romaine
President & Chief Executive Officer

I accept the terms and provisions of this offer of at will employment.

/s/ Ginger Kunkel
Ginger G. Kunkel

October 24, 2021
Date

SUPPLEMENTAL EXECUTIVE RETIREMENT AGREEMENT

This Supplemental Executive Retirement Agreement (the "Agreement") is entered into effective December 27, 2023 by Tompkins Financial Corporation, with offices at 118 E. Seneca St., Ithaca, New York 14850, and **Ginger G. Kunkel**, residing at [] (the "Executive"). The Executive and the Company are sometimes referred to herein individually as "Party" and together as "Parties."

PREAMBLE

The principal objective of this Agreement is to ensure the payment of competitive levels of retirement income to the Executive, who has been determined to be a key executive of Tompkins Financial Corporation and its subsidiaries, in order to retain and motivate such Executive, on the terms and conditions described herein. Therefore, for good and valuable consideration, including without limitation the supplementary benefits under this Agreement, the receipt and sufficiency of which is acknowledged, the Parties desire to enter into this Agreement.

SECTION I. DEFINITIONS

- 1.1. "Board of Directors" means the Board of Directors of Tompkins Financial Corporation.
 - 1.2. "Cause" means (a) the conviction of the Executive by a court of competent jurisdiction of a crime which constitutes a felony under any state or federal law, (b) an act by the Executive which in the reasonable opinion of the Board of Directors constitutes an intentional theft of property of the Company or its subsidiaries, (c) the willful and continued failure or refusal of the Executive to perform her duties, or (d) gross negligence or willful misconduct on the part of the Executive that is materially and
-

demonstrably detrimental to the Company or its subsidiaries (as determined by the Board of Directors in its reasonable discretion).

- 1.3. “Code” means the Internal Revenue Code of 1986, as amended.
- 1.4. “Committee” means the Compensation Committee of the Board of Directors, which has been given authority by the Board of Directors to administer this Agreement.
- 1.5. “Company” means Tompkins Financial Corporation.
- 1.6. “Compensation” has the meaning set forth in Section 7.1(b).
- 1.7. “Disabled” means that by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months, the Executive is unable to engage in any substantial gainful activity.
- 1.8. [Intentionally Omitted.]
- 1.9. “Earnings” means the Executive's annual base salary (which excludes, among other things, any bonuses/incentive payments, profit sharing, benefits, fringe or other supplemental income)
- 1.10. “Excise Tax” has the meaning set forth in Section 7.1(c).
- 1.11. “Good Reason” exists in the event of (i) a material diminution in the Executive’s base compensation, authority, duties or responsibilities; (ii) a material change in the geographic location at which the Executive is required to perform the duties of the Executive’s position; or (iii) a material breach of this Agreement by the Company or its successor, or of any other agreement pursuant to which the Executive provides services for the Company or its successor, provided the Executive gives written notice to the Company or its successor, as applicable, within ninety (90) days of the initial existence

of the condition described in (i), (ii) or (iii), above, and the Company or its successor fails to remedy such condition within thirty (30) days after receipt of such notice.

- 1.12. “Interest Rate” means the Prime Rate as published in The Wall Street Journal on the first business day of the calendar year in which the interest is accrued; in the event that The Wall Street Journal does not publish a Prime Rate, the Committee is authorized to select a comparable rate or method of interest calculation, which rate or method shall be adopted by the Committee in its sole discretion.
- 1.13. “Prohibited Activity” is an activity in which the Executive, directly or indirectly (a) comes to own, manage, operate, control, provide services to, be employed by or participate in the ownership, management, operation or control of, or be connected in any other manner with, any financial services business (but which shall exclude Executive’s ownership of less than 1% of any class of equity or debt security of a publicly-traded financial services business), (b) solicits customers of the Company or any of its subsidiaries to reduce or stop doing business with the Company or any of its subsidiaries, or initiates any customer contact, for any reason, except for social contact with customers with whom Executive has a long-standing social or familial relationship, and such contact leads to the Company/subsidiary’s loss of business or business opportunities, or (c) solicits employees of the Company or any of its subsidiaries to leave such employment, or offers employment to employees of the Company or any of its subsidiaries, or initiates any employee contact, for any reason, except for social contact with employees with whom Executive has a long-standing social or familial relationship, and such contact leads to the Company/subsidiary’s loss of such employee’s services.
- 1.14. “Qualifying Disability” has the meaning set forth in Section 6.1.
- 1.15. “Qualifying Termination” has the meaning set forth in Section 4.2.

- 1.16. “Release” has the meaning set forth in Section 8.11.
- 1.17. “Release Date” has the meaning set forth in Section 8.11.
- 1.18. “Restricted Area” means located within, or actively directing marketing efforts within, twenty-five (25) miles of any location of the Company or any of its subsidiaries.
- 1.19. “Retirement Age” has the meaning set forth in Section 2.2.
- 1.20. “Retirement Benefit Freeze” has the meaning set forth in Section 2.1.
- 1.21. “Retirement Date” has the meaning set forth in Section 2.2..
- 1.22. “Senior Leadership Team” means the group of employees of the Company consisting of “officers” of the Company within the meaning of Section 16(a) of the Securities Exchange Act of 1934, as amended, and 17 C.F.R. § 240.16a-2.
- 1.23. “SERP Account” or the “Account” means an account maintained under this Agreement on or after the effective date.
- 1.24. “Vested” means the Executive is eligible to receive a retirement benefit hereunder because she has attained age 63 while still under the employment of the Company.

SECTION II. ELIGIBILITY FOR BENEFITS

2.1 Eligibility. The Executive is eligible to participate in this Agreement by designation of the Board of Directors, in its sole discretion. The Board of Directors may determine, in its sole discretion, that the Executive should cease to continue accruing retirement benefits under this Agreement (a “Retirement Benefit Freeze”), and, in such event, the Board of Directors shall notify the Executive in writing of such determination. Such determination shall not reduce the then-accrued retirement benefit of the Executive under this Agreement, as follows. The Executive will remain entitled to receive, in accordance with Section 3.1, the balance of her SERP Account, determined as of the date of the Retirement Benefit Freeze, which shall continue

to be credited with the addition of interest until the date the balance of her SERP Account has been completely distributed. A Retirement Benefit Freeze will not impair Executive's rights under Section 7 (Change in Control) except as expressly set forth herein.

2.2 Retirement Date. The Executive is eligible to retire under this Agreement and receive a benefit under Section 3.1 beginning on her "Retirement Date" which is the later of: (a) the first day of the month following the month in which the Executive becomes Vested and reaches age sixty-three (63) (which age is referred to as the "Retirement Age" herein), or (b) the first day of the month following the month in which the Executive terminates employment with the Company, so long as she is Vested on such date; for clarity, failure to satisfy the Vesting requirement means that no "Retirement Date" shall have occurred hereunder and Executive shall not be entitled to a retirement benefit hereunder, unless the Qualifying Termination provisions of Section 4.2 or the Qualifying Disability provisions of Section 6.1 apply.

Payments shall commence on the first day of the year following such Retirement Date. Immediately prior to the first payment following Retirement Date, the value of Executive's SERP Account shall be recalculated by multiplying the balance by an adjustment factor according to the following schedule:

Attained Age at Time of Retirement Date	Adjustment Factor
63	80%
64	90%
65 and later	100%

2.3 Termination; Prohibited Activity.

(a) *Involuntary Termination.* Anything herein to the contrary notwithstanding, (i) if within two (2) years after involuntary termination (including resignation with Good Reason), the Executive engages in a Prohibited Activity in the Restricted Area (without prior authorization given by the Committee in writing), or (ii) if the Executive is discharged by the Company or its subsidiaries for Cause, then in either case payments otherwise payable under this Agreement to the Executive or the Executive's beneficiary or beneficiaries will, in the sole discretion of the Committee, be forfeited and the Company will have no further obligation under this Agreement to the Executive or the Executive's beneficiary or beneficiaries.

(b) *Voluntary Termination.* Anything herein to the contrary notwithstanding, no benefits are payable under this Agreement if the Executive engages in a Prohibited Activity at any time before, during or after her voluntary resignation (unless otherwise expressly authorized by the Committee in writing, and except in the case of Prohibited Activity that begins more than two (2) years after a resignation with Good Reason).

(c) *Executive Choice.* Executive acknowledges and agrees that following her termination, she has a choice of either:

- Engaging in a Prohibited Activity and forfeiting the post-employment benefits payable under this Agreement; or,
- Accepting the post-employment benefits payable under this Agreement and not engaging in Prohibited Activities.

Executive further agrees that as a key senior leader of the Company, Executive provides services to the Company which are unique, special, or extraordinary; and that Company makes strategic business decisions, as well as decisions regarding business succession planning and recruitment, in reliance on Executive's commitment to provide her services exclusively to Company. In light

of all of these factors, Executive agrees that the restrictions (and associated forfeiture provisions) of this Section 2.3 are reasonable and justified to protect the Company's business interests. (For clarity, no post-employment benefits are payable following termination for Cause, nor following involuntary termination without Cause before Executive attains the age of fifty-eight (58); therefore, this Agreement does not restrict Executive's ability to engage in Prohibited Activities following such events.)

SECTION III. AMOUNT AND FORM OF RETIREMENT BENEFIT

3.1 **SERP Benefit.** The Executive's SERP Account will be credited annually with a sum equal to 16% of Earnings as of the annual contribution date. The annual contribution date will occur on each July 15th that the Executive remains a member of the Senior Leadership Team of Tompkins Financial Corporation (or is otherwise determined to be a key executive by the Committee in its sole discretion) and will be credited to the Executive's SERP Account as a cash amount in United States Dollars. Executive will be notified in writing by the Committee if it makes a determination that the Executive has not satisfied the above-referenced "key executive" standard in a given year. No contributions described in this paragraph will be credited to the Executive's SERP Account after the Executive has attained age 65.

The SERP Account will be credited with the addition of interest, to be accrued during each quarter and to be credited to such Account on the first business day following the end of such quarter, on the basis of the day weighted average balance in such Account during each quarter, at an annual rate equal to the Interest Rate. Interest credited to the SERP Account shall be compounded quarterly.

Any amounts payable to Executive under this Agreement will be deducted from the SERP Account and shall be paid in annual installments by the Company on the first business day

of each calendar year following the Executive's Retirement Date. Such payments shall be paid, pursuant to the Executive's election, in at least five (5) annual installments, but no more than twenty (20) annual installments (election must be in whole years only). The Executive's election shall be made in writing upon execution of this Agreement, and such election is irrevocable. In the absence of a duly executed and delivered written election by the Executive at the time of execution of this Agreement, payments of the SERP Account shall be made in five (5) annual installments. The amount of each payment shall be determined by dividing the value of the SERP Account immediately prior to such payment by the number of payments remaining to be paid. The final installment payment shall be equal to the balance of the SERP Account on such date. Notwithstanding the above, in the event the Executive is determined to be a "specified employee" as such term is defined in Treasury Regulations §1.409A-1(i), then any benefit otherwise payable on or before the date which is six (6) months after the Executive's termination of employment date shall be delayed until the earlier of the Executive's date of death or the first (1st) day of the seventh (7th) month after the Executive's termination of employment date; provided, however, that such delay is only required for benefits constituting nonqualified deferred compensation under Code Section 409A, and the delay will apply only to those benefits that are not exempt from Code Section 409A. Payments thereafter will be made as scheduled in accordance with this Section 3.1 assuming there had been no 6-month delay.

3.2 Death Benefit.

(a) Upon the death of the Executive after the commencement of the Executive's Retirement Benefit (that is, the first date on which the Executive receives a payment hereunder), the Executive's named beneficiary or beneficiaries shall be paid the remaining value of the SERP Account in one single lump sum.

(b) If the Executive is Vested at the time of her death, then upon the death of the Executive prior to the commencement of the Executive's Retirement Benefit (that is, the first date on which the Executive receives a payment hereunder), the Executive's named beneficiary or beneficiaries shall be paid the remaining value of the SERP Account in one single lump sum. No such payment shall be made if the Executive is not Vested at the time of her death.

(c) If Executive's named beneficiary or beneficiaries have predeceased Executive, the benefit under this Section 3.2 will be paid to the Executive's estate.

(d) The Executive shall be permitted to designate one or more beneficiaries by completing and delivering a Benefit and Beneficiary Designation Form in the form attached hereto as **Exhibit A** ("Election Form") to the Committee. Any beneficiary designation made on an Election Form shall supersede any beneficiary designation made by any preceding Election Form as may have been delivered by the Executive to the Committee. For the avoidance of doubt, in the event that the Executive delivers an Election Form to the Committee indicating an intent to make a change in the timing or form of payment of any benefit under this Agreement which is not permitted to be made under the terms and conditions of this Agreement, any beneficiary designation made on such Election Form shall be binding, notwithstanding the invalidity of such payment election.

SECTION IV. PAYMENT OF RETIREMENT BENEFITS

4.1 [Reserved.]

4.2 Termination. Notwithstanding any contrary provision herein, if (i) the Executive terminates employment voluntarily (which shall not include resignation with Good Reason) before becoming Vested, or (ii) the Executive is terminated by the Company without Cause before Executive attains the age of fifty-eight (58), or (iii) if Executive is terminated by the Company for Cause at any time, then in any such case, the Company shall have no obligation to

pay, and the Executive shall have no right to receive, any retirement benefit under this Agreement whatsoever.

In the event of the Executive's involuntary termination of employment (other than for Cause) on or after the attainment of age fifty-eight (58), or resignation with Good Reason on or after the attainment of age fifty-eight (58) (each, a "Qualifying Termination"), the benefit payable to the Executive shall be determined as set forth in Section 3.1 (but discounted as set forth below), and payments shall commence on the first day of the year following such Qualifying Termination. Immediately prior to the first payment following a Qualifying Termination, the value of Executive's SERP Account shall be recalculated by multiplying the balance by an adjustment factor according to the following schedule:

Attained Age at Time of Qualifying Termination	Adjustment Factor
58	30%
59	40%
60	50%
61	60%
62	70%
63	80%
64	90%
65 and later	100%

4.3 Health-Related Leave of Absence. Provided there is a reasonable expectation that the Executive will return to perform services for the Company (an “Expected Return”), the Committee may determine that the Executive has not separated from service for purposes of this Agreement during a leave of absence of up to twenty-nine (29) months, if such leave of absence is due to any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than six months, and such impairment causes the Executive to be unable to perform the duties of her position or any substantially similar position (a “Qualified Impairment”). For clarity, even if a Qualified Impairment and Expected Return exist, the Committee is not obligated to defer the Employee’s separation from service during this period, and (subject to applicable federal and state law pertaining to medical leaves of absence) the Committee may instead elect to involuntarily terminate the Executive’s employment (other than for Cause) under Section 4.2 during this period. The determination as to the existence or absence of such Qualified Impairment and such Expected Return will be made by an independent physician identified by the Company. For purposes of this Agreement, if the Executive is treated as not having experienced a separation from service with the Company on account of the application of this Section 4.3 during a leave of absence, the Executive will be deemed to have experienced a separation from service, if the Executive has not recommenced employment with the Company or an affiliate of the Company, effective as of the earliest of: (i) the expiration of twenty-nine (29) months after commencement of the leave of absence; (ii) if the Executive retains one or more rights to reemployment under applicable law or by contract during the leave of absence, the expiration or termination of rights; and (iii) the Company ceasing to have a reasonable expectation that the Executive will return to employment with the Company.

SECTION V. DEATH BENEFITS PAYABLE

5.1 Death Benefit. Other than the death benefit under Section 3.2, no death benefits are payable under this Agreement.

SECTION VI. DISABILITY BENEFITS PAYABLE

6.1 Disability Benefit. In the event that the Executive becomes Disabled, as determined by an independent physician identified by the Company, before attaining age fifty-eight (58), the Company shall have no obligation to pay, and the Executive shall have no right to receive, any retirement benefit under this Agreement whatsoever.

In the event that the Executive becomes Disabled, as determined by an independent physician identified by the Company (other than at a time when facts and circumstances exist under which the Company could, and does, terminate the Executive's employment for Cause) at any time on or after the attainment of age fifty-eight (58) (a "Qualifying Disability"), the Executive shall be entitled to the benefit payable to the Executive as set forth in Section 3.1 (but discounted as set forth below), and payments shall commence on the first day of the year following the year in which the Executive attains Social Security normal retirement age. The value of Executive's SERP Account shall be recalculated as of the date the Qualifying Disability began by multiplying the balance on such date by an adjustment factor according to the following schedule:

Attained Age at first day of Qualifying Disability	Adjustment Factor
58	30%
59	40%
60	50%
61	60%
62	70%
63	80%
64	90%
65 and later	100%

SECTION VII. CHANGE IN CONTROL

7.1 Change in Control.

(a) In the event of a Change in Control, as defined in Section 7.2, of the Company, the Executive shall be deemed to have completed service to age 65 and shall be 100 percent Vested in the benefit under this Agreement, and the retirement benefit described in Section 3.1 shall commence at the Executive's Retirement Date. The Executive shall not be entitled to the accelerated service completion set forth in this subsection following a Retirement Benefit Freeze, unless the effective date of such Retirement Benefit Freeze occurs within the two-year period immediately prior to announcement of the Change in Control and, in such event, the executive shall remain so entitled.

(b) In the event of a Change in Control of the Company, if the employment of the Executive is thereafter involuntarily terminated without Cause, or if the Executive voluntarily terminates employment for Good Reason (i) within two (2) years after a Change in Control, or

(ii) in anticipation of a Change in Control which then occurs within two (2) years, then the Executive shall receive a benefit, in addition to any benefit under Section 3 of this Agreement, under this Section 7.1(b). The benefit under this Section 7.1(b) shall be the continuation of the Executive's Compensation, as defined below, for a period of three (3) years (payable in accordance with the Company's or its successor's regular payroll procedures for executive employees, but in any event not less frequently than monthly), plus continuation of all employee welfare benefits that the Executive was participating in (health insurance, disability insurance, life insurance and the like) immediately prior to the Change in Control (or cash in an amount equal to the value of the Company's or its successor's contributions for such welfare benefits to the extent that the Executive is no longer eligible to participate in such programs); provided, however, that, for purposes of this Section 7.1(b), the amount of the Executive's Compensation taken into account shall be reduced by (20%) if the Executive has attained age sixty-one (61), by 40% if the Executive has attained age sixty-two (62), by 60% if the Executive has attained age sixty-three (63), by 80% if the Executive has attained age sixty-four (64), and by 100% if the Executive has attained age sixty-five (65), with all such age determinations made as of the date of the Executive's termination of employment. The continuation of the Executive's employee welfare benefits under this Section 7.1(b) shall be on the same terms and conditions (subject to the aforementioned substitution of cash in lieu of benefit plan participation to the extent the Executive is ineligible therefor) as such employee welfare benefits are offered to other similarly situated executive employees of the Company or of its successor, as applicable, and such continuation shall be for a three-year period even if there is no continuation payment of the Executive's Compensation because of the 100% reduction under the preceding sentence. For purposes of this Section VII only, the term "Compensation" shall mean the Executive's base pay (at the rate in effect immediately prior to the Change in Control) plus the Executive's bonus and

profit sharing compensation (which for this purpose shall be the average of the Executive's bonus and profit sharing compensation earned for the two (2) most recently completed fiscal years of the Company immediately preceding the Change in Control).

(c) In the event it shall be determined that any payment or distribution by the Company to or for the benefit of the Executive under this Section VII (whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise) would be subject to the excise tax imposed by Section 4999 of the Code, including any successor to such statute of like import (the "Excise Tax"), then the amount of the benefit otherwise payable under Section 7.1(b), if any, shall be reduced, but not below zero, to the maximum amount upon which no such Excise Tax is imposed.

(d) For purposes of this Section 7.1, the proper amounts, if any, of the Excise Tax and the adjustment under Section 7.1(c) to eliminate the Excise Tax shall be determined in the first instance by the Company. Within forty-five (45) days of being provided with written notice of any such determination, the Executive may provide written notice to the Committee of any disagreement, in which event the amounts, if any, of the Excise Tax and any adjustment under Section 7.1(c) shall be determined by independent tax counsel selected by the Company's independent auditors. The determination of the Company (or, in the event of disagreement, the tax counsel selected) shall be final.

7.2 For purposes of this Section VII, a "Change in Control" shall be deemed to have occurred upon the earliest of the following: (i) the date of acquisition by any one person, or more than one person acting as a group (as defined in Treasury Regulations §1.409A-3(i)(5)(v)(B)), of stock of the Company that, together with stock held by such person or group, constitutes more than fifty percent (50%) of the total fair market value or total voting power of the stock of the Company; provided, however, that if any one person, or more than one person acting as a group, is

considered to own more than fifty percent (50%) of the total fair market value or total voting power of the stock of the Company, the acquisition of additional stock by the same person or persons shall not be deemed to result in a Change in Control; (ii) the date a majority of members of the Company's Board of Directors is replaced during any twelve-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board of Directors before the date of the appointment or election; or (iii) the date that any one person, or more than one person acting as a group, acquires (or has acquired during the twelve-month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value of more than seventy percent (70%) of the total gross fair market value of all of the assets of the Company immediately before such acquisition or acquisitions; provided, however, that transfers of assets of the Company of any value to a related person or entity as described in Treasury Regulations §1.409A-3(i)(5)(vii)(B) shall not be deemed to result in a Change in Control.

SECTION VIII. MISCELLANEOUS

8.1 Termination, Amendment and Subsequent Deferrals. The Committee may, in its sole discretion, terminate, suspend or amend this Agreement at any time or from time to time, in whole or in part; provided, however, that no termination, suspension or amendment of this Agreement will, without the written consent of the Executive or the Executive's beneficiary or beneficiaries (if the Executive is not then living), reduce the Executive's right or the right of the Executive's beneficiary or beneficiaries to receive or continue receiving a benefit accrued at the time of the termination, suspension or amendment in accordance with this Agreement. The Parties agree that a Retirement Benefit Freeze, as described in Section 2.1, shall not be deemed a reduction of rights requiring consent hereunder. A termination or suspension of this Agreement

shall not result in the acceleration of any benefit provided pursuant to this Agreement except as permitted in connection with a plan termination satisfying the conditions set forth in Treasury Regulations §1.409A-3(j)(ix), where the Committee decides to accelerate such benefit in accordance with the requirements of such regulation. If the Executive is not, at the effective date of the termination or suspension of this Agreement, entitled to a benefit under this Agreement, the Executive shall not become entitled to any such benefit merely by reason of such termination or suspension.

8.2 Subsequent Deferral Elections. The Executive may make an election to defer the timing of a Retirement Benefit payment after making her initial payment election under Section 3.1 (if any) only if the change complies with Treasury Regulations § 1.409A-2(b)(1) (the “Subsequent Deferral Rules”). In the event that an Executive wishes to elect to defer payment commencement beyond her Retirement Date, she must provide written notice thereof to the Committee (the “Deferral Notice”) at least one (1) year prior to her Retirement Date, or such longer notice period as may then be required under the Subsequent Deferral Rules. The Deferral Notice shall specify the date on which the Executive wishes to begin receiving payment of the deferred Retirement Benefits, and such deferred payment date must be at least five (5) years later than the date the payment otherwise would have been made, or such other period as may then be required under the Subsequent Deferral Rules. Partial deferrals will not be permitted and the Company may refuse to honor the Deferral Notice if, in the reasonable opinion of the Company’s external legal counsel, the Deferral Notice does not comply with the Subsequent Deferral Rules, or is otherwise reasonably likely to adversely affect the Company under the Subsequent Deferral Rules.

8.3 No Employment Agreement; Entire Agreement. Nothing contained herein will confer upon the Executive the right to be retained in the service of the Company or its subsidiaries, nor

will it interfere with the right of the Company or its subsidiaries to discharge or otherwise deal with the Executive without regard to the existence of this Agreement. This Agreement (which expressly includes the Preamble), together with those certain agreements expressly referred to herein, constitute the sole and entire agreement of the Parties with respect to the subject matter of this Agreement, and supersedes all prior and contemporaneous understandings, agreements, representations and warranties, both written and oral, with respect to the subject matter.

8.4 Unfunded Arrangement. The benefits under this Agreement are unfunded, and the Company will make benefit payments solely on a current disbursement basis from the Company's general assets. Notwithstanding anything herein to the contrary, the Executive and the Executive's beneficiary or beneficiaries shall have the status of general unsecured creditors of the Company.

8.5 Assignment. To the maximum extent permitted by law, no benefit under this Agreement shall be assignable or made subject by Executive in any manner to alienation, sale, transfer, claims of Executive's creditors, pledge, attachment or encumbrances of any kind.

8.5 Rules. The Committee may adopt rules and regulations to assist it in the administration of this Agreement. This Agreement shall be administered and construed entirely in the discretion of the Committee and the Board of Directors, as applicable.

8.6 Information. The Executive shall receive a copy of this Agreement and the Committee will make available for inspection by the Executive a copy of any rules and regulations used by the Committee in administering this Agreement.

8.7 Construction. The masculine gender, where appearing in this Agreement, will be deemed to include the feminine gender, and the singular may include the plural, unless the context clearly indicates the contrary. For purposes of complying with Code Section 409A, or any successor to such statute of like import, it is acknowledged that no benefit payments may be made under this

Agreement prior to the Executive's termination of employment with the Company, that the payment of benefits pursuant to this Agreement may not be accelerated by the Company or the Executive, and that there are no elections provided under the Agreement to defer compensation or to delay a payment of benefits other than in the case of an election made pursuant to the Subsequent Deferral Rules, as described in Section 8.1.

8.8 Controlling Law. This Agreement is established under and will be construed according to the laws of the State of New York, without regard for principles of conflicts of law. Notwithstanding the foregoing, this Agreement shall be construed consistent with the requirements of Code Section 409A, the regulations promulgated thereunder and other official guidance relating thereto such that the operation or terms of this Agreement do not result in the inclusion in income of any amount under such Code provision. For purposes of this Agreement, any term hereunder relating to the Executive's termination of employment, the Executive terminating employment, the Executive being terminated or similar expression shall be deemed to refer to a "separation from service," as defined in Treasury Regulations §1.409A-1(h). If an amount is to be paid under this Agreement in two or more installments, each installment shall be treated as a separate payment for purposes of Code Section 409A.

8.10 Legal Expenses. The Company shall pay, upon request and documentation thereof (and not later than ninety (90) days after receipt of such request and documentation), all reasonable legal fees and expenses which the Executive/Executive's beneficiary or beneficiaries may incur as a result of the Company contesting the validity or enforceability of any provision of this Agreement or any claim by the Executive/Executive's beneficiary or beneficiaries under this Agreement; provided, however, that such request is made and supporting documentation provided to the Company by the Executive/Executive's beneficiary or beneficiaries within ninety (90) days after incurring the expense, and provided further, the Company shall be entitled to be

reimbursed by the Executive/ Executive's beneficiary or beneficiaries for such amount previously paid to such Executive/ Executive's beneficiary or beneficiaries if it is finally judicially determined that such Executive/Executive's beneficiary or beneficiaries claims under this Agreement are frivolous.

8.11 Disputes & Severability. In the event of any dispute after the occurrence of a Change in Control (as defined in Section 7.2) between the Company and the Executive with respect to the Executive's rights to any payment under this Agreement, the Company shall pay all disputed amounts to the Executive in the time and manner otherwise specified by this Agreement, and, if it is finally judicially determined that the Executive was not entitled to all or a portion of such disputed amounts, the Executive shall repay to the Company the amount to which the Executive was not entitled, together with interest thereon at the judgment rate of interest then applicable in New York State. If any term or provision of this Agreement is invalid, illegal or unenforceable in any jurisdiction, such invalidity, illegality or unenforceability shall not affect any other term or provision of this Agreement or invalidate or render unenforceable such term or provision in any other jurisdiction. Upon a determination that any term or provision is invalid, illegal or unenforceable, the court may modify this Agreement to effect the original intent of the Parties as closely as possible in order that the transactions contemplated hereby be consummated as originally contemplated to the greatest extent possible.

8.12 Release.

(a) In connection with Executive's receipt of the retirement benefit described in Section 3.1, the Executive shall execute (and not revoke) a standard, customary form of release agreement (the "Release"), including without limitation the following terms: Pursuant to the Release, the Executive, on behalf of herself and her heirs, shall agree to waive any and all claims she or they have, had, or may have had, in each case as of the date the Executive signs the

Release, in connection with her employment by the Company or its affiliates, as against the Company, its affiliates, and its and their directors and employees, other than claims arising out of the Company's breach of its obligations under this Agreement. The Release will not prohibit or restrict the Executive (or Executive's attorney) from initiating communications directly with, or responding to any inquiry from, or providing testimony before, any self-regulatory organization or any state or federal regulatory authority regarding the Company or the facts or circumstances of Executive's employment with the Company.

(b) The Release must be given no more than ninety (90) days following the Executive's employment termination, with sufficient time to allow applicable revocation period(s) to expire before the end of such ninety- (90-) day period (the final day of such 90-day period to be the "Release Date"). Should the Executive fail to return to the Company the executed Release on or before the Release Date, the Executive will forfeit all benefits then unpaid that otherwise would have been payable to the Executive pursuant to this Agreement.

(c) If Executive is continuously incapacitated from the date of her separation from service with the Company through the Release Date, the requirements of Section 8.11 shall be waived.

8.13 Post-Employment Consulting. Following the Executive's termination, if the Company requests, and Executive agrees, that Executive provide occasional services not exceeding 20% of the average level of services provided by Executive, whether as an employee or independent contractor, prior to her termination over the immediately preceding 36 months (or, if the Executive has been providing services for less than 36 months, over such shorter period), the provision of such limited services shall not extend the date of the Executive's termination for purposes of this Agreement.

8.14 Non-Disparagement. The Executive agrees and covenants that she will not at any time make, publish or communicate to any person or entity or in any public forum any defamatory or disparaging remarks, comments, or statements concerning the Company or its businesses, or any of its employees or directors. This Section 8.14 does not, in any way, restrict or impede the Executive from exercising protected rights to the extent that such rights cannot be waived by agreement or from complying with any applicable law or regulation or a valid order of a court of competent jurisdiction or an authorized government agency. This section does not prohibit or restrict the Executive (or Executive's attorney) from initiating communications directly with, or responding to any inquiry from, or providing testimony before, any self-regulatory organization or any state or federal regulatory authority regarding the Company or the facts or circumstances of Executive's employment with the Company. The Company agrees and covenants that it shall cause its officers and directors to refrain from making any defamatory or disparaging remarks, comments, or statements concerning the Executive to any third parties. In the event of the Executive's violation, at any time, of her commitment under this Section 8.14, the Executive will, in the discretion of the Committee, forfeit all benefits then unpaid that otherwise would have been payable to the Executive pursuant to this Agreement.

8.15 Tax Matters.

(1) The Company shall have the right to withhold from any payment made under this Agreement, any federal, state, or local income, payroll, and/or other taxes required by law to be withheld and to take such other action as the Committee may deem advisable to enable the Company to satisfy its obligations for the withholding and remittance of taxes and other tax obligations relating to this Agreement.

(2) The Executive hereby irrevocably consents to the Company reporting to the Internal Revenue Service and other governmental authorities of such information about the

Executive's participation in this Agreement and the benefits afforded to the Executive under this Agreement, as required by applicable law.

(3) Neither the Company nor the Committee has made or hereby makes any representation or warranty to the Executive about the tax treatment of any benefit or other sum described in this Agreement or the application of the Code, the Employee Retirement Income Security Act of 1974 (as amended), or any other provision of applicable law to this Agreement or any such benefit or sum. The Executive has relied exclusively on independent counsel and tax advisers in evaluating such matters and in deciding to enter into this Agreement.

8.16 Notices. Any notices, requests, demands, or other communication required or permitted to be given to a Party under this Agreement shall be deemed given if personally delivered or if mailed, postage prepaid, by certified mail, return receipt requested, to the Party at the address listed below, or at such other address as one such Party may by written notice specify to the other.

(a) if to the Company:

Tompkins Financial Corporation
Attn.: Compensation Committee
118 East Seneca Street, Ithaca, New York 14850

(b) if to the Executive, to the address of the Executive first set forth above.

IN WITNESS WHEREOF, this Agreement has been executed this 27th day of December, 2023.

TOMPKINS FINANCIAL CORPORATION

By: /s/ Stephen S. Romaine

Name: Stephen S. Romaine

ATTEST: /s/ Christopher Chinici Title: President & Chief Executive Officer

Ginger G. Kunkel, Individually /s/ Ginger G. Kunkel

ATTEST: /s/ Christopher Chinici

Exhibit A

SUPPLEMENTAL EXECUTIVE RETIREMENT AGREEMENT

Form of Benefit and Beneficiary Designation Form

As an Executive participating in a Supplemental Executive Retirement Agreement with Tompkins Financial Corporation, I hereby elect the following form of benefit payment for any and all retirement benefits due pursuant to this Agreement:

Payment in _____ annual installments (minimum of 5 installments, maximum of 20 installments, no partial installments).

As an Executive participating in a Supplemental Executive Retirement Agreement with Tompkins Financial Corporation, I hereby designate the following beneficiary/beneficiaries to receive my death benefits due under the Agreement.

Beneficiary: ____

Name: ____

Relationship to Executive: ____

Social Security Number: ____

Date of Birth: ____

Home Address: ____

Executive's Signature: ____

Witness' Signature: ____

Spouse's Signature (if waiving right to benefits under this Agreement):

Date: ____

Witness' Signature: ____

**TOMPKINS FINANCIAL CORPORATION
2019 EQUITY PLAN
PERFORMANCE SHARE AWARD AGREEMENT**

###GRANT_DATE###

###PARTICIPANT_NAME###

###HOME_ADDRESS###

Dear ###PARTICIPANT_NAME###,

1) Tompkins Financial Corporation (the “Company”) hereby grants to ###PARTICIPANT_NAME### (the “Participant”) the award(s) summarized below (the “Grant”), pursuant to the terms and conditions of the Company’s 2019 Equity Plan, as it may be amended from time to time (the “Plan”). The terms, conditions and restrictions of your award are set forth in this Award Agreement, which is governed by the terms of the Plan. Capitalized terms used but not defined in this Award Agreement have the meanings given to them in the Plan. For the award to be effective, you must sign below and return this Award Agreement to the Company, acknowledging that you have received and read the Prospectus dated May 13, 2019 and any applicable prospectus supplements (together, the “Prospectus”), and agree to the terms of this Award Agreement and the Plan.

2) Award Summary:

<u>Performance Share Award Summary</u>	
Award Date:	###GRANT_DATE###
Number of Target Restricted Stock Units (“ <u>Target PSUs</u> ”):	###TARGET_GRANTED_QUANTITY###
Number of Enhanced Restricted Stock Units (“ <u>Enhanced PSUs</u> ”):	###AWARDS_WITH_PERF_BASED_VESTING###

Performance Period:	
Performance Goals for Target PSUs:	
Performance Goals for Enhanced PSUs:	
Additional Vesting Requirements (if any):	

3) Explanation of Performance Goals and Additional Vesting Requirements (if any):

Performance Goals: The entire Grant covered by this Award Agreement shall remain subject to forfeiture unless and until the Committee determines, in accordance with the Plan, that the Performance Goals have been attained.

Additional Vesting Requirements (if any):

4) To the extent the Performance Goals for the Target PSUs and Enhanced PSUs are achieved, any shares that are issuable under the Grant will be distributed as soon as practicable following the Committee's determination of the satisfaction of the performance measures but in no event later than [].

5) Subject to any additional conditions or restrictions set forth above under "Additional Vesting Requirements", and provided the Participant (a) is an Eligible Retiree as defined below, and (b) agrees in writing not to compete with the Company during the three-year period following the date of the Participant's retirement, then, in the event of the Participant's Retirement prior to the expiration of the Performance Period, the Participant shall remain eligible to receive shares covered by the Target PSUs, so long as the Performance Goal is attained at the end of the Performance Period, and the Enhanced PSUs shall be forfeited. The Performance Period will not be shortened, nor shall the Performance Goal be altered, as a result of the Participant's Retirement during the Performance Period.

If the Participant is not an Eligible Retiree but (a) terminates employment due to Retirement (as determined by the Committee in its sole discretion), and (b) agrees in writing not to compete with the Company during the three-year period following the date of the Participant's retirement, then, in the event of the Participant's Retirement prior to the expiration of the Performance Period, the Participant shall remain eligible to receive a number of shares covered by the Target PSUs equal to

the product (rounded down to the nearest whole share) obtained by multiplying (x) the number of Target PSUs and (y) a fraction, the numerator of which is the number of full years completed between the first day of the Performance Period and the date of the Participant's Retirement and the denominator of which is three, so long as the Performance Goal is attained at the end of the Performance Period, and the Enhanced PSUs shall be forfeited. Notwithstanding anything to the contrary herein, no fractional shares covered by the Grant shall be issued to the Participant.

For purposes of this Agreement, an "Eligible Retiree" means a Participant who, upon Retirement, (x) is at least 55 years old, (y) has at least 10 years of service with the Company (including, to the extent approved by the Committee, service with a prior employer acquired by the Company through merger or other acquisition), and (z) has an age plus years of service totaling at least 75.

For the avoidance of doubt, in the event the Participant is terminated by the Company for Cause (as defined in the Plan or any applicable employment agreement between the Company and Participant) or terminates employment for any reason other than Retirement, the entire Award shall be terminated.

Notwithstanding the foregoing, to the extent that the Participant's continued eligibility following Retirement as set forth above would cause the Company to issue shares of Company Stock under the Plan in excess of the limitation set forth in Section 4.7 of the Plan, the number of shares of Company Stock covered by the Grant and subject to such continued eligibility shall be reduced by such number (and may be reduced to zero) as is necessary to cause such limitation not to be exceeded.

6) At the end of the Performance Period, Participants will be eligible to receive Dividend Equivalents on the Target PSUs and the Enhanced PSUs, to the extent earned. During the Performance Period, in the event of any issuance of a cash dividend on the shares of Common Stock (a "Dividend"), the Participant shall be credited, as of the payment date for such Dividend, with a Dividend Equivalent equal to (a) the number of Target PSUs or Enhanced PSUs, as applicable, granted pursuant to this Agreement multiplied by (b) the amount of the Dividend per share. The amount attributable to the Dividend Equivalents credited with respect to the Target PSUs or Enhanced PSUs, as applicable, shall be paid in cash within 30 days following the issuance and delivery of the shares of Common Stock underlying the Target PSUs and Enhanced PSUs, as applicable. In the event that the performance measures with respect to the Target PSUs or Enhanced PSUs are not achieved, the Dividend Equivalents credited with respect to such Target PSUs or Enhanced PSUs shall be forfeited.

7) The Participant shall not be deemed for any purpose to be the owner of any shares of Common Stock underlying this Grant unless, until and to the extent that (a) the Company shall have issued and delivered to the Participant the shares of Common Stock underlying the Target PSUs and Enhanced PSUs and (b) the Participant's name shall have been entered as a stockholder of record

with respect to such shares of Common Stock on the books of the Company. The Company shall cause the actions described in clauses (a) and (b) of the preceding sentence to occur promptly following settlement as contemplated by this Agreement, subject to compliance with applicable laws

8) For purposes of Section 12.1 of the Plan, the “target payout” with respect to this Performance Share Award shall be the Target PSUs.

9) This Grant is intended to be exempt from, or compliant with, Section 409A of the Code. Notwithstanding the foregoing or any provision of the Plan or this Agreement, if any provision of the Plan or this Agreement contravenes Section 409A of the Code or could cause the Participant to incur any tax, interest or penalties under Section 409A of the Code, the Committee may, in its sole discretion and without the Participant’s consent, modify such provision to (a) comply with, or avoid being subject to, Section 409A of the Code, or to avoid the incurrence of taxes, interest and penalties under Section 409A of the Code, and/or (b) maintain, to the maximum extent practicable, the original intent and economic benefit to the Participant of the applicable provision without materially increasing the cost to the Company or contravening the provisions of Section 409A of the Code. This Section 9 does not create an obligation on the part of the Company to modify the Plan or this Agreement and does not guarantee that the Grant will not be subject to interest and penalties under Section 409A.

10) By accepting this award, I hereby acknowledge receipt of this Grant on the date shown above on the terms stated herein, which has been issued to me under the terms and conditions of the Plan. I further acknowledge receipt of a copy of the Plan and the Prospectus and agree to be bound by all of the terms and conditions of the Plan as if they were set out in full in this Award Agreement. I agree to accept as binding, conclusive and final all decisions or interpretations of the Committee or the Board, as the case may be, upon any questions relating to the Plan or this Grant. I further understand and agree that I am a Covered Executive under, and this award is subject to, the Tompkins Financial Corporation Amended and Restated Clawback Policy, as may be amended from time to time; I further acknowledge and agree that I have received and understand such Policy.

I understand that in the event the Committee determines, in its sole discretion, that I engaged in any activity contrary or harmful to the interests of the Company or its customers, including without limitation, any violation of Company policy or procedures, any unvested awards I hold shall immediately be forfeited and any rights thereunder shall terminate, in addition to any other rights and remedies the Company has under the above-referenced policy.

Electronically accepted by ###PARTICIPANT_NAME### on ###ACCEPTANCE_DATE###



Tompkins Financial Non-Equity Short Term Incentive Plan Senior Leadership Team

Introduction

- a. The Tompkins Financial Non-Equity Short Term Incentive Plan (“the Plan”) is a performance based variable compensation program tied to the achievement of specific performance metrics and strategic goals. It is designed to motivate and reward selected Senior Officers of Tompkins Financial or one of its affiliates (“the Company”) for their contributions to the Company’s growth, profitability, and overall success.

Eligibility and Participation

- a. Selected Senior Officers of the Company who are members of the Company’s Senior Leadership Team and affirmed by the Compensation Committee may be considered for compensation in addition to current base pay for the attainment of agreed-upon objectives and significant contributions to the Company’s short and long-term success (“the Participants”).
- b. The Participant’s potential payout will be determined based on their position.
- c. A Participant must be in “good standing” at the time of the Plan awards in order to receive any payment from the Plan, regardless of their performance rating or attainment of goals, e.g., employees who have been terminated or given notice of resignation before payments are made are ineligible to receive any payment from the Plan.

Performance Metrics

- a. Plan awards will be based on individual performance and on the performance of Tompkins Financial Corp and its Affiliates (“the Company”) in accordance with the plan grid (Appendix A).
- b. Corporate performance will be based on actual results of goals established at the start of each calendar year as described in Appendix B.

Individual Performance Goals

- a. At the start of the calendar year, clear, specific, measurable, and achievable performance goals will be established for each Participant and confirmed by their respective Manager.

Plan Payments

- a. The recommended payout of the Corporate component will be determined as described in Appendix C. All final Plan award amounts will be approved by the President & CEO and the Executive Compensation Committee and ratified by the Board of Directors as necessary.

Clawback Provisions

- a. In accordance with the Clawback Policy adopted by the Board of Directors’ Compensation Committee, the Plan includes provisions allowing the Company to recover incentive-based, executive compensation in connection with accounting restatements due to material noncompliance with federal securities laws.

Regulatory Compliance

- a. The Plan will comply with all applicable banking regulations and guidelines. The Plan will be reviewed periodically to ensure alignment with changing business objectives and market conditions.

Compensation Committee Discretion

- a. The Compensation Committee has the discretion to further modify goals or results (i) in the event of, or in anticipation of, any unusual or extraordinary corporate item, transaction, event or development; (ii) in recognition of, or in anticipation of, any other unusual or nonrecurring events affecting the Corporation or the financial statements of the Corporation; or (iii) in response to, or in anticipation of, changes in applicable laws, regulations, accounting principles, or business conditions. This would include, but is not limited to, one-time acquisition-related expenses and impact of stock repurchases, if applicable, to the extent such impact was not a factor in setting the original goals.

January 1, 2024

Appendix A

The following grid is used to determine the approximate weight to be given each component of the Plan in determining the Participants' payout.

Position	Corporate	Individual
Tompkins Financial President & CEO	80%	20%
Corporate Sr. Leadership Team: CFO Shared Services	70%	30%
President & CEO TIA President TFA President Tompkins Community Bank Market Presidents TCB	60%	40%

January 1, 2024

Appendix B

A. The Corporate Component performance of the Plan will be based on three (3) equally weighted metrics:

1. Core Earnings per Share (EPS)
2. Core Revenue per Share
3. Core PPNR per Share

B. Annually Targets are established for each performance metric. Targets are set and communicated to Participants at the start of the calendar year based on the Company's budget as adopted by the Board of Directors. Current year targets are in Appendix D.

January 1, 2024

Appendix C

At year end, the actual performance of each metric will be compared to the target. Performance of each metric is calculated independently. The recommended payout range for each level of performance is provided in the table below:

Performance	Payout
115% +	125% - 150%
110% - 114.9%	110% - 125%
105% - 109.9%	100% - 110%
100% - 104.9%	95% - 100%
95% - 99.9%	85% - 95%
85% - 94.9%	70% - 85%
70% - 84.9%	0% - 70%
Under 70%	0%

The Compensation Committee and Board of Directors have sole discretion in establishing the final payout for each of the Plan's Participants.

Appendix D

Tompkins Financial Non-Equity Short Term Incentive Plan Senior LeadersTom Goals

Corporate:

Metric	Target
Core EPS	
Core Revenue per share (PPNR)	
Revenue per share	

Individual:

TOMPKINS FINANCIAL CORPORATION
DEFERRED COMPENSATION PLAN FOR SELECTED OFFICERS
AMENDED AND RESTATED PLAN AS OF December 19, 2023

The Tompkins Trustco Inc Deferred Compensation Plan for Senior Officers dated April 23, 2002 was amended and restated January 21, 2010, to change its name to the Tompkins Financial Corporation Deferred Compensation Plan for Selected Officers, was amended and restated effective September 20, 2017, and is hereby further amended and restated effective December 19, 2023 (as amended to date, the “Plan”) to read in its entirety as follows:

1. PURPOSE OF THE PLAN

The purpose of the Plan is to provide a procedure whereby the below-designated officers (each separately referred to herein as an “Officer”) of Tompkins Financial Corporation (“TFC”) and/or of its corporate affiliates listed in Appendix A attached hereto (the “Affiliates”) may defer the payment of: (i) for Officers who are both Section 16 designated executive officers and members of the Senior Leadership Team of TFC (the “Executive Officers”), all or a specified portion of the compensation that may become payable to such Executive Officer pursuant to cash incentive or cash bonus plans (“Incentive Awards”); (ii) for Executive Officers, all or a specified portion of the cash component of profit sharing (“Profit Sharing”) attributable to eligible compensation up to the compensation limit under Section 401(a)(17) of the United States Internal Revenue Code (the “Code”); (iii) for Executive Officers, all or a specified portion of the cash amount which represents the profit sharing attributable to compensation in excess of the compensation limit (“Supplemental Profit Sharing”) under Code Section 401(a)(17); (iv) beginning with excess amounts that occur in the year 2016, for Officers (other than Executive Officers) who participate in the Tompkins Financial Corporation 2015 Defined Contribution Plan, or any successor plan thereto, any amount of at least \$1,000 payable to the Officer because such amount is an annual addition in excess of the Code section 415 limitation (“415 Excess Amounts”). The above-described Officers are the employees who may participate in the Plan, unless otherwise stated on Appendix B attached hereto. Such designation of participating Officers may be changed at any time and from time to time by the Committee described in Section 2 in its sole and absolute discretion.

2. ADMINISTRATION

The Plan shall be administered by the Compensation Committee of the Board of Directors of TFC. The Committee shall have the plenary authority in its discretion, but subject to the express provisions of the Plan, to interpret the Plan, to prescribe, amend, and rescind rules and regulations relating to it, and to make all other determinations deemed necessary or advisable for the administration of the Plan. The determinations of the Committee on the foregoing matters shall be conclusive and binding on all interested parties.

3. ELECTION TO DEFER

An Officer may irrevocably elect, on or before December 31 of any year (unless an earlier date is established by TFC for administrative purposes), to defer payment of any eligible amounts described in Section 1 which are subsequently declared and which would otherwise be earned by such Officer in the following calendar year. Such election shall be effective upon receipt by the Human Resources department of Tompkins Financial Corporation of written notice thereof and shall continue in effect until revoked in writing by such Officer on a prospective basis. By way of illustration, if an Officer makes an election before December 31st in Year 1, this will be effective with respect to amounts earned during Year 2 which otherwise would have been paid in Year 3.

4. OFFICERS' ACCOUNTS

There shall be established for each Officer participating in the Plan an account on the books of such Officer's employer, to be designated as such Officer's deferred compensation account ("Account"). All amounts deferred pursuant to the Plan, together with any further amounts accrued thereon, as hereinafter provided, shall be held in the general funds of the employer and shall represent an unsecured claim against its general assets. Such amounts shall be credited to the Officer's Account. In no event shall the benefits under this Plan be funded through a trust located outside the United States.

The Committee shall direct that the balance in each Officer's Account be determined by reference to the following:

The addition of interest, to be accrued during each quarter and to be credited to such Account on the first business day following the end of such quarter on the basis of the day weighted average balance in such Account during each quarter, at a rate equal to the higher of either (a) the highest yield on any U.S. Government Treasury Constant Maturity on the first business day of the calendar year in which the interest is accrued, as reported in the Federal Reserve Statistical Release, or if such source is not available, such other comparable source as is available, or (b) the Prime Rate as published in The Wall Street Journal on the first business day of the calendar year in which the interest is accrued.

5. PAYMENT FROM OFFICERS' ACCOUNT

At the time an Officer elects to participate in the Plan, he or she shall also make an election, which election shall be irrevocable, except as hereinafter provided, as to his or her deferral payment date, which shall be the first business day of a calendar year selected by the Officer ("Deferral Payment Date"); provided, however, that such year shall in no event be earlier than the calendar year after the year in which the Officer shall attain the age of sixty (60) and shall be no later than the calendar year after the year in which the Officer shall attain the age of sixty-five (65). In no event may a Deferral Payment Date be changed except as provided in Section 6.

Payment of the balance in an Officer's Account shall be made in a lump sum or in the number of annual installments elected by such Officer at the time of his or her election of a Deferral Payment Date. The first installment or the lump sum, as the case may be, shall be paid on the Deferral Payment Date, and subsequent installments, if any, shall be paid in the

first month of each succeeding calendar year until the entire remaining balance in an Officer's Account shall have been paid. When an Officer is to receive the balance of his or her Account in annual installments, each such annual installment shall be a fraction of the balance in such Account on the date such annual installment is to be paid, the numerator of which is one and the denominator of which is the total number of installments then remaining to be paid.

6. PAYMENT IN EVENT OF DEATH OR HARDSHIP

If an Officer should die before the balance in his or her Account shall have been paid in full, the balance then remaining shall be paid promptly in a lump sum to such Officer's estate or to his or her designated beneficiary or beneficiaries. An Officer may designate one or more beneficiaries (which may be an entity other than a natural person) to receive any payments to be made upon the Officer's death. At any time, and from time to time, any such designation may be changed or canceled by the Officer without notice to or the consent of any beneficiary. Any such designation, change, or cancellation shall be effective upon receipt by the Human Resources department of Tompkins Financial Corporation of written notice thereof.

If an Officer designates more than one beneficiary, any payments to such beneficiaries shall be made in equal shares unless the Officer has designated otherwise. If a designated beneficiary predeceased him or her, the balance which was otherwise attributable to the deceased beneficiary shall be shared equally among the remaining designated beneficiaries. If no beneficiary has been named by the Officer, or if all designated beneficiary or beneficiaries shall have predeceased him or her, or shall no longer exist, the balance shall be paid to the Officer's estate.

The Committee may direct payment to an Officer in a lump sum all or a portion of the balance in the Officer's Account, if the Committee determines (upon the advice of an independent physician engaged by the Committee, or by the Company at the direction of the Committee) that the Officer is disabled. For purposes of this Plan, the term "disabled" shall mean the Officer is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months.

The Committee may direct payment to an Officer in a lump sum all or a portion of the balance in the Officer's Account, if the Committee determines, in its sole discretion, that there has occurred an unforeseeable emergency affecting the Officer. For purposes of this Plan, the term "unforeseeable emergency" means a severe financial hardship to the Officer resulting from (i) an illness or accident of the Officer, the Officer's spouse, or a dependent (as defined in section 152(a) of the Code) of the Officer, (ii) the loss of the Officer's property due to casualty, or (iii) other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Officer. The amount of such distribution may not exceed the amount necessary to satisfy such unforeseeable emergency plus amounts necessary to pay taxes reasonably anticipated as a result of the distribution, with such amounts determined under Treasury Regulations promulgated under section 409A of the Code, and after taking into account the extent to which such hardship, loss, or circumstance is or may be relieved through reimbursement or compensation by insurance or otherwise or

by liquidation of the Officer's assets (to the extent such liquidation would not itself cause a severe financial hardship).

7. TERMINATION OF ELECTION TO DEFER

An Officer may at any time terminate his or her election to defer payment of amounts indicated in Section 1. Such termination shall become effective on the last day of the calendar year in which written notice thereof is received by the Human Resources department of Tompkins Financial Corporation; provided, however, that any balance in the Account of an Officer prior to the effective date of termination of an election to defer shall not be affected thereby and shall be paid only in accordance with Sections 5 and 6. An Officer who has filed a termination of election to defer or whose election to defer has been terminated in accordance with Section 6 may thereafter again file an election to defer in accordance with Section 3.

8. NONASSIGNABILITY

During an Officer's lifetime, the right to the balance in his or her Account shall not be transferable or assignable. Nothing contained in the Plan shall create, or be deemed to create, a trust, actual or constructive, for the benefit of an Officer or his or her beneficiary, or shall give, or be deemed to give, to any Officer or his or her beneficiary any interest in any specific assets of Tompkins Financial Corporation or any of the Affiliates. The right of an Officer to receive future payments under the Plan shall be an unsecured claim against the general assets of the Officer's employer. As a condition to participation, each participating Officer shall sign a statement in the form attached hereto as Exhibit 1 confirming that this Plan does not create joint liability for Tompkins Financial and its Affiliates.

9. AMENDMENT

The Board of Directors of Tompkins Financial Corporation may, at any time, without the consent of the participants, amend, suspend, or terminate the Plan. Subject to any applicable laws and regulations, no amendment, suspension, or termination of the Plan shall operate to annul an election already in effect for the then current year or for any preceding calendar year, and amounts indicated in Section 1 otherwise payable through the end of such current calendar year shall continue to be deferred in accordance with an Officer's then current election; and the balance in the Officer's Account shall continue to be payable in accordance with an Officer's then current election.

10. GOVERNING LAW

The Plan shall be construed and enforced and according to the laws of the State of New York, and all the provisions thereof shall be administered according to the laws of said State.

11. SEVERABILITY OF PROVISIONS

If any of the provisions of the Plan or the application thereof to any Officer shall be held invalid, neither the remainder of the Plan nor its application to any other Officer shall be affected thereby.

12. TREATMENT AS NON-QUALIFIED DEFERRED COMPENSATION.

Certain distributions under this Plan may be treated as non-qualified deferred compensation subject to section 409A of the Code. In order that this Plan complies with section 409A, the Plan shall be administered as follows: (i) if an Officer is determined to be a “specified employee”, as defined in section 409A, of a “corporation with publicly traded stock”, as such phrase is used in section 409A, then all distributions under the Plan which are subject to section 409A shall be delayed for a period of six (6) months after the date of the Officer’s separation from service or if earlier until the Officer’s date of death if the Officer’s separation from service is the event which triggers such distribution, (ii) that the payments under this Plan cannot be accelerated under the terms of this Plan, (iii) that there are no “subsequent elections”, as such term is used in section 409A provided to the Officer relating to the time or form of the distribution of any benefits under this Plan, and (iv) it is the intention of Tompkins Financial Corporation that the Plan comply with section 409A, and the Plan’s terms and provisions shall be construed and interpreted to the extent possible in a manner consistent with such intent.

Appendix A

Affiliates of Tompkins Financial

Tompkins Community Bank
Tompkins Insurance Agencies, Inc.

Appendix B

Active Officers Who May Participate in Plan

- Section 16 executive officers who are members of the Senior Leadership Team of Tompkins Financial Corporation
- Other Officers described in Section 1 (iv)

Exhibit 1

The undersigned, being a participant in the Tompkins Financial Corporation. Deferred Compensation Plan for Selected Officers, hereby irrevocably agrees to look solely to the assets of the undersigned's employer, , for the satisfaction of any claims or obligations under said Plan. That is, the undersigned expressly acknowledges that such Plan does not create joint liability for Tompkins Financial Corporation and the Affiliates listed in Appendix A attached to the Plan.

Dated: _____ Participating Officer

Subsidiaries of Registrant

Tompkins Community Bank – a New York state – chartered bank

Tompkins Real Estate Holdings, Inc. – Incorporated in New York

Castile Funding Corporation – Incorporated in New York

Mahopac Funding Corporation – Incorporated in New York

Tompkins Insurance Agencies, Inc. – Incorporated in New York

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statements (No. 333-275236, No. 333-231413, 333-212636, and 333-229469) on Forms S-8 and in the registration statements (No. 333-273780 and No. 333-258191) on Form S-3 of our reports dated February 29, 2024, with respect to the consolidated financial statements of Tompkins Financial Corporation and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP
Rochester, New York
February 29, 2024

Certification of Chief Executive Officer

I, Stephen S. Romaine, certify that:

1. I have reviewed this annual report on Form 10-K of Tompkins Financial Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 29, 2024

/s/ Stephen S. Romaine

Stephen S. Romaine
President and Chief Executive Officer
(Principal Executive Officer)

Certification of Chief Financial Officer

I, Matthew D. Tomazin, certify that:

1. I have reviewed this annual report on Form 10-K of Tompkins Financial Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 29, 2024

/s/ Matthew D. Tomazin

Matthew D. Tomazin

Executive Vice President, Chief Financial Officer, and Treasurer
(Principal Financial Officer)

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

In connection with the filing of the Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the “Report”) by Tompkins Financial Corporation (the “Company”), the undersigned, as the Chief Executive Officer of the Company, hereby certifies pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

The Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934; and

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 29, 2024

/s/ Stephen S. Romaine

Stephen S. Romaine

President and Chief

Executive Officer

(Principal Executive Officer)

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

In connection with the filing of the Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the “Report”) by Tompkins Financial Corporation (the “Company”), the undersigned, as the Chief Financial Officer of the Company, hereby certifies pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

The Report fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934; and

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

February 29, 2024

/s/ Matthew D. Tomazin

Matthew D. Tomazin

Executive Vice President, Chief Financial Officer, and

Treasurer

(Principal Financial Officer)

Tompkins Financial Corporation
AMENDED AND RESTATED CLAWBACK POLICY

WHEREAS, the Board of Directors of Tompkins Financial Corporation adopted the Tompkins Financial Corporation Clawback Policy effective as of April 1, 2019 (the “**Clawback Policy**”) to provide for recovery of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws; and

WHEREAS, pursuant to the Clawback Policy, the Compensation Committee of the Board of Directors may amend the Clawback Policy from time to time in its discretion;

WHEREAS, in light of the final regulations regarding recovery of executive compensation adopted by the Securities and Exchange Commission and NYSE American LLC, the Compensation Committee deems it to be in the best interests of Tompkins Financial Corporation and its shareholders to amend and restate the Clawback Policy;

NOW, THEREFORE, the Clawback Policy is hereby amended and restated as follows:

Introduction

The Board of Directors (the “**Board**”) of Tompkins Financial Corporation (the “**Company**”) believes that it is in the best interests of the Company and its shareholders to create and maintain a culture that emphasizes integrity and accountability and that reinforces the Company’s commitment to long-term growth and sustainable profitability. The Board has therefore adopted this policy which provides for the recovery of erroneously awarded, incentive-based executive compensation in the event of an accounting restatement resulting from the Company’s material noncompliance with financial reporting requirements under the federal securities laws, on the terms and conditions described herein (the “**Policy**”).

It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Securities Exchange Act of 1934, as amended and any applicable rules or standards adopted by the Securities and Exchange Commission and the NYSE American or any national securities exchange on which the Company's securities are listed.

Administration

This Policy shall be administered by the Compensation Committee of the Board (the “**Committee**”). The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration and enforcement of this Policy. Any determinations made by the Committee shall be final and binding on Tompkins Financial Corporation, its subsidiaries, the Covered Executives and any other affected individuals.

Covered Executives

This Policy applies to the current and former executive officers of the Company or any of its subsidiaries who are, or were, deemed to be officers of the Company for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and such other employees who may from time to time be deemed subject to the Policy by the Committee (individually and collectively, the “**Covered Executives**”).

Effective Date

This Policy shall be effective as of October 2, 2023 (the “**Effective Date**”), and shall apply to any Incentive Compensation as defined herein that is received by Covered Executives on or after that date.

Accounting Restatement

An “**Accounting Restatement**” occurs when the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the federal securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

Financial Reporting Measures

“**Financial Reporting Measures**” are measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and any measures that are derived wholly or in part from such measures. Among others, Financial Reporting Measures include total shareholder return, return on equity, and return on assets.

Incentive Compensation

“**Incentive Compensation**” is any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure, including but not limited to annual bonuses, stock options, restricted stock and restricted stock units. To the extent a compensation element is based on individual and qualitative factors in addition to attainment of Financial Reporting Measures, the Committee shall have sole discretion to determine the portion of compensation that will be considered Incentive Compensation subject to recovery under this Policy. Base salary is not considered Incentive Compensation for purposes of this Policy.

Recovery; Accounting Restatement

In the event of an Accounting Restatement, the Committee will, on a reasonably prompt basis, require reimbursement or forfeiture of any excess¹ Incentive Compensation received by any persons who were serving as Covered Executives during the relevant performance period in the three completed fiscal years immediately preceding the date on which the Company is required to prepare an Accounting Restatement (the “**Recovery Period**”)². For purposes of this Policy, Incentive Compensation is deemed received in the fiscal period during which the financial reporting measure is attained, even if the payment or grant occurs after the end of that period.

¹ The excess amount of Incentive Compensation subject to recovery is the amount of any Incentive Compensation received by such Covered Executive that exceeds the amount of Incentive Compensation that otherwise would have been received had it been determined based on the restated amounts, without regard to any taxes paid. For Incentive Compensation based on stock price or total shareholder return, where the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement, the Committee must determine the amount of erroneously-awarded compensation based on its reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive Compensation was determined. The Committee must document its determination and may be required to provide this information to the NYSE American.

² The relevant determination date is the earlier of the date (a) the Audit and Examining Committee concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; and (b) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement.

Method of Recovery; Tax Treatment

The Committee will determine, in its sole discretion, the method for recovering compensation hereunder which may include, without limitation:

- (a) requiring reimbursement of the excess cash Incentive Compensation previously paid;
 - (b) seeking recovery of any excess amount realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any restricted stock, restricted stock units, stock options and any other equity awards (the “**Equity Awards**”);
 - (c) offsetting the excess amount from any compensation otherwise owed by the Company to the Covered Executive;
 - (d) cancelling outstanding vested or unvested Equity Awards; and/or
 - (e) taking any other remedial and recovery action, as determined by the Committee,
- in each case, to the extent such recovery method is not otherwise prohibited by applicable law/regulation.

To the extent that the compensation to be recovered in accordance with this Policy was issued in the form of Equity Awards, and such Equity Awards have been held continuously by the Covered Executive from original issuance through the date of the recovery (the “**Held Securities**”), the Covered Executive shall be permitted to tender back such Held Securities “in kind” (e.g., remit the Held Securities themselves back to the Company), and shall not be responsible for paying an additional amount to reflect any diminution in value of the Held Securities at the time of the recovery.

In the event of a recovery, the Covered Executive must repay the entire gross amount of the compensation to be recovery without deduction or offset for federal, state and/or local taxes previously paid, deducted, or net-settled. To the extent permitted by applicable local, state and federal law, the Covered Executive may apply for Internal Revenue Code Section 1341 “make-whole” treatment of the recovered amount. If the Covered Executive submits an Internal Revenue Code Section 1341 “make-whole” claim, the Company agrees to reasonably cooperate with such claim, including providing reasonable substantiating documentation upon request, but takes no responsibility for any aspect of the Covered Executive’s tax obligations or liability. To the extent permitted by applicable local, state and federal law, the Company may claim a tax credit for overpayment of FICA taxes in the year the Company originally paid the recovered compensation to the Covered Executive.

The Committee shall notify Covered Executives in writing about any determination under this Policy.

No Indemnification

Unless otherwise required by law, the Company shall not indemnify any Covered Executives against the loss of any compensation recovered from a Covered Executive hereunder, nor any costs/expenses associated with any disputes or claims arising out of the Committee’s efforts to enforce this Policy or otherwise recover compensation as set forth in this Policy.

Amendment; Termination

The Committee may amend this Policy from time to time in its discretion. The Board or the Committee may terminate this Policy at any time, subject to compliance with the rules and regulations of Securities and Exchange Commission and the NYSE American.

Other Recovery Rights; Misconduct

The Committee intends that this Policy will be applied to the fullest extent of the law. The Committee may require that any employment agreement, equity award agreement, or similar compensation agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recovery under this Policy is in addition to, and not in lieu of, any other remedies or rights of recovery that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company or that may apply against the Chief Executive Officer and the Chief Financial Officer under Section 304 of the Sarbanes-Oxley Act.

Impracticability

The Committee shall recover any excess Incentive Compensation in accordance with this Policy unless such recovery would be impracticable, as determined by the Committee and such determination is documented in accordance with Rule 10D-1 of the Exchange Act and the listing standards of the NYSE American or the national securities exchange on which the Company's securities are listed.

Successors

This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

EXHIBIT A

**Tompkins Financial Corporation
AMENDED AND RESTATED CLAWBACK POLICY**

Acknowledgement Form

By signing this acknowledgement electronically, I acknowledge and confirm that I have the received and reviewed a copy of the Tompkins Financial Corporation Amended and Restated Clawback Policy. Capitalized terms used herein are defined in the Policy.

By signing this acknowledgment electronically, I acknowledge and agree that I am and will continue to be subject to the Policy and that the Policy will apply both during and after my employment with the Company. Further, by signing this acknowledgement electronically, I agree to abide by the terms of the Policy, including, without limitation, by returning to the Company any excess Incentive Compensation received during the Recovery Period to the extent required by, and in a manner consistent with, the Policy.

Signature _____