

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 24, 2023



Summit Financial Group, Inc.
(Exact name of registrant as specified in its charter)

West Virginia
(State or other jurisdiction
of incorporation)

No. 0-16587
(Commission
File Number)

55-0672148
(IRS Employer
Identification No.)

300 North Main Street, Moorefield, West Virginia 26836
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (304) 530-1000

Not Applicable
(Former name or former address, if changed since last report)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$2.50 per share	SMMF	NASDAQ Global Select Market

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

Emerging growth company

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

Section 8 – Other Events

ITEM 8.01 – Other Events

On August 24, 2023, Burke & Herbert Financial Services Corp. (“Burke & Herbert”) and Summit Financial Group, Inc. (“Summit”) issued a joint press release announcing the execution of the Agreement and Plan of Reorganization, dated as of August 24, 2023 by and between Burke & Herbert and Summit pursuant to which, upon the terms and subject to the conditions set forth therein, Summit will merge with and into Burke & Herbert, with Burke & Herbert continuing as the surviving entity. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

In addition, Burke & Herbert and Summit provided supplemental information regarding the proposed transaction in connection with presentations to analysts and investors. A copy of the investor presentation is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Section 9 – Financial Statements and Exhibits

ITEM 9.01 – Financial Statements and Exhibits

(d) Exhibits

- 99.1 Joint Press Release, dated August 24, 2023, issued by Burke & Herbert Financial Services Corp. and Summit Financial Group, Inc.
- 99.2 Investor Presentation, dated August 24, 2023, issued by Burke & Herbert Financial Services Corp. and Summit Financial Group, Inc.
- 104 Cover-Page Interactive Data File (embedded within the Inline XBRL document).

Forward-Looking Statements

This Current Report on Form 8-K includes “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, with respect to the beliefs, goals, intentions, and expectations of Burke & Herbert and Summit regarding the proposed transaction, revenues, earnings, earnings per share, loan production, asset quality, and capital levels, among other matters; our estimates of future costs and benefits of the actions we may take; our assessments of expected losses on loans; our assessments of interest rate and other market risks; our ability to achieve our financial and other strategic goals; the expected timing of completion of the proposed transaction; the expected cost savings, synergies, returns and other anticipated benefits from the proposed transaction; and other statements that are not historical facts.

Forward-looking statements are typically identified by such words as “believe,” “expect,” “anticipate,” “intend,” “outlook,” “estimate,” “forecast,” “project,” “will,” “should,” and other similar words and expressions, and are subject to numerous assumptions, risks, and uncertainties, which change over time. These forward-looking statements include, without limitation, those relating to the terms, timing and closing of the proposed transaction.

Additionally, forward-looking statements speak only as of the date they are made; Burke & Herbert and Summit do not assume any duty, and do not undertake, to update such forward-looking statements, whether written or oral, that may be made from time to time, whether as a result of new information, future events, or otherwise. Furthermore, because forward-looking statements are subject to assumptions and uncertainties, actual results or future events could differ, possibly materially, from those indicated in or implied by such forward-looking statements as a result of a variety of factors, many of which are beyond the control of Burke & Herbert and Summit. Such statements are based upon the current beliefs and expectations of the management of Burke & Herbert and Summit and are subject to significant risks and uncertainties outside of the control of the parties. Caution should be exercised against placing undue reliance on forward-looking statements. The factors that could cause actual results to differ materially include the following: the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the Agreement between Burke & Herbert and Summit; the outcome of any legal proceedings that may be instituted against Burke & Herbert or Summit; the possibility that the proposed transaction will not close when expected or at all because required regulatory, shareholder or other approvals are not received or other conditions to the closing are not satisfied on a timely basis or at all, or are obtained subject to conditions that are not anticipated (and the risk that required regulatory approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the proposed transaction); the ability of Burke & Herbert and Summit to meet expectations regarding the timing, completion and accounting and tax treatments of the proposed transaction; the risk that any announcements relating to the proposed transaction could have adverse effects on the market price of the common stock of either or both parties to the proposed transaction; the possibility that the anticipated benefits of the proposed transaction will not be realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where Burke & Herbert and Summit do business; certain restrictions during the pendency of the proposed transaction that may impact the parties' ability to pursue certain business opportunities or strategic transactions; the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; diversion of management's attention from ongoing business operations and opportunities; the possibility that the parties may be unable to achieve expected synergies and operating efficiencies in the merger within the expected timeframes or at all and to successfully integrate Summit's operations and those of Burke & Herbert; such integration may be more difficult, time-consuming or costly than expected; revenues following the proposed transaction may be lower than expected; Burke & Herbert's and Summit's success in executing their respective business plans and strategies and managing the risks involved in the foregoing; the dilution caused by Burke & Herbert's issuance of additional shares of its capital stock in connection with the proposed transaction; effects of the announcement, pendency or completion of the proposed transaction on the ability of Burke & Herbert and Summit to retain customers and retain and hire key personnel and maintain relationships with their suppliers, and on their operating results and businesses generally; and risks related to the potential impact of general economic, political and market factors on the companies or the proposed transaction and other factors that may affect future results of Burke & Herbert and Summit; and the other factors discussed in the "Risk Factors" section of Burke & Herbert's Registration Statement on Form 10, as amended and as ordered effective by the SEC on April 21, 2023, and Summit's Annual Report on Form 10-K for the year ended December 31, 2022, in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of each of Burke & Herbert's and Summit's Quarterly Report on Form 10-Q for the quarters ended March 31, 2023 and June 30, 2023, and other reports Burke & Herbert and Summit file with the SEC.

Additional Information and Where to Find It

In connection with the proposed transaction, Burke & Herbert will file a registration statement on Form S-4 with the SEC. The registration statement will include a joint proxy statement of Burke & Herbert and Summit, which also constitutes a prospectus of Burke & Herbert, that will be sent to shareholders of Burke & Herbert and shareholders of Summit seeking certain approvals related to the proposed transaction.

The information contained herein does not constitute an offer to sell or a solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. INVESTORS AND SHAREHOLDERS OF BURKE & HERBERT AND SUMMIT AND THEIR RESPECTIVE AFFILIATES ARE URGED TO READ, WHEN AVAILABLE, THE REGISTRATION STATEMENT ON FORM S-4, THE JOINT PROXY STATEMENT/PROSPECTUS TO BE INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4 AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT BURKE & HERBERT, SUMMIT AND THE PROPOSED TRANSACTION. Investors and shareholders will be able to obtain a free copy of the registration statement, including the joint proxy statement/prospectus, as well as other relevant documents filed with the SEC containing information about Burke & Herbert and Summit, without charge, at the SEC's website www.sec.gov. Copies of documents filed with the SEC by Burke & Herbert will be made available free of charge in the "Investor Relations" section of Burke & Herbert's website, www.burkeandherbertbank.com, under the heading "Financials." Copies of documents filed with the SEC by Summit will be made available free of charge in the "News" section of Summit's website, www.summitfgi.com, under the "News/Presentations and Events" link.

Participants in Solicitation

Burke & Herbert, Summit, and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction under the rules of the SEC. Information regarding Burke & Herbert's directors and executive officers is available in its Registration Statement on Form 10, as amended and as ordered effective by the SEC on April 21, 2023. Information regarding Summit's directors and executive officers is available in its definitive proxy statement, which was filed with the SEC on March 31, 2023, and certain other documents filed by Summit with the SEC. Other information regarding the participants in the solicitation of proxies in respect of the proposed transaction and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC. Free copies of these documents, when available, may be obtained as described in the preceding paragraph.

SIGNATURE

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

SUMMIT FINANCIAL GROUP, INC.

Date: August 24, 2023

By: /s/ Julie R. Markwood
Julie R. Markwood
Executive Vice President &
Chief Accounting Officer



Burke & Herbert Financial Services Corp. and Summit Financial Group, Inc. Announce Merger of Equals

ALEXANDRIA, Va., August 24, 2023 /PRNewswire/ — Burke & Herbert Financial Services Corp. (“Burke & Herbert”) (Nasdaq: BHRB) and Summit Financial Group, Inc. (“Summit”) (Nasdaq: SMMF) today announced they have entered into a definitive agreement under which Summit will merge with and into Burke & Herbert in an all-stock merger of equals valued at approximately \$371.5 million or \$25.20 per share of Summit common stock, based on a closing price for Burke & Herbert’s common stock of \$49.98 as of August 23, 2023.

Highlights of the Transaction:

- Merger of equals that creates a bank holding company with more than \$8 billion in assets and a combined market capitalization of nearly \$750 million
- Ownership split of approximately 50% Burke & Herbert and 50% Summit
- The transaction is expected to result in a combined earnings per share of approximately \$7.90 in the first full year of combined operations (assuming fully realized cost savings)
- The combined company will have more than 75 branches across Virginia, West Virginia, Maryland, Delaware and Kentucky, and more than 800 employees serving our communities
- Closely aligned leadership cultures dedicated to the success of our customers, communities, employees and shareholders
- Significant operational presence will be based in Moorefield, West Virginia and the headquarters of the combined company will be located in Alexandria, Virginia
- Establishes a \$5 million community foundation to ensure continued strong support of Summit’s communities

From David P. Boyle, Burke & Herbert Chair, President and Chief Executive Officer

“This partnership brings together two organizations dedicated to a community banking model that places an emphasis on service and dedication to the people who live and work among us. The rich and storied history of our franchises and our combined financial strength creates a promising future for our customers through a broader set of products and services, for our employees with new and expanded opportunities for advancement, for our communities by having more resources to support and care for them, and for our shareholders due to favorable profitability metrics and a larger foundation for future growth. The senior management teams are looking forward to working together to deliver on our collective mission and I’m especially eager to work with Charlie who is a proven leader and industry veteran.”

From H. Charles (“Charlie”) Maddy III, Summit President and Chief Executive Officer

“Our organizations are unified by a shared vision, values, and a forward-thinking approach to banking. Our synergistic cultures stand as a bedrock for sustained success. We are poised to broaden our ‘Service Beyond Expectations’ ethos, underpinning robust growth and enhancing shareholder returns. This alliance doesn’t just extend our influence; it strategically positions us

for future growth. It also lays the foundation for cultivating richer relationships and underscores our aspiration to become the most sought-after community bank in our markets. Collaborating with David, a distinguished leader, and his adept team, I am unwavering in my belief that this partnership will elevate us to heights neither of our organizations could have reached on their own.”

Transaction Details

Under the terms of the definitive agreement, which was unanimously approved by the boards of directors of both companies, holders of Summit common stock will have the right to receive 0.5043 shares of Burke & Herbert common stock. Existing Burke & Herbert shareholders will own approximately 50% of the outstanding shares of the combined company and Summit shareholders are expected to own approximately 50%.

Operations, Name, Branding and Headquarters

A significant operational presence will be based in Moorefield, West Virginia and the combined company will be headquartered in Alexandria, Virginia. The company will operate under the name “Burke & Herbert Financial Services Corp.” and will trade under the Burke & Herbert ticker symbol “BHRB” on the Nasdaq Capital Market. The combined bank will continue to operate under the “Burke & Herbert Bank & Trust Company” brand.

Governance and Leadership

The combined company’s board of directors will have 16 directors, consisting of 8 directors from Burke & Herbert and 8 directors from Summit with David P. Boyle serving as Chair. Summit’s current Chair, Oscar M. Bean, will join as a Vice Chair of the combined board of directors.

The combined company will be led by a highly-regarded management team with significant financial services experience.

- David Boyle, Burke & Herbert’s current Chief Executive Officer, will continue to serve in that role for the combined company
- Charlie Maddy, Summit’s current President and Chief Executive Officer, will serve as President and as a director of the combined company
- Rob Tissue, Summit’s current Chief Financial Officer, will serve as Executive Vice President of Financial Strategy of the combined company
- Roy Halyama, Burke & Herbert’s current Chief Financial Officer, will continue to serve in that role for the combined company
- Joe Hager, Summit’s current Chief Risk Officer, will serve as Chief Operating Officer of the combined company

- Jeff Welch, Burke & Herbert's current Chief Credit Officer, will continue to serve in that role for the combined company
- Danyl Freeman, Summit's current Chief Human Resources Officer, will continue to serve in that role for the combined company
- Jennifer Schmidt, Burke & Herbert's current Chief Compliance Officer, will serve as Chief Risk Officer for the combined company
- Brad Ritchie, Summit's current Executive Vice President and President of Summit Community Bank, will serve as Chief Lending Officer of the combined company
- Shannon Rowan, Burke & Herbert's current Director of Trust & Wealth Management, will continue to serve in that role for the combined company
- The remainder of the executive team will be drawn from both Burke & Herbert and Summit

Timing and Approvals

The transaction is expected to close in the first quarter of 2024, subject to satisfaction of customary closing conditions, including regulatory approvals and shareholder approval from Burke & Herbert and Summit shareholders. Summit directors and executive officers have entered into agreements with Burke & Herbert pursuant to which they have committed to vote their shares of Summit common stock in favor of the merger. Burke & Herbert directors and executive officers have entered into agreements with Summit pursuant to which they have committed to vote their shares of Burke & Herbert common stock in favor of the merger. For additional information about the proposed merger of Summit with and into Burke & Herbert, shareholders are encouraged to carefully read the definitive agreement that will be filed with the Securities and Exchange Commission ("SEC") tomorrow.

Advisors

Keefe, Bruyette & Woods, *A Stifel Company*, acted as financial advisor to Burke & Herbert in the transaction and delivered a fairness opinion to the Board of Directors. Troutman Pepper Hamilton Sanders LLP served as legal counsel to Burke & Herbert. D.A. Davidson & Co. acted as financial advisor to Summit and delivered a fairness opinion to the Board of Directors of Summit. Bowles Rice LLP served as legal counsel to Summit.

Investor Presentation Details

A presentation regarding the merger announcement will be filed with the SEC and made available at the SEC's website www.sec.gov or by accessing Burke & Herbert's website at www.burkeandherbertbank.com under the "Investor Relations" link or at www.summitfgi.com under the "News / Presentations and Events" link.

About Burke & Herbert Financial Services Corp.

Burke & Herbert Financial Services Corp. is the \$3.6 billion bank holding company for Burke & Herbert Bank & Trust Company. Burke & Herbert Bank & Trust Company is the oldest continuously operating bank under its original name headquartered in the greater Washington, D.C. metropolitan area. The Bank offers a full range of business and personal financial solutions designed to meet customers' banking, borrowing, and investment needs and has over 20 branches throughout the Northern Virginia region and commercial loan offices in Fredericksburg, Loudoun County, Richmond, and in Bethesda, Maryland. Learn more at www.burkeandherbertbank.com.

About Summit Financial Group, Inc.

Summit Financial Group, Inc. is the \$4.5 billion financial holding company for Summit Community Bank, Inc. Its talented bankers serve commercial and individual clients throughout West Virginia, the greater Washington, D.C. metropolitan area, Virginia, Kentucky, Eastern Shore of Maryland and Delaware. Summit's focus on in-market commercial lending and providing other business banking services in dynamic markets is designed to leverage its highly efficient operations and core deposits in strong legacy locations. Residential and consumer lending, trust and wealth management, and other retail financial services are offered through convenient digital and mobile banking platforms, as well as 54 full-service branch locations. More information on Summit Financial Group, Inc. (NASDAQ: SMMF), headquartered in West Virginia's Eastern Panhandle in Moorefield, is available at mysummit.bank.

Forward-looking Statements

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future results of Burke & Herbert and Summit; and the other factors discussed in the “Risk Factors” section of Burke & Herbert’s Registration Statement on Form 10, as amended and as ordered effective by the SEC on April 21, 2023, and Summit’s Annual Report on Form 10-K for the year ended December 31, 2022, in the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of each of Burke & Herbert’s and Summit’s Quarterly Report on Form 10-Q for the quarters ended March 31, 2023 and June 30, 2023, and other reports Burke & Herbert and Summit file with the SEC.

Additional Information and Where to Find It

In connection with the proposed transaction, Burke & Herbert will file a registration statement on Form S-4 with the SEC. The registration statement will include a joint proxy statement of Burke & Herbert and Summit, which also constitutes a prospectus of Burke & Herbert, that will be sent to shareholders of Burke & Herbert and shareholders of Summit seeking certain approvals related to the proposed transaction.

The information contained herein does not constitute an offer to sell or a solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. INVESTORS AND SHAREHOLDERS OF BURKE & HERBERT AND SUMMIT AND THEIR RESPECTIVE AFFILIATES ARE URGED TO READ, WHEN AVAILABLE, THE REGISTRATION STATEMENT ON FORM S-4, THE JOINT PROXY STATEMENT/PROSPECTUS TO BE INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4 AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT BURKE & HERBERT, SUMMIT AND THE PROPOSED TRANSACTION. Investors and shareholders will be able to obtain a free copy of the registration statement, including the joint proxy statement/prospectus, as well as other relevant documents filed with the SEC containing information about Burke & Herbert and Summit, without charge, at the SEC’s website www.sec.gov. Copies of documents filed with the SEC by Burke & Herbert will be made available free of charge in the “Investor Relations” section of Burke & Herbert’s website, www.burkeandherbertbank.com. Copies of documents filed with the SEC by Summit will be made available free of charge in the “News” section of Summit’s website, www.summitfgi.com, under the “News/Presentations and Events” link.

Participants in Solicitation

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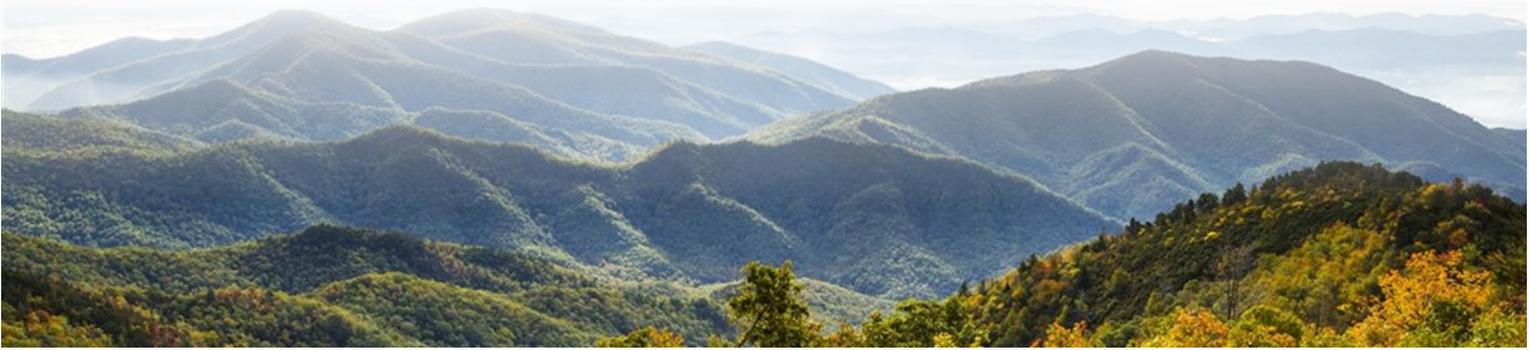
2023, and certain other documents filed by Summit with the SEC. Other information regarding the participants in the solicitation of proxies in respect of the proposed transaction and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC. Free copies of these documents, when available, may be obtained as described in the preceding paragraph.

**Burke & Herbert
Financial Services Corp.**



Burke & Herbert Financial Services Corp. (Nasdaq: BHRB)
Merger of Equals with
Summit Financial Group, Inc. (Nasdaq: SMMF)

August 24, 2023



Disclaimer

Forward-looking Statements

This presentation includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, with respect to the beliefs, goals, intentions, and expectations of Burke & Herbert Financial Services Corp. ("BHRB") and Summit Financial Group, Inc. ("SMMF") regarding the proposed transaction, revenues, earnings, earnings per share, loan production, asset quality, and capital levels, among other matters; our estimates of future costs and benefits of the actions we may take; our assessments of expected losses on loans; our assessments of interest rate and other market risks; our ability to achieve our financial and other strategic goals; the expected timing of completion of the proposed transaction; the expected cost savings, synergies, returns and other anticipated benefits from the proposed transaction; and other statements that are not historical facts. Forward-looking statements are typically identified by such words as "believe," "expect," "anticipate," "intend," "outlook," "estimate," "forecast," "project," "will," "should," and other similar words and expressions, and are subject to numerous assumptions, risks, and uncertainties, which change over time. These forward-looking statements include, without limitation, those relating to the terms, timing and closing of the proposed transaction. Additionally, forward-looking statements speak only as of the date they are made; BHRB and SMMF do not assume any duty, and do not undertake, to update such forward-looking statements, whether written or oral, that may be made from time to time, whether as a result of new information, future events, or otherwise. Furthermore, because forward-looking statements are subject to assumptions and uncertainties, actual results or future events could differ, possibly materially, from those indicated in or implied by such forward-looking statements as a result of a variety of factors, many of which are beyond the control of BHRB and SMMF. Such statements are based upon the current beliefs and expectations of the management of BHRB and SMMF and are subject to significant risks and uncertainties outside of the control of the parties. 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Disclaimer

Additional Information and Where to Find It

In connection with the proposed transaction, BHRB will file a registration statement on Form S-4 with the SEC. The registration statement will include a joint proxy statement of BHRB and SMMF, which also constitutes a prospectus of BHRB, that will be sent to shareholders of BHRB and shareholders of SMMF seeking certain approvals related to the proposed transaction. The information contained herein does not constitute an offer to sell or a solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. INVESTORS AND SHAREHOLDERS OF BHRB AND SMMF AND THEIR RESPECTIVE AFFILIATES ARE URGED TO READ, WHEN AVAILABLE, THE REGISTRATION STATEMENT ON FORM S-4, THE JOINT PROXY STATEMENT/PROSPECTUS TO BE INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4 AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT BHRB, SMMF AND THE PROPOSED TRANSACTION. Investors and shareholders will be able to obtain a free copy of the registration statement, including the joint proxy statement/prospectus, as well as other relevant documents filed with the SEC containing information about BHRB and SMMF, without charge, at the SEC's website www.sec.gov. Copies of documents filed with the SEC by BHRB will be made available free of charge in the "Investor Relations" section of BHRB's website, www.burkeandherbertbank.com. Copies of documents filed with the SEC by SMMF will be made available free of charge in the "News" section of SMMF's website, www.summitfgi.com, under the "News / Presentations and Events" link.

Participants in Solicitation

BHRB, SMMF, and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction under the rules of the SEC. Information regarding BHRB's directors and executive officers is available in its Registration Statement on Form 10, as amended and as ordered effective by the SEC on April 21, 2023. Information regarding SMMF's directors and executive officers is available in its definitive proxy statement, which was filed with the SEC on March 31, 2023, and certain other documents filed by SMMF with the SEC. Other information regarding the participants in the solicitation of proxies in respect of the proposed transaction and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC. Free copies of these documents, when available, may be obtained as described in the preceding paragraph.

Creating a Diversified, High Performing Community Banking Institution

Mid-Atlantic & Southeast Franchise With Scale⁽¹⁾

\$8.1bn Assets
\$5.6bn Gross Loans
\$6.7bn Deposits

Attractive Deposit Franchise

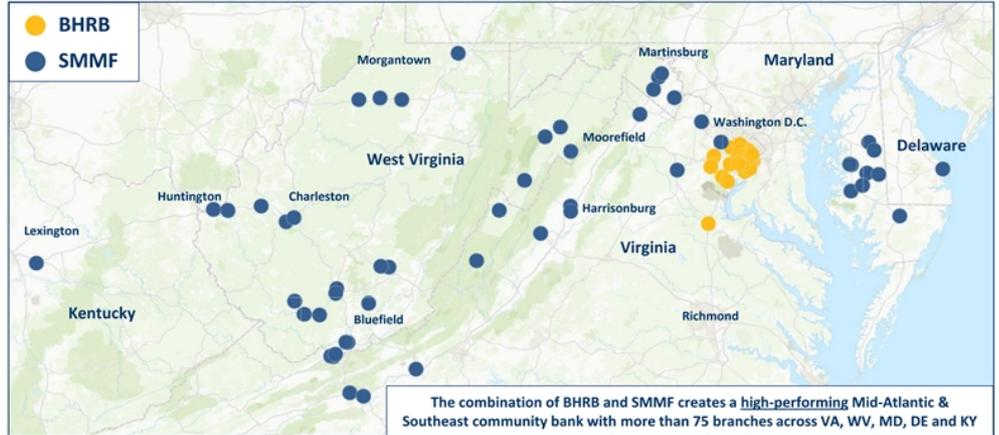
>75 Branches
#3 Largest Bank Headquartered in Virginia by Assets⁽²⁾
Top 10 Deposit Market Share in Both Virginia and West Virginia

Peer Leading Performance⁽³⁾

~1.4% Est. 2024 ROAA
~22% Est. 2024 ROATCE

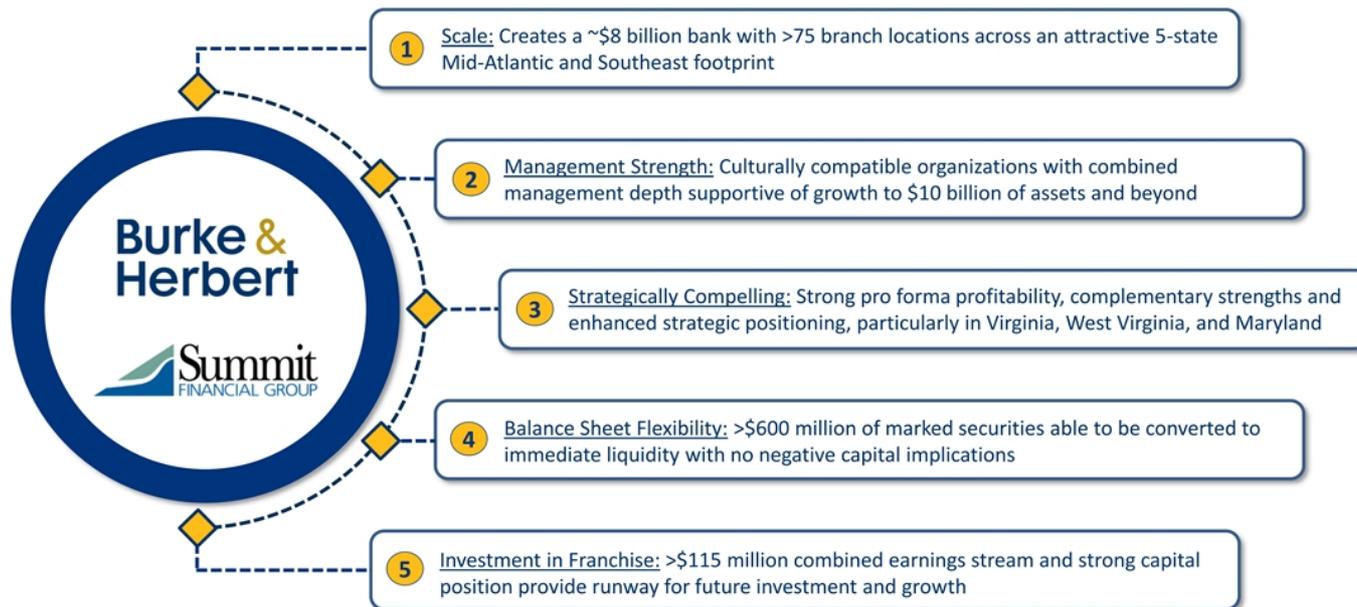
Exceptional Return Metrics

>\$115mm Est. First Full Year Net Income⁽⁴⁾
1.2 Year TBV Earnback⁽³⁾
\$7.90 Est. First Full Year EPS⁽⁴⁾

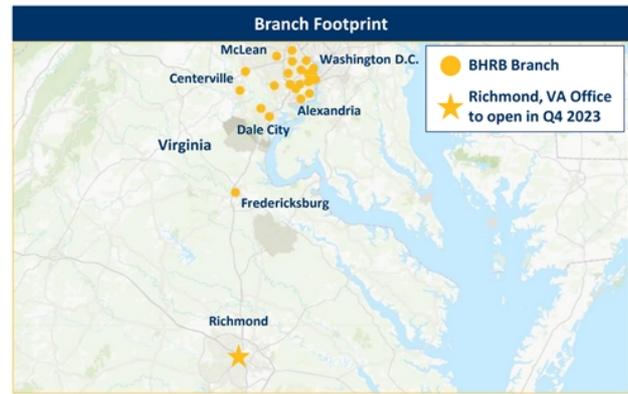


Source: S&P Global Market Intelligence. Data as of or for most recent quarter available
 Note: Deposit Market Share (DMS) data as of 6/30/2022 and estimated pro forma for pending or recently completed acquisitions
 (1) Excludes purchase accounting adjustments
 (2) Excludes Capital One Financial Corporation
 (3) Based on internal estimates for BHRB, consensus Street estimates for SMMF, assumed cost savings with 50% phase in 2024 and purchase accounting adjustments; Assumes 1/1/2024 close; Earnback reflects crossover method
 (4) Assumes fully realized cost savings

Strategic Rationale



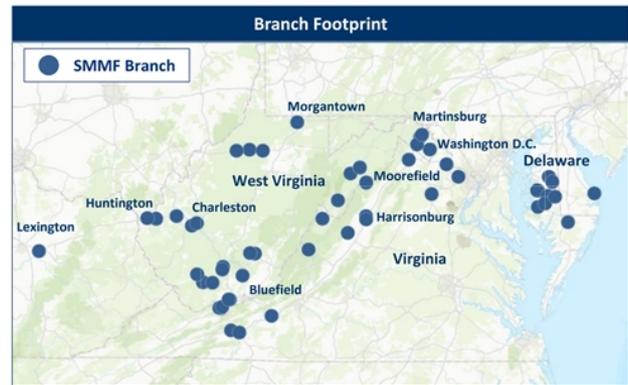
Key Financials		
(Dollars in Millions)	YE 12/31/2022	YTD 6/30/2023
Balance Sheet		
Total Assets	\$3,563	\$3,569
Total Net Loans	1,866	1,976
Deposits	2,920	3,005
Balance Sheet Ratios		
TCE / TA (%)	7.68	8.13
CET1 (%)	18.0	17.6
Total Capital Ratio (%)	18.9	18.7
Profitability Ratios		
ROAA (%)	1.22	0.75
ROAE (%)	14.4	9.5
Net Interest Margin (%)	3.19	2.96
Asset Quality		
NPAs / Loans + OREO (%) ⁽¹⁾	0.48	0.15
ACL / Loans (%)	1.11	1.30



Company Description	
<ul style="list-style-type: none"> Founded in 1852 and headquartered in Alexandria, Virginia Longest continuously operating bank in the Commonwealth of Virginia and operates 23 branches located in Northern Virginia The company has organically grown through its history to more than 400 employees and \$3.6 billion in assets Began trading on NASDAQ on April 26, 2023 	

Company Highlights		
Loans / Deposits:	TRBC Ratio:	NPAs / Loans + OREO ⁽¹⁾ :
67%	18.7%	0.15%
Liquidity Ratio:	CET1 Ratio:	NCO's / Avg. Loans:
18.2%	17.6%	0.01%

Key Financials		
(Dollars in Millions)	YE 12/31/2022	YTD 6/30/2023
Balance Sheet		
Total Assets	\$3,917	\$4,552
Total Net Loans	3,044	3,507
Deposits	3,170	3,735
Balance Sheet Ratios		
TCE / TA (%)	7.20	7.19
CET1 (%)	8.6	8.7
Total Capital Ratio (%)	13.5	13.3
Profitability Ratios		
Core ROAA (%)	1.46 ⁽¹⁾	1.39 ⁽²⁾
Core ROATCE (%)	20.9 ⁽¹⁾	18.9 ⁽²⁾
Net Interest Margin (%)	3.73	3.86
Asset Quality		
NPAs/ Loans + OREO (%) ⁽³⁾	1.03	0.45
ACL / Loans (%)	1.26	1.29



Company Description	
<ul style="list-style-type: none"> Founded in 1987 and headquartered in Moorefield, West Virginia; Trades on the NASDAQ under the symbol SMMF Top 10 deposit market share in West Virginia Successful M&A track record with 6 acquisitions completed since 2015, including the acquisition of PSB Holding Corp. which closed in April 2023 54 branch locations across a footprint that includes WV, VA, MD, DE and KY 	

Company Highlights		
Core ROAA ⁽²⁾ : 1.39%	Efficiency Ratio: 48.0%	NPAs/ Loans + OREO ⁽³⁾ : 0.45%
Core ROATCE ⁽²⁾ : 18.9%	NIM: 3.86%	TCE / TA: 7.19%

Key Combined Markets of Operation

Greater Washington D.C.



Capital of the U.S.

- Population: **6.44mm**
- Pop. CAGR: **1.01%** ✓
- Proj. Pop. CAGR: **0.54%** ✓
- Median HHI: **\$118k** ✓
- Proj. Median HHI: **\$132k** ✓

PF Deposits: \$3.2bn
PF DMS: 1.07%

Hagerstown-Martinsburg, MD-WV



- Population: **302k**
- Pop. CAGR: **0.88%** ✓
- Proj. Pop. CAGR: **0.70%** ✓
- Median HHI: **\$68k**
- Proj. Median HHI: **\$74k**

PF Deposits: \$176mm
PF DMS: 3.13%

Harrisonburg, VA



- Population: **137k**
- Pop. CAGR: **0.70%** ✓
- Proj. Pop. CAGR: **0.57%** ✓
- Median HHI: **\$70k**
- Proj. Median HHI: **\$81k**

PF Deposits: \$100mm
PF DMS: 2.83%

Charleston, WV



Capital of West Virginia

- Population: **252k**
- Median HHI: **\$52k**
- Proj. Median HHI: **\$60k**

PF Deposits: \$270mm
PF DMS: 3.42%

Winchester, VA-WV



Fastest Growing Metro in VA

- Population: **147k**
- Pop. CAGR: **1.04%** ✓
- Proj. Pop. CAGR: **0.95%** ✓
- Median HHI: **\$82k** ✓
- Proj. Median HHI: **\$93k** ✓

PF Deposits: \$148mm
PF DMS: 3.63%

Lexington-Fayette, KY



Horse Capital of the World

- Population: **523k**
- Pop. CAGR: **0.79%** ✓
- Proj. Pop. CAGR: **0.52%** ✓
- Proj. Median HHI: **\$77k**

PF Deposits: \$88mm
PF DMS: 0.54%

Eastern Shore of MD ⁽²⁾



- Population: **70k**
- Pop. CAGR: **0.24%**
- Median HHI: **\$75k** ✓
- Proj. Median HHI: **\$81k**

PF Deposits: \$198mm
PF DMS: 7.60%

Huntington-Ashland, WV-KY-OH



- Population: **354k**
- Median HHI: **\$54k**
- Proj. Median HHI: **\$59k**

PF Deposits: \$135mm
PF DMS: 1.77%

Salisbury, MD-DE



- Population: **436k**
- Pop. CAGR: **1.19%** ✓
- Proj. Pop. CAGR: **1.03%** ✓
- Median HHI: **\$68k**
- Proj. Median HHI: **\$74k**

PF Deposits: \$35mm
PF DMS: 0.30%

Combined Footprint

Virginia Deposit Market Share

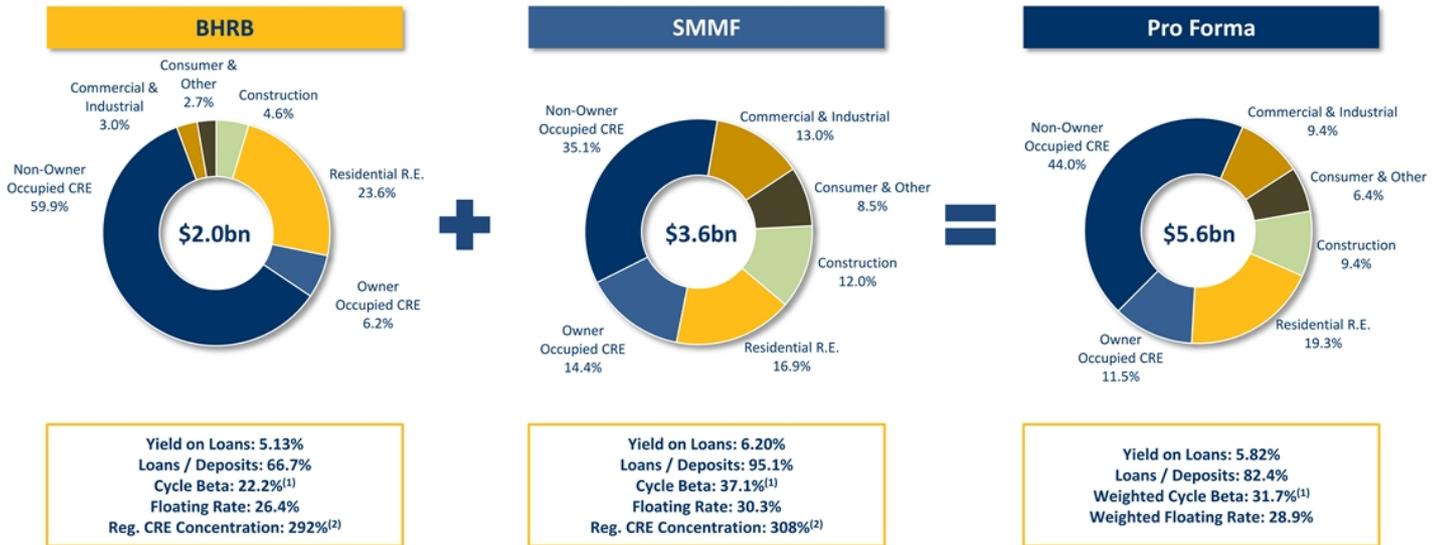
Rank	Institution	Number of Branches	Deposits in Market (\$mm)	Deposit Market Share (%)
1.	Capital One Financial Corp. (VA)	27	119,638	31.4
2.	Truist Financial Corp. (NC)	265	56,727	14.9
3.	Bank of America Corporation (NC)	103	49,015	12.9
4.	Wells Fargo & Co. (CA)	199	45,396	11.9
5.	Atlantic Union Bkshs Corp. (VA)	122	17,771	4.7
6.	TowneBank (VA)	38	10,929	2.9
7.	United Bankshares Inc. (WV)	84	9,205	2.4
8.	The PNC Finl Svcs Grp (PA)	57	5,935	1.6
Pro Forma		36	3,630	1.0
9.	Carter Bankshares (VA)	54	3,341	0.9
10.	Burke & Herbert Finl Svcs Corp (VA)	23	2,960	0.8
11.	The Toronto-Dominion Bank	23	2,907	0.8
12.	First Citizens BancShares Inc. (NC)	40	2,564	0.7
13.	Primis Financial Corp. (VA)	33	2,446	0.6
14.	Blue Ridge Bankshares Inc. (VA)	26	2,317	0.6
15.	First Bancorp Inc. (VA)	19	2,213	0.6
16.	Citigroup Inc. (NY)	6	2,044	0.5
17.	C&F Financial Corp. (VA)	31	2,028	0.5
18.	John Marshall Bancorp Inc. (VA)	6	1,858	0.5
19.	FVCBankcorp Inc. (VA)	5	1,796	0.5
20.	Virginia National Bkshs Corp. (VA)	16	1,601	0.4
41.	Summit Financial Group Inc. (WV)	13	670	0.2
Total (Top 20):		1,177	342,691	90.0
Total:		1,853	380,839	100.0

West Virginia Deposit Market Share

Rank	Institution	Number of Branches	Deposits in Market (\$mm)	Deposit Market Share (%)
1.	Truist Financial Corp. (NC)	43	6,631	14.7
2.	United Bankshares Inc. (WV)	48	6,108	13.5
3.	WesBanco Inc. (WV)	41	4,193	9.3
4.	City Holding Co. (WV)	58	3,506	7.8
5.	JPMorgan Chase & Co. (NY)	17	2,468	5.5
6.	Huntington Bancshares Inc. (OH)	26	2,408	5.3
7.	MVB Financial Corp (WV)	6	2,303	5.1
8.	Summit Financial Group Inc. (WV)	33	2,232	4.9
9.	Peoples Bancorp Inc. (OH)	26	1,481	3.3
10.	First Community Bankshares Inc (VA)	21	1,195	2.6
11.	State Bancorp Inc. (WV)	10	698	1.5
12.	Putnam Bancshares Inc. (WV)	5	584	1.3
13.	Main St Finl Svcs Corp (WV)	4	511	1.1
14.	Potomac Bancshares Inc. (WV)	5	508	1.1
15.	Huntington FSB (WV)	5	448	1.0
16.	First United Corp. (MD)	10	435	1.0
17.	Highlands Bankshares Inc. (WV)	10	434	1.0
18.	Poca Valley Bankshares Inc. (WV)	8	431	1.0
19.	Citizens Financial Corp. (WV)	6	427	0.9
20.	Allegheny Bancshares Inc. (WV)	8	420	0.9
Total (Top 20):		390	37,422	82.8
Total:		566	45,217	100.0

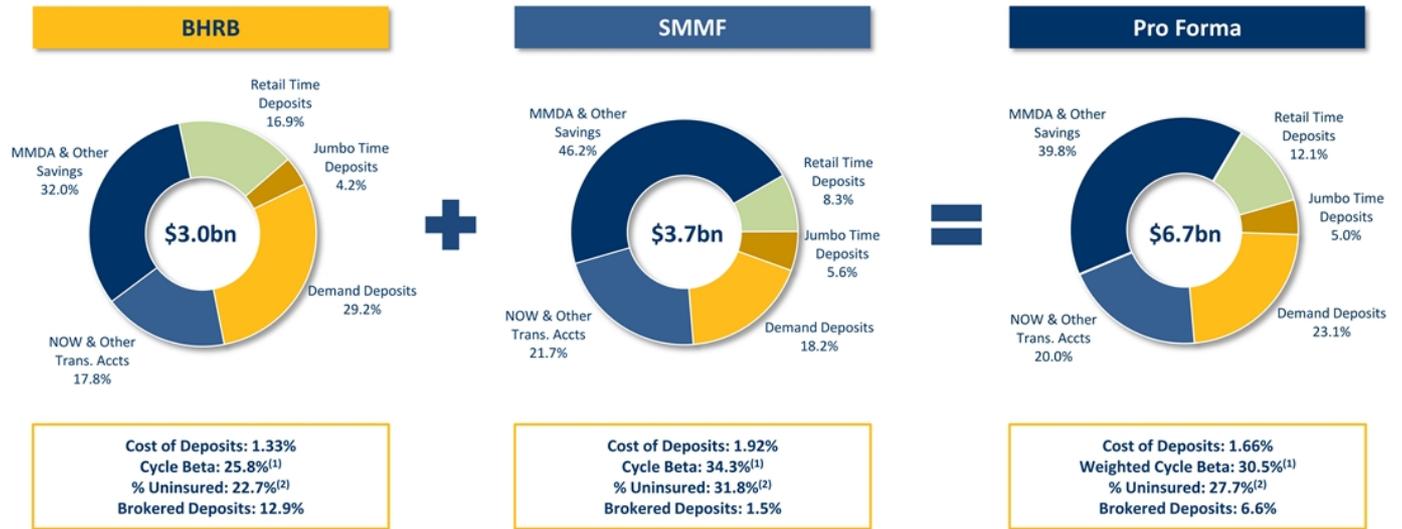
Source: S&P Global Market Intelligence
 Note: DMS data as of 6/30/2022 and pro forma for pending or recently completed acquisitions. Pro forma deposit balances exclude purchase accounting adjustments

Diversified Pro Forma Loan Composition



Source: S&P Global Market Intelligence. Loan data per consolidated regulatory filings as of 6/30/2023. Pro forma BHRB / SMMF loan balances exclude purchase accounting adjustments. Loan balances may not add to 100% due to rounding
 Note: Yield on Loans, Loan / Deposit ratio, Cycle Beta and Floating Rate data per GAAP filings as of 6/30/2023
 (1) Represents the difference between Q4 '2021 and Q2 '2023 in the indicated yield or cost metric divided by 5.16%, or the change in the federal funds rate between 12/15/2021 and 6/30/2023
 (2) Commercial real estate loans as defined in the regulatory agencies guidance on commercial real estate (CRE) as a percent of total risk-based capital

Pro Forma Deposit Composition

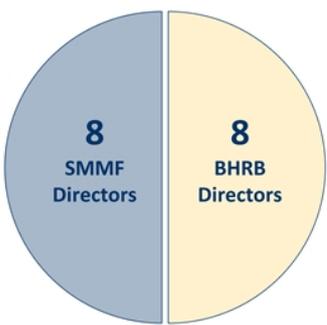


Combined Leadership Team: *Executive Management and Board of Directors*

Combined Executive Management Team



Pro Forma Board Split



- **David Boyle (BHRB) to be Chair**
- **Oscar Bean (current Chair of SMMF) to be Vice Chair**

Thorough Reciprocal Due Diligence Effort

- Full management review of all key functional areas for both companies
- External review of loan portfolios
 - Third party loan reviews completed on both portfolios, including review of current risk ratings and underwriting process
 - Credit risk management teams provided oversight and validation of third party analyses
- Management diligence efforts supplemented by external advisors
- Key executives from BHRB and SMMF each have extensive prior due diligence and merger integration experience and will jointly manage integration efforts
- Integration process will evaluate and reflect best practices and human resources at each bank

Mutual Credit Review Details

3rd party diligence scope mutually determined in conjunction with credit risk management to ensure consistency of approach to file, risk rating and underwriting process reviews

>40%

Penetration of commercial portfolio

>90%

Penetration of classified assets

>90%

Coverage of Large Relationships

Both portfolios marked to validate adequacy of ACL levels in current environment

Thorough, mutual diligence process with participation from third party advisors to both sides:



Transaction Overview

Merger Structure	<ul style="list-style-type: none"> ■ Merger of Equals ■ Accounting and Legal Acquirer: Summit Financial Group, Inc. (SMMF) merges into Burke and Herbert Financial Services Corp. (BHRB), with BHRB surviving as the bank holding company and deemed to be the acquiring entity ■ Bank Merger: Summit Community Bank, Inc. merges into Burke & Herbert Bank & Trust Company, with Burke & Herbert Bank & Trust Company surviving as the bank charter
Ownership	<ul style="list-style-type: none"> ■ Approximately 50% BHRB / 50% SMMF
Structure & Exchange Ratio	<ul style="list-style-type: none"> ■ 100% stock consideration ■ 0.5043x of a BHRB share for each SMMF share; Implied price per share \$25.20 ⁽¹⁾ ■ Aggregate transaction value of \$371.5mm ⁽¹⁾
Senior Executives	<ul style="list-style-type: none"> ■ Chair & CEO Holding Company: David Boyle (BHRB) ■ President: Charlie Maddy (SMMF) ■ Chief Financial Officer: Roy Halyama (BHRB) ■ EVP of Financial Strategy: Rob Tissue (SMMF) ■ Chief Credit Officer: Jeff Welch (BHRB) ■ Chief Operating Officer: Joe Hager (SMMF)
Board Composition	<ul style="list-style-type: none"> ■ 16 directors, comprised of eight from each of BHRB and SMMF ■ Vice Chair: Oscar Bean from SMMF
Brand & Headquarters	<ul style="list-style-type: none"> ■ Burke & Herbert Bank & Trust ■ Headquarters: Alexandria, VA ■ Major operations center: Moorefield, WV
Timing & Approvals	<ul style="list-style-type: none"> ■ Anticipated closing in Q1 2024 ■ Subject to BHRB and SMMF shareholder approvals and required regulatory approvals

Key Assumptions

Earnings Assumptions	<ul style="list-style-type: none"> ■ BHRB's earnings per internal company estimates ■ SMMF's earnings per Street consensus estimates, as adjusted for lost income from interest rate derivative positions
Merger Costs	<ul style="list-style-type: none"> ■ One-time merger expenses of approximately \$45.5 million after-tax
Synergies	<ul style="list-style-type: none"> ■ Cost savings of approximately 11% of combined noninterest expense <ul style="list-style-type: none"> — Phased in 50% in 2024 and 100% thereafter
Loan Credit Marks	<ul style="list-style-type: none"> ■ Gross credit mark: \$40.5 million <ul style="list-style-type: none"> — Non-PCD loan credit mark: \$16.6 million, accreted back into earnings over 4 years sum of the years digits — PCD loan credit mark: \$24.0 million — Day-2 CECL reserve equal to \$16.6 million
AOCI	<ul style="list-style-type: none"> ■ After-tax negative AOCI of approximately \$35.0 million is accreted back into earnings straight-line over 5 years
Other Purchase Accounting Marks (pre-tax)	<ul style="list-style-type: none"> ■ Loan portfolio write-down of \$122.3 million accreted straight-line over 3.5 years (mark is net of remaining marks from SMMF's PSB Holding Corp. acquisition) ■ HTM securities portfolio write-down of \$8.1 million accreted straight-line over 6 years ■ Favorable lease write-up of \$1.2 million amortized sum of the years digits over 5 years ■ Deposit portfolio (time deposits) write-down of \$15.3 million accreted sum of the years digits over 3 years (mark is net of remaining marks from SMMF's PSB Holding Corp. acquisition) ■ Subordinated debt write-down of \$24.2 million amortized straight-line over 7.5 years ■ Preferred equity fair value discount of \$5.6 million
Other Assumptions	<ul style="list-style-type: none"> ■ \$66.0 million core deposit intangible amortized sum of the years digits over 7 years ■ Assumes redemption of SMMF Trust preferred at close ■ Pre-tax cost of cash of 5.25% ■ Assumes marginal tax rate of 23.0%

Pro Forma Financial Impact

	GAAP Financial Results		Financial Results Excluding AOCI and Rate Marks ⁽¹⁾		GAAP Financial Results Excluding CECL Day-2 Double Count ⁽²⁾	
Earnings Impact	71% 2024E EPS Accretion	92% 2025E EPS Accretion	30% 2024E EPS Accretion	49% 2025E EPS Accretion	63% 2024E EPS Accretion	86% 2025E EPS Accretion
TBV Impact	12.7% Dilution at Close	1.2 Year Earnback ⁽³⁾	4.1% Accretion at Close		10.5% Dilution at Close	1.1 Year Earnback ⁽³⁾
Pro Forma Capital	6.4% TCE / TA	8.1% Leverage Ratio	7.5% TCE / TA	9.3% Leverage Ratio	6.6% TCE / TA	8.3% Leverage Ratio
	10.4% CET1 Ratio	12.5% TRBC Ratio	11.9% CET1 Ratio	14.4% TRBC Ratio	10.7% CET1 Ratio	12.5% TRBC Ratio

Combination Benefits All Constituents

Creating a Diversified, High Performing Mid-Atlantic & Southeast Community Bank with Exceptional Performance and Scale



Clients

- Greater capabilities and expanded product suite
- Increased scale drives continued technology investment and customer experience improvements
- Expanded wealth platform
- Increased lending capacity allows us to further support our clients as they grow



Communities

- Significant community involvement and encouragement of economic momentum
- \$5 million foundation commitment ensures continued strong support of SMMF's communities
- No footprint overlap limits disruption in the support of any of our combined communities
- Commitment to diversity, equity and financial inclusion across the combined footprint



Employees

- Strong cultural alignment
- Shared beliefs and company missions
- Balanced leadership composition will be inclusive of each team
- Greater scale provides additional career mobility for our combined associates
- Strengthens our ability to recruit and retain top-tier talent across our combined markets



Shareholders

- Significant earnings power: >\$115 million combined earnings stream
- Creates significant franchise value via scale and efficiencies
- Benefits of synergies accrue to both sets of shareholders
- Significant upside for all shareholders with successful integration, execution and delivery of estimated performance metrics

Conclusion



Appendix

Deposit and Loan Composition Details

	Deposits		Loans	
BHRB	Deposit Portfolio (\$000)	Amount	Balance by Market (\$bn)	
	Demand Deposits	\$876,396		Loan Portfolio (\$000)
	NOW & Other Trans. Accts	534,236		Amount
	MMDA & Other Savings	960,587		
Retail Time Deposits	507,247	Residential R.E.		
Jumbo Time Deposits	126,797	Owner Occupied CRE		
Total Deposits	\$3,005,263		Non-Owner Occupied CRE	
			Commercial & Industrial	
			Consumer & Other	
			Gross Loans & Leases	
			\$2,001,425	
SMMF	Deposit Portfolio (\$000)	Amount	Balance by Market (\$bn)	
	Demand Deposits	\$679,139		Loan Portfolio (\$000)
	NOW & Other Trans. Accts	811,949		Amount
	MMDA & Other Savings	1,724,521		
Retail Time Deposits	309,406	Residential R.E.		
Jumbo Time Deposits	210,019	Owner Occupied CRE		
Total Deposits	\$3,735,034		Non-Owner Occupied CRE	
			Commercial & Industrial	
			Consumer & Other	
			Gross Loans & Leases	
			\$3,552,561	
Pro Forma	Deposit Portfolio (\$000)	Amount	Balance by Market (\$bn)	
	Demand Deposits	\$1,555,535		Loan Portfolio (\$000)
	NOW & Other Trans. Accts	1,346,185		Amount
	MMDA & Other Savings	2,685,108		
Retail Time Deposits	816,653	Residential R.E.		
Jumbo Time Deposits	336,816	Owner Occupied CRE		
Total Deposits	\$6,740,297		Non-Owner Occupied CRE	
			Commercial & Industrial	
			Consumer & Other	
			Gross Loans & Leases	
			\$5,553,986	

Combined Leadership: *Executive Management Bios*

David Boyle
Chief Executive Officer



- Served as the President and CEO of BHRB since 2020, prior to which he was the President and COO after joining in 2019
- Named Chair of the Board in 2023
- Served as EVP and CFO at Orrstown Bank prior to joining BHRB

Charlie Maddy
President



- Served as the President and Chief Executive Officer of SMMF since 1994
- Served as a member of the Board of Directors since 1993 and as CEO of Summit Community Bank, Inc. since 2013

Roy Halyama
Chief Financial Officer



- Served as the EVP and CFO of BHRB since joining in 2021
- Previously served as the CFO of PNC Capital Finance
- Has 30+ years of experience in various other finance related roles

Rob Tissue
EVP of Financial Strategy



- Served as EVP and CFO at SMMF
- Since joining in 1998, had previously served as the Senior VP and CAO
- Has 30+ years of experience; before joining SMMF he worked in public accounting at Arnett Carbis Toothman

Joe Hager
Chief Operating Officer



- Served as EVP and COO of SMMF since 2022, and served as EVP and COO of Summit Community Bank, Inc. since 2023
- Joined SMMF in 2016, serving as the Chief Audit Officer

Jeff Welch
Chief Credit Officer



- Served as Chief Credit Officer, EVP and Chair of the Loan Committee at BHRB
- Previously served as its SVP in the years since joining the Bank in 2014
- Has over 40 years of experience working in credit and lending

Danyl Freeman
EVP & Chief HR Officer



- Served as EVP & Chief Human Resources Officer since 2019
- Began career at SMMF in 1991 and has overseen HR functions since 1997
- Teaches classes at the WV School of Banking, one being Principles of Banking

Jennifer Schmidt
Chief Risk Officer



- Served as the Chief Compliance Officer for BHRB since joining in 2014
- Previously served as the Principal VP of Compliance until being promoted to SVP in 2021 and then EVP in 2023
- Has over 30 years of experience

Brad Ritchie
Chief Lending Officer



- Served as EVP of SMMF and President of the subsidiary, Summit Community Bank, Inc. since 2012
- Joined SMMF in 2008, prior to which he served as Regional President at United Bank

Shannon Rowan
Director of Trust & Wealth Mgmt.



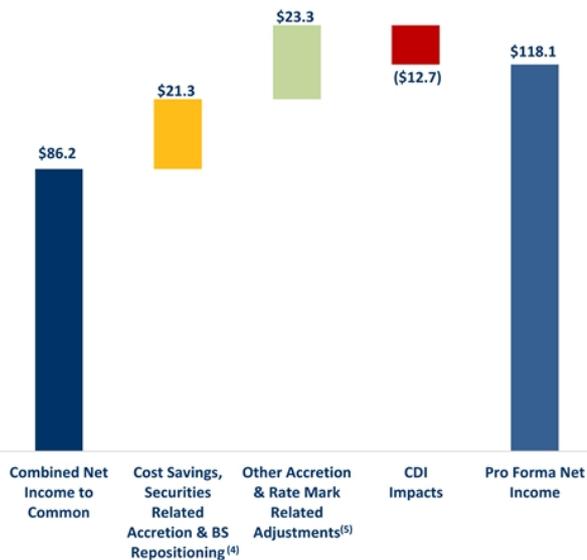
- Served as Director of Trust & Wealth Management and EVP at BHRB
- Previously worked as SVP after joining BHRB in 2011
- Served as an area director of financial advisors prior to start at BHRB

Pro Forma Net Income Reconciliation

Pro Forma Earnings Reconciliation

	2024E	
<i>Dollars in millions, except per share data</i>	Pro Forma	
Combined Net Income to Common ⁽¹⁾	86.2	
After - Tax Transaction Adjustments		
Cost Savings - Fully Realized	14.6	
Opportunity Cost of Cash	(1.8)	
Benefit of Trust Preferred Redemption ⁽²⁾	0.4	
Accretion of HTM Interest Rate Mark and AOCI	8.1	
Accretion of Other Interest Rate Marks	18.2	
Accretion of Non-PCD Credit Mark	5.1	
Core Deposit Amortization from Transaction	(12.7)	
Pro Forma Net Income to Common	\$ 118.1	
Pro Forma Average Diluted Shares	14.9	Price / PF EPS ⁽³⁾
Pro Forma EPS - Incl. Rate Accretion	\$7.90	6.3x

Earnings Buildup (\$mm)

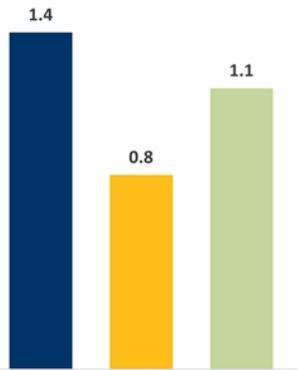


Stacking up vs. Post-Transaction Peers

Post-Transaction Peers include public banks headquartered in the Mid-Atlantic and Southeast regions with total assets between \$5 billion and \$10 billion

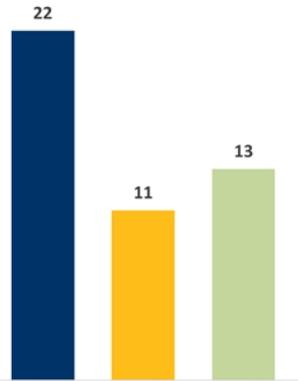
2024 ROAA (%)

Ranks 2nd Amongst Post-Transaction Peers



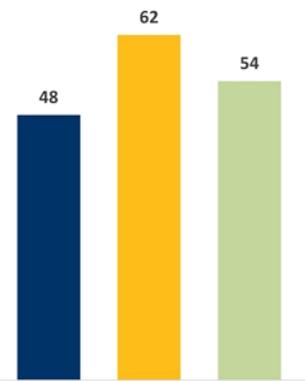
2024 ROATCE (%)

Ranks 2nd Amongst Post-Transaction Peers



2024 Efficiency Ratio (%)

Ranks 3rd Amongst Post-Transaction Peers



■ Pro Forma ■ Peer Median ■ Peer Top Quartile

Non – GAAP Reconciliation: *SMMF*

<i>Dollar values in thousands</i>	<i>SMMF</i>
	YTD 6/30/2023
<u>Unadjusted Earnings</u>	
Net Income	\$ 22,310
Less: Preferred Stock Dividends	450
Net Income to Common	21,860
<u>Core Adjustments</u>	
Plus: Realized Loss on AFS Debt Securities	270
Less: Net Gains on Equity Investments	195
Plus: Nonrecurring Acquisition Related Expenses	4,494
Plus: Amortization of Intangibles & Goodwill Impairment	1,342
Plus: CECL Day-2 Provision Related to PSB Acquisition	3,005
Core Income (Pre-Tax)	31,226
Core Income to Common (Pre-Tax)	30,776
Memo: Tax Rate	20.6%
Core Net Income (After-Tax)	29,392
Core Net Income to Common (After-Tax)	28,942
<u>Balance Sheet</u>	
Average Assets	4,235,387
Average Tangible Common Equity	306,454
<u>Core Return Metrics</u>	
Core ROAA	1.39%
Core ROATCE	18.9%