

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

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

Burke & Herbert Financial Services Corp.
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

001-41633
(Commission File Number)

92-0289417
(I.R.S. Employer Identification Number)

100 S. Fairfax Street
Alexandria, VA 22314
(Address of principal executive offices and zip code)
(703) 666-3555
(Registrant's telephone number, including area code)

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
Common stock, par value \$.50

Trading Symbol
BHRB

Name of each exchange on which registered
The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

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. ☐

Item 8.01 - Other Events

On August 24, 2023, Burke & Herbert Financial Services Corp. (“BHRB”) and Summit Financial Group, Inc. (“SMMF”) issued a joint press release announcing the execution of the Agreement and Plan of Reorganization, dated as of August 24, 2023, by and between BHRB and SMMF pursuant to which, upon the terms and subject to the conditions set forth therein, SMMF will merge with and into BHRB, with BHRB continuing as the surviving entity (the “Merger”). 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, BHRB and SMMF 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.

Item 9.01 - Financial Statements and Exhibits

- (a) Financial statements of businesses acquired. None.
- (b) Pro forma financial information. None.
- (c) Shell company transactions. None.
- (d) The following exhibits are being filed herewith:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | <u>Joint Press Release, dated August 24, 2023</u> |
| 99.2 | <u>Investor Presentation</u> |
| 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 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. 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 definitive Agreement and Plan of Reorganization by and between BHRB and SMMF; the outcome of any legal proceedings that may be instituted against BHRB or SMMF; 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 BHRB and SMMF 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 BHRB and SMMF 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 SMMF's operations and those of BHRB; such integration may be more difficult, time-consuming or costly than expected; revenues following the proposed transaction may be lower than expected; BHRB's and SMMF's success in executing their respective business plans and strategies and managing the risks involved in the foregoing; the dilution caused by BHRB'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 BHRB and SMMF 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 BHRB and SMMF; on; and the other factors discussed in the "Risk Factors" section of BHRB's Registration Statement on Form 10, as amended and as ordered effective by the SEC on April 21, 2023, and SMMF'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 BHRB's and SMMF's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2023 and June 30, 2023, and other reports BHRB and SMMF file with the SEC.

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 SECURITY HOLDERS 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 security holders 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 heading "News and Filings."

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.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized on this 24th day of August, 2023.

Burke & Herbert Financial Services Corp.

By: /s/ Roy E. Halyama

Name: Roy E. Halyama

Title: Executive Vice President, CFO

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
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- 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 heading "News and Filings."

Participants in Solicitation

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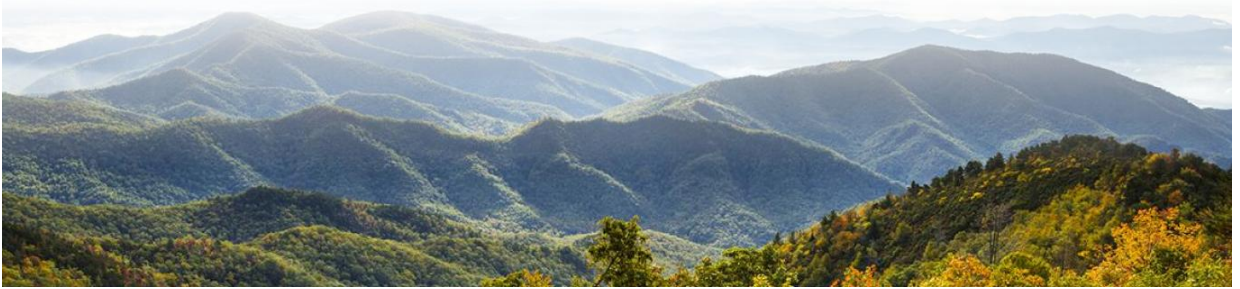
2023, and certain other documents filed by Summit with the SEC. Other information regarding the participants in the solicitation of proxies in respect of the proposed transaction and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint 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

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("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. 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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.summitfji.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

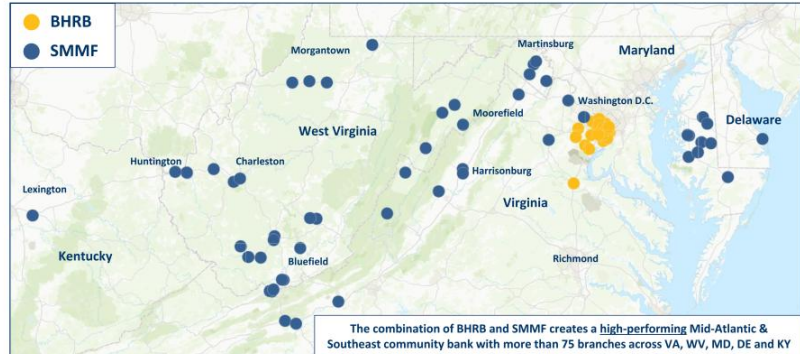
~22%
Est. 2024 ROATCE

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⁾



Burke & Herbert
Financial Services Corp.

Summit
Financial Group

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.

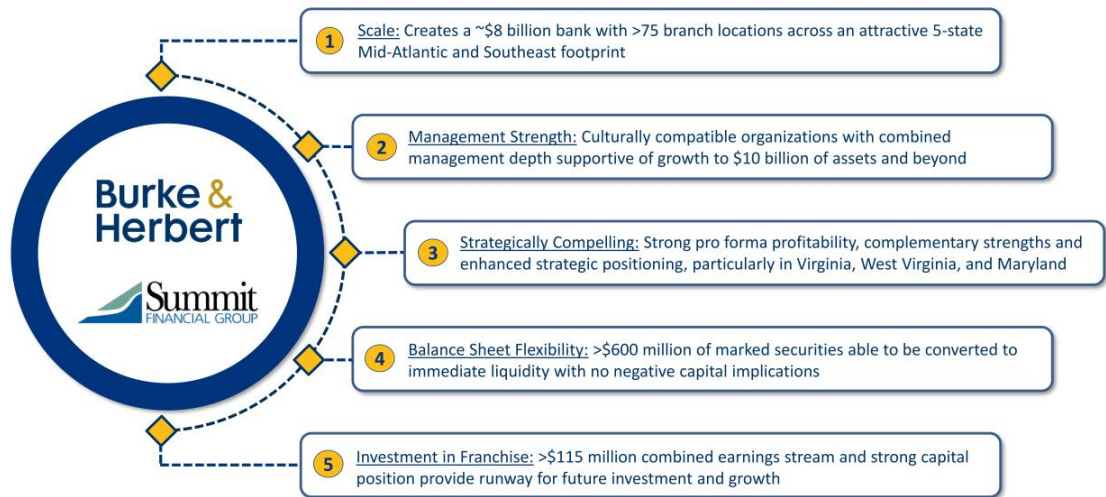
(1) Excludes purchase accounting adjustments.

(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.

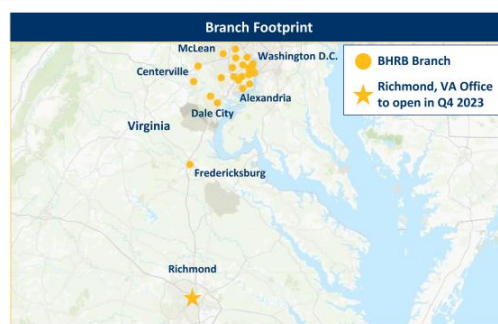
(4) Assumes fully realized cost savings.

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 |

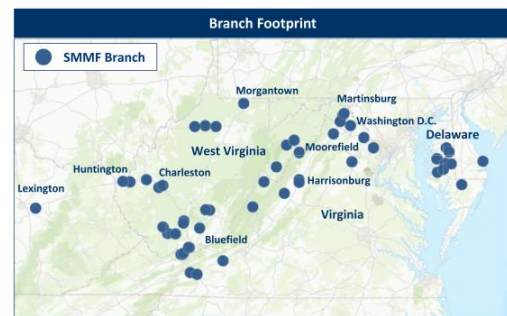
| Company Description | |
|---|--|
| <ul style="list-style-type: none"> Founded in 1852 and headquartered in Alexandria, Virginia Longest continuously operating bank in the Commonwealth of Virginia and operates 23 branches located in Northern Virginia The company has organically grown through its history 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% |

Combined Footprint

✓ Indicates higher than U.S. National Average ⁽¹⁾

Key Combined Markets of Operation

Greater Washington D.C.



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

- Capital of the U.S.
- Population: 6.44mm
- Pop. CAGR: 1.01% ✓
- Proj. Pop. CAGR: 0.54% ✓
- Median HHI: \$118k ✓
- Proj. Median HHI: \$132k ✓

Charleston, WV



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

- Capital of West Virginia
- Population: 252k
- Median HHI: \$52k
- Proj. Median HHI: \$60k

Eastern Shore of MD ⁽²⁾



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

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

Hagerstown-Martinsburg, MD-WV



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

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

Winchester, VA-WV



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

- Fastest Growing Metro in VA
- Population: 147k
- Pop. CAGR: 1.04% ✓
- Proj. Pop. CAGR: 0.95% ✓
- Median HHI: \$82k ✓
- Proj. Median HHI: \$93k ✓

Huntington-Ashland, WV-KY-OH



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

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

Harrisonburg, VA



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

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

Lexington-Fayette, KY



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

- Horse Capital of the World
- Population: 523k
- Pop. CAGR: 0.79% ✓
- Proj. Pop. CAGR: 0.52% ✓
- Median HHI: \$77k
- Proj. Median HHI: \$77k

Salisbury, MD-DE



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

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

Burke & Herbert
Financial Services Corp.



Source: S&P Global Market Intelligence. Pro forma combined deposit balances exclude purchase accounting adjustments. Deposit market share (DMS) data is as of 6/30/2022 and is pro forma for pending or recently completed acquisitions. Current population and HHI metrics are for the year 2023. Population CAGR is based on 2010 through 2023; Projected population and HHI CAGRs are based on 2023 actual through 2028 projected

(1) U.S. National Benchmark defined as the median for HHI metrics and as the growth rate pertaining to the total U.S. population for population CAGR metrics; U.S. population CAGR is 0.62%; U.S. projected population CAGR is 0.42%; U.S. median HHI is \$74k; U.S. projected HHI is \$83k
(2) Eastern Shore of MD is made up of the Eastern, MD and Cambridge, MD MSAs; Median HHI calculated using a weighted average based on pro forma deposits

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 Bankshares 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 Bankshares Inc. (WV) | 5 | 584 1.3 |
| 13. | Main St Finl Svcs Corp (WV) | 4 | 511 1.1 |
| 14. | Potomac Bankshares 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 Bankshares Inc. (WV) | 8 | 420 0.9 |
| Total (Top 20): | | 390 | 37,422 82.8 |
| Total: | | 566 | 45,217 100.0 |

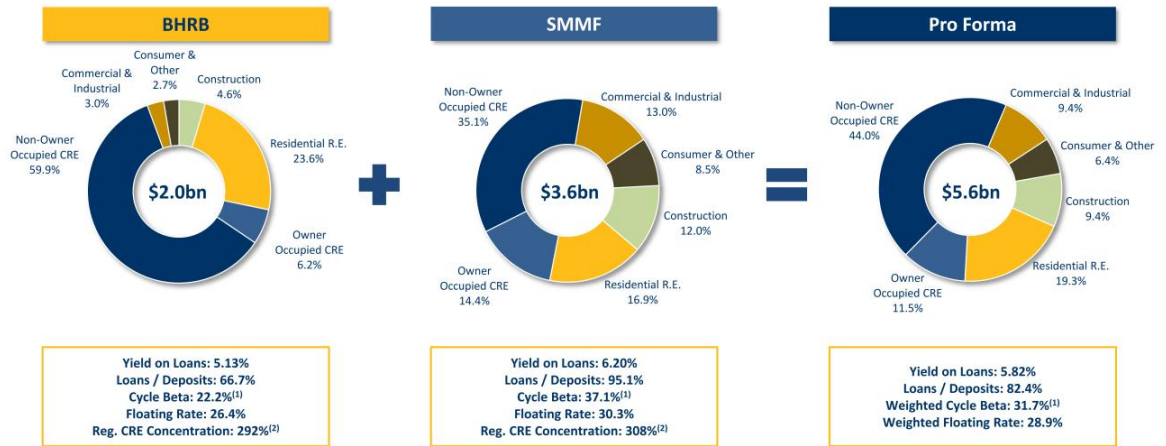
Burke & Herbert
Financial Services Corp.



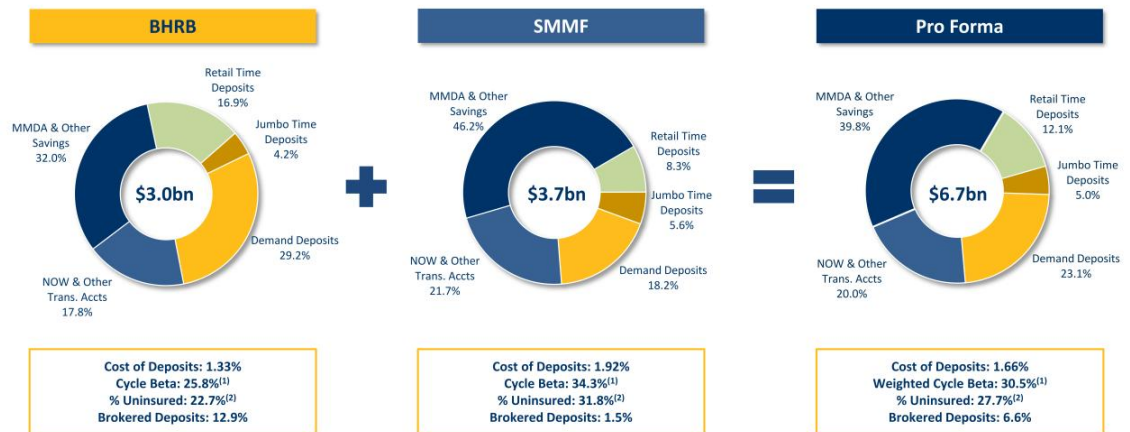
Source: S&P Global Market Intelligence

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



Pro Forma Deposit Composition



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



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) | Loan Portfolio (\$000) | Amount | Balance by Market (\$bn) |
| | Demand Deposits | \$876,396 | | Construction | \$92,730 | |
| | NOW & Other Trans. Accts | \$34,236 | | Residential R.E. | 472,347 | |
| | MMDA & Other Savings | 960,587 | | Owner Occupied CRE | 124,466 | |
| | Retail Time Deposits | 507,247 | | Non-Owner Occupied CRE | 1,198,840 | |
| | Jumbo Time Deposits | 126,797 | | Commercial & Industrial | 59,142 | |
| | Total Deposits | \$3,005,263 | | Gross Loans & Leases | \$2,001,425 | |
| SMMF | Deposit Portfolio (\$000) | Amount | Balance by Market (\$bn) | Loan Portfolio (\$000) | Amount | Balance by Market (\$bn) |
| | Demand Deposits | \$679,139 | | Construction | \$427,082 | |
| | NOW & Other Trans. Accts | 811,949 | | Residential R.E. | 601,215 | |
| | MMDA & Other Savings | 1,724,521 | | Owner Occupied CRE | 512,859 | |
| | Retail Time Deposits | 309,406 | | Non-Owner Occupied CRE | 1,247,514 | |
| | Jumbo Time Deposits | 210,019 | | Commercial & Industrial | 461,174 | |
| | Total Deposits | \$3,735,034 | | Gross Loans & Leases | \$3,552,561 | |
| Pro Forma | Deposit Portfolio (\$000) | Amount | Balance by Market (\$bn) | Loan Portfolio (\$000) | Amount | Balance by Market (\$bn) |
| | Demand Deposits | \$1,555,535 | | Construction | \$519,812 | |
| | NOW & Other Trans. Accts | 1,346,185 | | Residential R.E. | 1,073,562 | |
| | MMDA & Other Savings | 2,685,108 | | Owner Occupied CRE | 637,325 | |
| | Retail Time Deposits | 816,653 | | Non-Owner Occupied CRE | 2,446,354 | |
| | Jumbo Time Deposits | 336,816 | | Commercial & Industrial | 520,316 | |
| | Total Deposits | \$6,740,297 | | 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 CRO 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

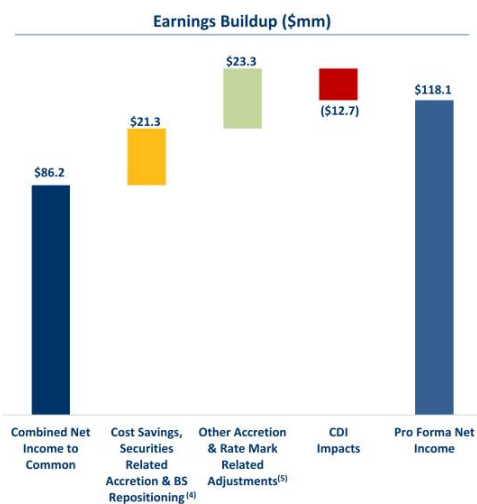
Shannon Rowan
Director of Trust & Wealth Mgmt.



- 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 |
| Pro Forma EPS - Incl. Rate Accretion | \$7.90 |
| | Price / PF EPS ⁽³⁾ |
| | 6.3x |

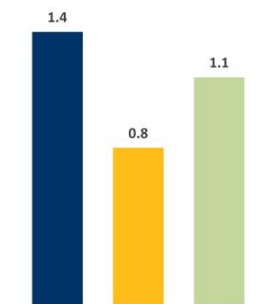


Stacking up vs. Post-Transaction Peers

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

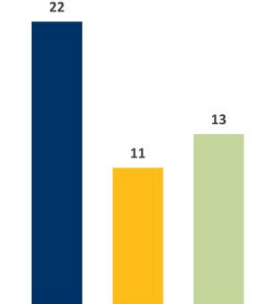
2024 ROAA (%)

Ranks 2nd Amongst Post-Transaction Peers



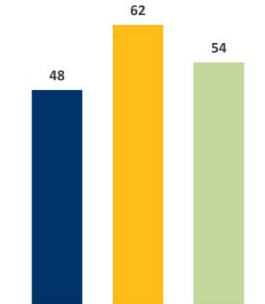
2024 ROATCE (%)

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% |

