

FIDELITY SOUTHERN CORP

Form 10-K

March 13, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2018

Commission File Number 001-34981

Fidelity Southern Corporation

(Exact name of registrant as specified in its charter)

Georgia 58-1416811

(State or other jurisdiction of  
incorporation or organization) (I.R.S. Employer  
Identification No.)

3490 Piedmont Road, Suite 1550 30305  
Atlanta, Georgia

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (404) 639-6500

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

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

Common Stock, without stated par value

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

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

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Emerging growth company

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

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

The aggregate market value of the common equity held by non-affiliates of the registrant (assuming for these purposes, but without conceding, that all executive officers and directors are "affiliates" of the registrant) as of June 30, 2018 (based on the price the Common Stock was last sold on June 30, 2018 on the NASDAQ Global Select Market

System), was \$584,594,276.

At February 28, 2019, there were 27,591,652 shares of Common Stock outstanding, without stated par value.

DOCUMENTS INCORPORATED BY REFERENCE

None

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## FIDELITY SOUTHERN CORPORATION AND SUBSIDIARIES

Report on Form 10-K

December 31, 2018

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## PART I

### Item 1. Business

#### General

Fidelity Southern Corporation (“FSC”, “Fidelity”, or the “Company”) is a bank holding company headquartered in Atlanta, Georgia. We conduct operations primarily through Fidelity Bank, a state chartered wholly-owned subsidiary bank (the “Bank”). The Bank was organized as a national banking corporation in 1973 and converted to a Georgia chartered state bank in 2003. LionMark Insurance Company (“LionMark”) is a wholly-owned subsidiary of FSC and is an insurance agency offering consumer credit related insurance products. FSC also owns three subsidiaries established to issue trust preferred securities. The “Company,” “we,” or “our,” as used herein, includes FSC and its subsidiaries, unless the context otherwise requires.

FSC is a legal entity separate and distinct from the Bank. We coordinate the financial resources of the consolidated enterprise and thereby maintain financial, operational and administrative systems that allow centralized evaluation of subsidiary operations and coordination of selected policies and activities. FSC’s operating revenues and net income are derived primarily from cash dividends received from the Bank.

At December 31, 2018, we had total assets of \$4.7 billion, total net loans of \$3.9 billion, total deposits of \$4.0 billion, and shareholders’ equity of \$446.2 million. For more information about our business, see Item 7—Management’s Discussion and Analysis of Financial Condition and Results of Operations.

#### Proposed Merger with Ameris Bancorp

As previously disclosed, on December 17, 2018, Fidelity entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Ameris Bancorp (“Ameris”). The Merger Agreement provides that, upon the terms and subject to the conditions set forth therein, FSC will merge with and into Ameris (the “Merger”), in an all-stock transaction, with Ameris surviving the Merger. Immediately following the Merger, the Bank will merge (the “Bank Merger”) with and into Ameris’s wholly owned bank subsidiary, Ameris Bank. Ameris Bank will be the surviving entity in the Bank Merger. The Merger Agreement was unanimously approved by the board of directors of each of Fidelity and Ameris. The transaction is expected to close in the second quarter 2019. The closing of the transactions contemplated by the Merger Agreement is subject to the approval of FSC’s shareholders, regulators, and certain other customary closing conditions.

Subject to the terms and conditions of the Merger Agreement, at the effective time of the Merger, Fidelity’s shareholders will have the right to receive 0.80 shares (the “Exchange Ratio”) of common stock, par value \$1.00 per share, of Ameris for each share of common stock, no par value per share, of Fidelity that they hold, together with cash in lieu of fractional shares.

The Merger Agreement provides certain termination rights for both Fidelity and Ameris and further provides that a termination fee of \$29.0 million will be payable by Fidelity upon termination of the Merger Agreement under certain circumstances.

#### Forward-Looking Statements

This report on Form 10-K includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that reflect our current expectations relating to present or future trends or factors generally affecting the banking industry and specifically affecting our operations, markets and services. These forward-looking statements are subject to significant risks and uncertainties. Investors are cautioned against placing undue reliance on such statements. Without limiting the foregoing, the words “believes,” “expects,” “anticipates,” “estimates,” “projects,” “intends,” “plans,” “targets,” “initiatives,” “potentially,” “outlook,” or similar expressions or future conditional verbs such as “may,” “will,” “should,” “would,” and “could” are intended to identify forward-looking statements. Such statements are based upon the current beliefs and expectations of management and on information currently available to management based upon assumptions that management believes are reasonable and may relate to, among other things, the difficult economic conditions and the economy’s impact on operating results, credit quality, liquidity, capital, the adequacy of the allowance for loan losses, changes in interest rates, and litigation results. These forward-looking statements are subject to risks and uncertainties. Actual results could differ materially from those projected for many reasons, including without limitation, changing events and trends that have influenced our assumptions.

These trends and events include: (1) risks related to our proposed Merger with and into Ameris, (2) events adversely affecting our loan portfolio, such as potential difficulties maintaining quality loan growth, the risk of credit losses and an insufficient allowance for loan losses, maintaining and servicing relationships with customers and other counterparties, the ability to rely upon information from customers and other counterparties, and managing changes in our lending operations; (3) events adversely affecting our investment portfolio, resulting in potential impairments or losses that may adversely affect earnings and capital; (4) potential adverse economic conditions at the national, regional, and local levels where we conduct business, and the resulting impact on the quality of our loan portfolio, earnings, and business operations; (5) expectations of and actual timing and amount of interest rate movements, and the slope and shape of the yield curve; (6) extensive regulation, new or enhanced enforcement of laws and regulations, increased compliance costs, potential failure to comply with laws and regulations, and the possibility of claims or litigation from customers or other parties; (7) maintaining adequate liquidity, the failure or which would adversely impact our growth and ability to meet our current or future funding obligations; (8) our ability to maintain sufficient capital and to raise

additional capital when needed; (9) events affecting our business operations, such as the effectiveness of our risk management framework and internal controls and procedures, our reliance on financial models and the accuracy of such financial models, our reliance on third party vendors, the risk of security breaches and potential fraud, including cyber-fraud, ability to maintain sufficient investment in technological improvements, and potential adverse weather events in the geographic markets in which we operate; (10) events affecting our ability to compete effectively and achieve our strategies, such as greater competitive pressures among financial institutions in our market areas, the risk of failure to achieve the revenue increases expected to result from our acquisitions, branch additions and in our transaction deposit, trust and lending businesses, and our ability to attract and retain skilled people; (11) events that adversely affect our reputation, and the resulting potential adverse impact on our operations in the event of negative public opinion; and (12) risks arising from owning our common stock, such as the volatility and trading volume of our common stock, our ability to pay dividends, the impact of dilution on our common stock, the lack of Federal Deposit Insurance Corporation (“FDIC”) insurance with respect to our common stock, regulatory limitations on stock ownership, and provisions in our bylaws that may make it more difficult for another party to obtain control of us.

This list is intended to identify some of the principal factors that could cause actual results to differ materially from those described in the forward-looking statements included herein and are not intended to represent a complete list of all risks and uncertainties in our business. We assume no obligation to update or revise, whether as a result of new information, future events, or otherwise, any forward-looking statements that are made in our 2018 Annual Report or in any other statement, release, report, or filing from time to time. Investors are encouraged to read the risks discussed under “Item 1A.—Risk Factors.”

#### Our Strategy

Our business strategy has been to build a regional bank which emphasizes relationship banking encompassing loan and deposit gathering along with home mortgages and wealth management services. Our plan has been to continue to grow organically while positioning ourselves for future acquisitions. We believe recent and continuing disruption in the banking industry has created an opportunity for us to realize greater economies of scale compared to smaller community banks while still providing more personalized, local service than larger-sized banks. Our board and management team possesses significant leadership experience which we believe has been an important advantage in executing our business model.

Our operating strategy has been to continue to diversify our revenue streams while becoming more efficient and effective in everything we do. We have organized our operations under a line of business model while centralizing credit, finance, technology and operations functions. We have invested in our infrastructure by making capital expenditures necessary to upgrade our internal systems and software to support long-term growth as well as training and developing our employees to adapt to the corresponding changes.

#### Market Area, Products, and Services

We provide an array of financial products and services for business and retail customers primarily in the metropolitan Atlanta and Jacksonville, Orlando, Tallahassee, and Sarasota-Bradenton, Florida markets, and online at [www.LionBank.com](http://www.LionBank.com). Our customers are primarily individuals and small to medium-sized businesses.

We offer products and services through a network of 69 retail branch offices and 37 mortgage loan production offices. During 2017, we expanded our Small Business Administration (“SBA”) business. We originate SBA loans throughout the United States. Mortgage loans are provided throughout the South and parts of the Mid-Atlantic region. During 2018, the market pressures in indirect auto required us to exit all remaining states outside of our existing branch footprint in Georgia and Florida. We have continued to emphasize investing in systems and infrastructure to create efficiencies to provide support for our continued growth.

We have been primarily engaged in attracting deposits from individuals and businesses and using these deposits and borrowed funds to originate commercial, residential mortgage, construction and installment loans. We actively sell residential mortgage loans, SBA loans, and indirect automobile loans, retaining servicing on a significant amount of the sales. Internet banking, including online bill pay and mobile deposit, and internet cash management services are available to individuals and businesses. We also offer cash management services, remote deposit services, and international trade services for businesses. Our Wealth Management business focuses on providing trust administration, investment management, financial and estate planning, specialized lending and banking for affluent and high net worth individuals. Through our marketing partners, we offer merchant services for businesses and credit

cards for both individuals and businesses.

We have grown our assets, deposits, and business organically and through acquisition by building on our lending products, expanding our deposit products and delivery capabilities, opening new branches, and hiring experienced bankers with existing customer relationships in our market areas.

We have successfully completed both FDIC-assisted and non FDIC-assisted transactions in the past. On June 27, 2018, the Bank entered into an agreement with the Federal Deposit Insurance Corporation (the "FDIC") to terminate the loss share agreements entered into with the FDIC in 2011 and 2012. Fidelity made a cash payment of approximately \$632,000 to the FDIC as consideration for the early termination of the agreements. As a result, at December 31, 2018 there were no loans covered by Loss Share Agreements.

## Deposits

We provide a full range of deposit accounts and services to both individuals and businesses for which we charge reasonable service fees. We offer competitive interest rates while emphasizing personalized customer service. We also utilize deposits from brokers as a funding source, although to a lesser degree.

As of December 31, 2018 and 2017, our total deposits consisted of the following:

(\$ in thousands)	December 31, 2018		December 31, 2017	
	Amount	% of Total	Amount	% of Total
Noninterest-bearing demand deposits	\$1,214,534	30.5 %	\$1,125,598	29.1 %
Interest-bearing deposits:				
Demand	474,440	11.9	478,428	12.4
Money market and savings	1,365,276	34.3	1,339,028	34.6
Time deposits	835,285	21.0	860,613	22.3
Brokered time deposits	92,043	2.3	63,533	1.6
Total deposits	\$3,981,578	100.0%	\$3,867,200	100.0%

Total deposits of \$4.0 billion at December 31, 2018 increased by \$114.4 million, or 3.0%, compared to December 31, 2017. Core deposits, which are comprised of noninterest-bearing demand accounts and interest-bearing demand accounts, including money market accounts and savings deposits accounted for \$111.2 million of the increase, as the result of our continuing transaction account acquisition initiative, in both commercial and consumer accounts. Time deposits at December 31, 2018 decreased slightly by \$3.2 million, or 0.3%.

## Lending

Our primary lending activities include originating commercial loans to small and medium sized businesses, SBA loans, consumer installment loans (primarily indirect automobile loans), construction loans, and residential real estate loans. Commercial lending consists of the extension of credit for business purposes primarily in Georgia and Florida. We originate SBA loans nationwide.

Indirect loans are originated in Georgia and Florida. We offer direct installment loans and personal lines of credit to consumers on both a secured and unsecured basis.

Residential construction loans to home builders and developers are originated primarily in the Atlanta and Savannah, Georgia; Birmingham, Alabama; and Jacksonville, Pensacola and Orlando, Florida metropolitan areas.

The following table summarizes the carrying value of our total net loans outstanding by category as of December 31, 2018:

(in thousands)	Loans	Loans Held-for-Sale	Total Loans
Commercial	\$904,160	\$ —	\$904,160
SBA	156,612	13,960	170,572
Construction	279,409	—	279,409
Indirect automobile	1,569,274	—	1,569,274
Installment loans and personal lines of credit	28,170	—	28,170
Residential mortgage	594,095	225,342	819,437
Home equity lines of credit	153,758	—	153,758
Total loans	\$3,685,478	\$ 239,302	\$3,924,780

Certain of the following discussions are in part based on the Bank defined loan portfolios and may not conform to the above classifications.

### Commercial and Industrial Lending

We originate commercial and industrial loans that are generally secured by business property such as inventory, equipment and accounts receivable. All commercial loans are evaluated for the adequacy of repayment sources at the time of approval and are regularly reviewed for any deterioration in the ability of the borrower to repay the loan. In most instances, collateral is required to provide an additional source of repayment in the event of default by the borrower. The amount and type of the collateral varies from loan to loan depending on the purpose of the loan, the financial strength of the borrower, and the amount and terms of the loan. In addition, we almost always require



personal guarantees on these loans.

#### Commercial Real Estate Lending

We engage in commercial real estate lending through direct originations. Our primary focus is on originating owner-occupied loans to finance real estate out of which an individual or company will operate their business. Non-owner occupied real estate loans for investment purposes are made on a selective basis and only where the borrowers or guarantors add substantial support

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to the credit. Loans where the sole source of repayment is derived from the project, or where the absence of the project's success would significantly impact the ability of the borrower to service the debt, are avoided. We make commercial real estate loans to individuals and to small and medium sized businesses to provide loan diversification, to generate assets that are sensitive to fluctuations in interest rates, and to generate deposit and other relationships. Commercial real estate loans are generally prime-based floating-rate loans or shorter-term (one to five year) fixed-rate loans. At December 31, 2018, approximately 52% of our commercial real estate loans were owner occupied real estate loans. The remaining non-owner occupied loans were generally made to established commercial customers for purposes other than retail development.

#### SBA Lending

We are a direct SBA 7(a), 504 and U.S. Department of Agriculture ("USDA") lender, providing loans to small businesses nationally. We have a portfolio of SBA loans and SBA loans held-for-sale. These loans are primarily originated to finance commercial real estate purchases, business expansions and new development in SBA and USDA eligible industries with a portion guaranteed by the SBA or the USDA with other credit enhancements. All sales of the guaranteed portion of SBA and USDA loans are executed on a servicing retained basis. We are a national member of the SBA Preferred Lenders Program ("PLP").

#### Indirect Automobile Lending

We have purchased, on a nonrecourse basis, consumer installment contracts secured by new and used vehicles purchased by consumers from franchised motor vehicle dealers and selected independent dealers located throughout our lending footprint since 1990. We also earn commissions on the sale of consumer credit related insurance policies on these contracts. A portion of our indirect automobile loan production is sold with servicing retained.

In 2018, we exited all markets in indirect lending except for Florida and Georgia. During 2018, we produced approximately \$623.4 million of indirect automobile loans, while selling \$133.9 million to third parties with servicing retained, recording gain on sales of \$1.4 million. At December 31, 2018, we were servicing \$705.6 million in indirect automobile loans we had sold, primarily to other financial institutions; we recorded servicing revenue (including ancillary servicing revenue) of \$7.4 million during 2018.

#### Consumer Lending

Through our retail branch network, we originate consumer loans including automobile loans, residential mortgage and home equity loans, and secured and unsecured personal loans.

#### Real Estate Construction Lending

We originate real estate construction loans that consist primarily of one-to-four family residential construction loans made to builders. Loan disbursements are closely monitored by management to ensure that funds are being used strictly for the purposes agreed upon in the loan covenants. We employ both internal staff and external inspectors to ensure that requests for loan disbursements are substantiated by regular inspections and reviews. Construction and development loans are similar to all residential loans in that borrowers are underwritten according to their adequacy of repayment sources at the time of approval. Unlike conventional residential lending, however, signs of deterioration in a construction loan or development loan customer's ability to repay the loan are measured throughout the life of the loan and not only at origination or when the loan becomes past due. In most instances, loan amounts are limited to 80% of the appraised value upon completion of the construction project. We originate real estate construction loans primarily throughout the metropolitan areas of Atlanta, Georgia; Savannah, Georgia; Birmingham, Alabama; Jacksonville, Florida; and Orlando, Florida.

#### Mortgage Banking

Our residential mortgage lending focuses on one-to-four family properties. We offer Federal Housing Authority ("FHA"), Veterans Administration ("VA"), United States Department of Agriculture ("USDA") and conventional and non-conforming residential mortgage loans. We originate our residential mortgage banking loans primarily in the Southeast and Mid-Atlantic regions through 37 retail mortgage loan production offices. For the year ended December 31, 2018, 89.7% of our residential mortgage loan production of \$2.9 billion was for home purchases and 10.3% was for refinances. We are an approved originator and servicer for the Federal Home Loan Mortgage Corporation ("FHLMC") and the Federal National Mortgage Association ("FNMA"), and an approved originator and servicer for loans insured by the Department of Housing and Urban Development ("HUD"), VA and USDA securitized in Government National Mortgage Association ("GNMA") mortgage-backed securities.

We primarily sell originated residential mortgage loans to investors, retaining servicing on a significant amount of the loans sold for which we recognize a mortgage servicing asset ("MSR"). The balance of mortgage loans held-for-sale fluctuates due to economic conditions, interest rates, the level of real estate activity, the amount of mortgage loans we retain, and seasonal factors. During 2018, we sold approximately \$2.8 billion in originated residential mortgage loans to third party investors consisting of \$1.9 billion in conventional loans, \$628.9 million in FHA/VA/USDA loans and \$239.5 million in jumbo loans. On August 30, 2018, the Bank sold MSRs relating to certain single family mortgage loans serviced for Fannie Mae and Freddie Mac, with an aggregate unpaid principal balance of approximately \$1.1 billion, effective as of August 31, 2018 ("Sale Date"). Approximately \$13.9 million in deposit balances representing custodial funds and advances related to the MSRs were transferred to the buyer by the Bank after the Sale Date. The sale represented approximately 12% of the Bank's total single family mortgage servicing portfolio as of August 31, 2018. This was the first sale of MSRs executed by the Bank as part of the Company's capital management strategy.

At December 31, 2018, we were servicing \$9.3 billion in residential mortgage loans we had sold to FNMA, FHLMC, and included in GNMA mortgage-backed securities. We service loans on behalf of the investors or owners of the underlying mortgages. Servicing consists of collecting loan payments, remitting principal and interest payments to investors, managing escrow funds for the payment of mortgage-related expenses such as taxes and insurance, performing loss mitigation activities on behalf of investors and otherwise administering our mortgage loan servicing portfolio. We principally generate servicing revenue through contractual fees earned which are a stated percentage of the unpaid principal balance of current performing loans. We only have exposure to credit risk on sold loans to the extent we are required to make servicing advances until we are contractually authorized to be reimbursed from the loan investors.

As a seller, we make certain standard representations and warranties at the time of sale with respect to the loans being transferred. To date, our repurchases of mortgage loans previously sold that have been determined to be in violation of these representations and warranties have been minimal. Under our GNMA servicing contract, we have the option but not the obligation of repurchasing previously sold loans once they reach 90 days delinquency. These repurchases reduce future servicing advances. In 2018, we repurchased \$29.0 million of GNMA loans, and cumulatively, we have repurchased \$53.8 million in GNMA loans.

#### Wealth Management

We began offering trust and investment management services in 2014. We expanded our Wealth Management business and team in 2017 with the addition of client advisors, and assets under management have continued to grow. We provide trust administration, investment management, financial and estate planning, specialized lending and banking for affluent and high net worth individuals.

#### Significant Operating Policies

##### Lending Policy

The Board of Directors of the Bank has delegated lending authority to our management, which in turn delegates lending authority to our loan officers, each of whom is limited as to the amount of secured and unsecured loans he or she can make to a single borrower or related group of borrowers. As our lending relationships are important to our success, the Board of Directors of our Bank has established a loan approval committee and written guidelines for lending activities. In particular, the Officers' Credit Committee reviews all lending relationships with aggregate exposure exceeding \$250,000. In addition, the Officers' Credit Committee approves credit for commercial, SBA and residential construction loan relationships up to the lending limit of the Bank. Other lending areas of the bank, including Consumer, Mortgage, Specialty Lending, and Dealer Finance would also interact with this Committee. Our policy on calculating total exposure to an entity or individual, or related group of entities or individuals is more encompassing than the method required under law and calls for the combining of all debt to all related entities, regardless of the presence of independent sources of repayment or other conditions that might otherwise allow a portion of debt to be excluded under legal lending limit statutes.

Our written guidelines for lending activities require, among other things, that:

- secured loans be made to persons and companies who maintain depository relationships with us and who are well-established and have adequate net worth, collateral, and cash flow to support the loan;
- unsecured loans be made to persons who maintain depository relationships with us and have significant financial strength; and
- loans secured by real property located primarily in our market areas

Residential construction loans are made through the use of officer guidance lines, which are approved, when appropriate, by the Officers' Credit Committee. These guidance lines are approved for established builders and developers with track records and adequate financial strength to support the credit being requested. Loans may be granted for speculative starts or for pre-sold residential property to specific purchasers.

##### Loan Review and Nonperforming Assets

The Credit Review Department reviews our loan portfolio to identify potential deficiencies and recommends appropriate corrective actions. The results of the review are presented to the Loan and Discount Committee of the Board of Directors on a monthly basis.

We maintain an allowance for loan losses, which is established and maintained through provisions charged to operations. Such provisions are based on management's evaluation of the loan portfolio on at least a quarterly basis including loan portfolio concentrations, current economic conditions, past loan loss experience, adequacy of underlying collateral, performance of acquired purchased credit impaired ("PCI") loans since acquisition and any other such factors which, in management's judgment, deserve consideration in estimating losses. Loans are charged off in whole or in part when, in the opinion of management, such loans are deemed to be uncollectable. Subsequent recoveries are added to the allowance. PCI loans are reviewed quarterly to determine changes in expected cash flows, additional impairment or changes to the accretable yield.

Management estimates the fair value of collateral dependent real estate loans and Other Real Estate ("ORE") based on the latest appraised value using independent appraisers, trends of similar property values within our market areas and our own

observations and experience with similar properties. For PCI loans, management periodically re-estimates cash flows expected to be collected using key assumptions and estimates such as appraised value, default rates, loss severity given default, and prepayment speed assumptions, similar to those used for the initial fair value estimate. At least quarterly, valuations of impaired and PCI loan collateral are reviewed to take into account the aging of the appraisals and the recent economic trends for the specific types of collateral.

A dedicated special assets team is assigned to evaluate potential nonperforming loans, to properly value nonperforming assets and to facilitate the timely disposition of these assets while minimizing losses.

#### Asset Liability Management

The Asset Liability Management Committee (“ALCO”) manages the mix of and terms related to our assets and liabilities. ALCO monitors balance sheet growth, liquidity, and capital in order to reduce interest rate risk and maximize income. ALCO directs our overall acquisition and allocation of funds, loan sales, and reviews and sets rates on deposits, loans, and fees. The Board of Directors is responsible for the establishment, approval, implementation, and annual review of interest rate risk management strategies, comprehensive policies, procedures, and limits. Senior management is responsible for ensuring that board-approved strategies, policies, and procedures are appropriately executed through a robust interest rate risk measurement process and systems to assess exposures.

#### Investment Portfolio Policy

Our investment portfolio policy is designed to maximize income consistent with liquidity, risk tolerance, collateral needs, asset quality, regulatory constraints, and asset liability objectives. The policy is reviewed at least annually by the Board of Directors. The Board of Directors is provided information on a regular basis concerning significant purchases and sales of investment securities, including resulting gains or losses. They are also provided information related to average maturity, taxable equivalent yield, and appreciation or depreciation by investment categories.

#### Supervision and Regulation

The following is a brief summary of our supervision and regulation as a financial institution and is not intended to be a complete discussion of all NASDAQ Global Select Stock Market (“NASDAQ”) requirements, state or federal rules, statutes and regulations affecting their operations, or that apply generally to business corporations or NASDAQ listed companies. Changes in the rules, statutes and regulations applicable to each entity can affect the operating environment in substantial and unpredictable ways.

As a financial institution, we operate under a regulatory framework. The framework outlines a regulatory environment applicable to financial holding companies, bank holding companies, and their subsidiaries. The regulatory framework under which we operate is intended primarily for the protection of depositors and the FDIC’s Deposit Insurance Fund and not for the protection of our security holders and creditors. To the extent that the following information describes statutory and regulatory provisions, it is qualified in its entirety by reference to the full text of such statutory and regulatory provisions.

#### General

The current regulatory environment for financial institutions and bank holding companies includes substantial enforcement activity by the federal and state banking agencies, the U.S. Department of Justice, the Securities and Exchange (“SEC”), and other state and federal law enforcement agencies, and has experienced an increase in activity in prior years. This environment entails significant compliance requirements and associated costs.

We are a registered bank holding company subject to regulation by the Board of Governors of the Federal Reserve System (the “Federal Reserve”) under the Bank Holding Company Act of 1956, as amended (the “Act”). We are required to file annual and quarterly financial information with the Federal Reserve and are subject to periodic examination by the Federal Reserve.

The Act requires every bank holding company to obtain the Federal Reserve’s prior approval before: (1) it may acquire direct or indirect ownership or control of more than 5% of the voting shares of any bank that it does not already control; (2) it or any of its non-bank subsidiaries may acquire all or substantially all of the assets of a bank; and (3) it may merge or consolidate with any other bank holding company. In addition, a bank holding company is generally prohibited from engaging in, or acquiring, direct or indirect control of the voting shares of any company engaged in non-banking activities. This prohibition does not apply to activities listed in the Act or found by the Federal Reserve, by order or regulation, to be closely related to banking or managing or controlling banks as to be a proper incident thereto. Some of the activities that the Federal Reserve has determined by regulation or order to be closely related to

banking are:

- making or servicing loans and certain types of leases;
- performing certain data processing services;
- acting as fiduciary or investment or financial advisor;
- providing brokerage services;
- underwriting bank eligible securities;
- underwriting debt and equity securities on a limited basis through separately capitalized subsidiaries; and

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making investments in corporations or projects designed primarily to promote community welfare.

Although the activities of bank holding companies have traditionally been limited to the business of banking and activities closely related or incidental to banking (as discussed above), the Gramm-Leach-Bliley Act (the "GLB Act") relaxed the previous limitations and permitted bank holding companies to engage in a broader range of financial activities. Specifically, bank holding companies may elect to become financial holding companies, which may affiliate with securities firms, and insurance companies and engage in other activities that are financial in nature. Among the activities that are deemed "financial in nature" include:

- lending, exchanging, transferring, investing for others or safeguarding money or securities;
- insuring, guaranteeing, or indemnifying against loss, harm, damage, illness, disability, or death, or providing and issuing annuities, and acting as principal, agent, or broker with respect thereto;
- providing financial, investment, or economic advisory services, including advising an investment company;
- issuing or selling instruments representing interest in pools of assets permissible for a bank to hold directly; and
- underwriting, dealing in or making a market in securities.

A bank holding company may become a financial holding company under this statute only if each of its subsidiary banks is well capitalized, is well managed and has at least a satisfactory rating under the Community Reinvestment Act. A bank holding company that falls out of compliance with such requirement may be required to cease engaging in certain activities. Any bank holding company that does not elect to become a financial holding company remains subject to the bank holding company restrictions of the Act. We have no current plans to register as a financial holding company.

As a state bank organized under Georgia law, the Bank is subject to the supervision of, and is regularly examined by, the Georgia Department of Banking and Finance ("GDBF"). We must also register with and file periodic information with the GDBF with respect to the financial condition, operations, management and intercompany relationships for Fidelity, the Bank, and related matters. The GDBF may also require other information as necessary to keep itself informed as to whether the provisions of Georgia law have been complied with, and the GDBF may examine Fidelity. The Florida Office of Financial Regulation ("FOFR") does not examine or directly regulate out-of-state bank holding companies that have a branch located in the State of Florida. However, the Bank's Florida branches are subject to examination by the FOFR. The Bank is regularly examined by the FDIC. Both the FDIC and GDBF must grant prior approval of any merger, consolidation or other corporation reorganization involving the Bank.

Under the Federal Reserve Act, FSC is an "affiliate" of the Bank. As such, there are certain restrictions on: (1) loans by the Bank to FSC; (2) investments in the stock or securities of FSC by the Bank; (3) the Bank's taking the stock or securities of an "affiliate" as collateral for loans by the Bank to a borrower; and (4) the Bank's purchase of assets from FSC. Further, a bank holding company and its subsidiaries are prohibited from engaging in certain tie-in arrangements in connection with any extension of credit, lease or sale of property or furnishing of services.

Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") was signed into law on July 21, 2010. The Dodd-Frank Act affects financial institutions in numerous ways, and is expected to continue to have a broad impact on the financial services industry for the foreseeable future.

In November 2017, a bipartisan group of U.S. Senators, led by Senate Banking Committee Chairman, introduced the Economic Growth, Regulatory Relief, and Consumer Protection Act (the "Economic Growth Act"). The Economic Growth Act, signed into law on May 24, 2018, provides relief from certain regulatory requirements under the Dodd-Frank Act of 2010. Generally, the Economic Growth Act addressed the following areas: the threshold at which banks are classified as systemically important financial institutions (SIFIs), and therefore subject to stricter oversight; targeted relief from Dodd-Frank Act requirements for smaller banks; capital formation; mortgage lending; student borrower debt and provisions addressing veterans, consumers, and homeowners. While we expect the Economic Growth Act to have an overall positive impact on our business going forward, we continue to evaluate its impact on our business and that impact remains uncertain.

The following description briefly summarizes aspects of the Dodd-Frank Act that impact the Company and the Bank.

The Consumer Financial Protection Bureau and Consumer Regulation

The Dodd-Frank Act established a new federal agency called the Consumer Financial Protection Bureau (the "CFPB"). The CFPB has examination and primary enforcement authority with respect to depository institutions with



\$10 billion or more in assets. Depository institutions with less than \$10 billion in assets, such as the Bank, are subject to rules promulgated by the CFPB but are examined and supervised by federal banking regulators for consumer compliance purposes. The CFPB has authority to prevent unfair, deceptive or abusive practices in connection with the offering of consumer financial products. A number of new regulations and new interpretations of existing regulations have been issued by the CFPB since its establishment. These new regulations contain various compliance requirements and standards which have increased our compliance costs and create new rights for consumers in the event of certain violations.

#### Residential Mortgage Loans

The Dodd-Frank Act authorized the CFPB to establish certain minimum standards for the origination of residential mortgages, including a determination of the borrower's ability to repay. Among other things, the rules adopted by the CFPB require

banks to: (i) develop and implement procedures to ensure compliance with a “reasonable ability to repay” test and identify whether a loan meets a new definition for a “qualified mortgage,” in which case a rebuttable presumption exists that the creditor extending the loan has satisfied the reasonable ability to repay test; (ii) implement new or revised disclosures, policies and procedures for originating and servicing mortgages including, but not limited to, pre-loan counseling, early intervention with delinquent borrowers and specific loss mitigation procedures for loans secured by a borrower's principal residence; (iii) comply with additional restrictions on mortgage loan originator hiring and compensation; (iv) comply with new disclosure requirements and standards for appraisals and certain financial products; and (v) maintain escrow accounts for higher-priced mortgage loans for a longer period of time. It is our policy not to make predatory loans and to determine borrowers’ ability to repay, but the law and related rules create the potential for increased liability with respect to our lending and loan investment activities. They increase our cost of doing business and ultimately, may prevent us from making certain loans and cause us to reduce the average percentage rate or the points and fees on loans that we do make.

#### Corporate Governance

The Dodd-Frank Act addresses many corporate governance and executive compensation matters that affects most U.S. publicly traded companies, including the Company. The Dodd-Frank Act grants shareholders of U.S. publicly traded companies an advisory vote on executive compensation; enhances independence requirements for compensation committee members; requires companies listed on national securities exchanges to adopt clawback policies for incentive-based compensation plans applicable to executive officers; and provides the SEC with authority to adopt proxy access rules that would allow shareholders of publicly traded companies to nominate candidates for election as directors and require such companies to include such nominees in its proxy materials. Separately, the Dodd-Frank Act requires several federal agencies, including the banking agencies and the SEC, to jointly issue a rule restricting incentive compensation arrangements at financial institutions, including bank holding companies and banks. The agencies proposed a rule in 2011, which was replaced with a new proposed rule in May 2016, but the rule has not yet been finalized.

#### Increased Capital Standards and Enhanced Supervision

The Dodd-Frank Act required the federal banking agencies to establish minimum leverage and risk-based capital requirements for banks and bank holding companies. These new standards are to be no less strict than existing regulatory capital and leverage standards applicable to insured depository institutions and may, in fact, become higher once the agencies promulgate the new standards. See discussion of the capital requirements under “Capital Adequacy” below.

#### FDIC Insurance Assessments

Deposits in our bank are insured up to applicable limits by the Deposit Insurance Fund (“DIF”) of the FDIC. As insurer, the FDIC imposes deposit insurance premiums and is authorized to conduct examinations of and to require reporting by FDIC-insured institutions. The FDIC may terminate the deposit insurance of any insured depository institution, including the Bank, if it determines after a hearing that the institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC or the GBDF. Our management is not aware of any practice, condition or violation that might lead to termination of the Bank's deposit insurance.

The FDIC maintains the DIF by assessing depository institutions an insurance premium as determined by multiplying an insured bank's assessment base by its assessment rate. The amount each institution is assessed is based upon statutory factors that include the balance of insured deposits as well as the degree of risk the institution poses to the DIF. The Dodd-Frank Act permanently raised the FDIC insurance coverage limit per depositor from \$100,000 to \$250,000.

The deposit insurance assessment system is mandated by the Dodd-Frank Act. On May 20, 2016, the FDIC amended its rule to refine the deposit insurance assessment system for small insured depository institutions that have been federally insured for at least five years that became effective on July 1, 2016. The rule, which applies to banks with less than \$10 billion in assets, became effective as of June 30, 2016. On August 31, 2016, as a result, the calculation adopted in the final rule for Small Bank FDIC Assessments began in the third quarter of 2016. The assessment rate schedule was also revised to a range of 3 to 30 basis points annually, and fully adjusted rates will range from 1.5 to 40 basis points annually but this range is subject to change as the DIF's reserve ratio continues to grow.

Payment of Dividends

FSC is a legal entity separate and distinct from the Bank. Most of the revenue we receive results from dividends paid to us by the Bank. There are statutory and regulatory requirements applicable to the payment of dividends by the Bank, as well as by us to our shareholders.

Under the regulations of the GDBF, dividends may not be declared out of the retained earnings of a state bank without first obtaining the written permission of the GDBF, unless such bank meets all the following requirements:

- (a) total classified assets as of the most recent examination of the bank do not exceed 80% of equity capital (as defined by regulation);
- (b) the aggregate amount of dividends declared or anticipated to be declared in the calendar year does not exceed 50% of the net profits after taxes but before dividends for the previous calendar year; and

(c) the ratio of equity capital to adjusted assets is not less than 6%.

The payment of dividends by Fidelity and the Bank may also be affected or limited by other factors, such as the requirement to maintain adequate capital above regulatory guidelines. In addition, if, in the opinion of the applicable regulatory authority, a bank under its jurisdiction is engaged in or is about to engage in an unsafe or unsound practice (which, depending upon the financial condition of the bank, could include the payment of dividends), such authority may require, after notice and hearing, that such bank cease and desist from such practice. The FDIC has issued a policy statement providing that insured banks should generally only pay dividends out of current operating earnings. In addition to the formal statutes and regulations, regulatory authorities consider the adequacy of the Bank's total capital in relation to its assets, deposits and other such items. Capital adequacy considerations could further limit the availability of dividends to the Bank.

In 2018 and 2017, FSC paid \$13.0 million and \$12.7 million in cash dividends on its common shares, respectively. In 2018 and 2017, the Bank paid cash dividends of \$9.3 million and \$9.0 million to FSC, respectively. In 2018, FSC received no dividends from its wholly-owned insurance subsidiary, LionMark. In 2017, FSC received dividends of \$1.5 million from its wholly-owned insurance subsidiary, LionMark. The Boards of Directors for the Bank, LionMark and FSC review whether to declare and pay dividends on a quarterly basis, in light of current regulatory limitations, earnings, capital requirements, and forecasts of future earnings.

#### Capital Adequacy

##### Basel III

On July 2, 2013, the Federal banking regulators, including the Board of Governors of the Federal Reserve System ("FRB") and the FDIC each approved rules implementing new capital guidelines for U.S. banking organizations in accordance with the Basel Committee on Banking Supervision ("BCBS") framework for capital ("Basel III"). Under these rules, minimum requirements increase for both the quantity and quality of capital we maintain.

The rules include a new "Common Equity Tier 1" or "CET1" capital to risk-weighted assets ratio of 4.50% and a CET1 capital conservation buffer of 2.50% of risk-weighted assets. An institution that does not meet the conservation buffer will be subject to restrictions on certain activities including payment of dividends, stock repurchases and discretionary bonuses to executive officers. The capital conservation buffer began phasing in on January 1, 2016 at 0.625% of risk-weighted assets and continues to increase at the same rate each subsequent year until reaching its final level of 2.5% of risk-weighted assets on January 1, 2019. As of January 1, 2019, the capital conservation buffer has been fully phased in.

The rules also raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4.00% to 6.00%, and require a minimum leverage ratio of 4.00%. The rules implement strict eligibility criteria for regulatory capital instruments, including limitations on MSRs and DTAs, requiring us to deduct a much larger portion of the value of our mortgage servicing rights from our Tier 1 capital. Basel III limits the amount of MSRs and DTAs to 10 percent of CET1, individually, and 15 percent of CET1, in the aggregate.

##### Prompt Corrective Action

The final rules implementing the Basel III capital guidelines revised the capital levels at which the Bank becomes subject to corrective action. The federal banking agencies have broad powers with which to require companies to take prompt corrective action to resolve problems of insured depository institutions that do not meet minimum capital requirements. The law establishes five capital categories for this purpose: (i) well-capitalized; (ii) adequately capitalized; (iii) undercapitalized; (iv) significantly undercapitalized; and (v) critically undercapitalized. To be considered well-capitalized, an institution generally must have risk-based Total capital and Tier 1 capital ratios of at least 10.00% and 6.00%, respectively, and must not be subject to any order or written directive to meet and maintain a specific capital level for any capital measure. To be considered "adequately capitalized," we are subject to minimum CET1, Tier 1 capital, and Total capital ratios of 4.50%, 6.00%, and 8.00%, respectively. CET1 is comprised of Tier 1 capital less amounts attributable to qualifying non-cumulative perpetual preferred stock and minority interests in consolidated subsidiaries. Tier 1 capital is comprised of total shareholders' equity calculated in accordance with generally accepted accounting principles, excluding accumulated other comprehensive income, less intangible assets and disallowed portions of our loan servicing rights. Total capital is comprised of Tier 1 capital plus certain adjustments, the largest of which is our qualifying subordinated debt, as well as the allowable portion of the allowance for loan losses.

Failure to meet applicable capital standards could subject the bank holding company or the Bank to a variety of enforcement remedies available to the federal regulatory authorities. These include limitations on the ability to pay dividends, the issuance by the regulatory authorities of a capital directive to increase capital, and the termination of deposit insurance by the FDIC.

To continue to conduct our business as currently conducted, we must maintain capital levels well above the minimum regulatory requirements. At December 31, 2018, and 2017, the capital ratios for the Bank and FSC exceeded the minimum capital requirements to be well-capitalized discussed above.

The following table presents the Bank's capital ratios:

Fidelity Bank

	December 31, 2018	December 31, 2017
Tier 1 Capital leverage ratio	8.72%	8.34%
Risk-Based capital:		
Common Equity Tier 1	9.72%	8.78%
Tier 1	10.11%	9.17%
Total Risk-Based capital	12.98%	12.03%

The following table presents FSC's capital ratios:

Fidelity Southern Corporation

	December 31, 2018	December 31, 2017
Tier 1 Capital leverage ratio	9.18%	8.85%
Risk-Based capital:		
Common Equity Tier 1	9.54%	8.86%
Tier 1	10.64%	10.00%
Total Risk-Based capital	13.24%	12.65%

The Economic Growth, Regulatory Relief, and Consumer Protection Act

In May of 2018, Congress passed and the President signed into law, the Economic Growth Act. Among many important changes to the regulation of the banking industry, the Economic Growth Act ordered the federal banking regulators, including the Federal Reserve and FDIC to, through notice and comment rulemaking, develop an “off-ramp” exempting certain banking organizations with less than \$10.0 billion in consolidated assets and a low-risk profile from generally applicable leverage capital and risk-based capital requirements if such banking organization maintained a leverage ratio to be set by the federal banking regulators (the “Community Bank Leverage Ratio”). The Economic Growth Act requires the federal banking regulators to set the Community Bank Leverage Ratio between 8% and 10%. On November 21, 2018, the federal banking regulators proposed a rule to implement Section 201 of the Economic Growth Act. The proposed rule would set the Community Bank Leverage Ratio at 9%. To date, the proposed rule implementing Section 201 of the Economic Growth Act has not been finalized.

Commercial Real Estate

In December 2006, the federal banking agencies, including the FDIC, issued final guidance on concentrations in commercial real estate lending (the “Guidance”), noting that increases in banks’ commercial real estate concentrations could create safety and soundness concerns in the event of a significant economic downturn. The Guidance mandated certain minimal risk management practices and categorized banks with defined levels of such concentrations as banks that may warrant elevated examiner scrutiny. The regulatory guideline defined a bank as having a concentration in commercial real estate if its portfolio of land, construction (both commercial and residential) and Acquisition and Development loans (“A&D loans”) exceeds 100% of the Bank’s total risk based capital. On December 18, 2015, an Interagency CRE Statement was issued on Prudent Risk Management for Commercial Real Estate Lending reminding financial institutions to re-examine existing regulations and guidance related to CRE lending on the management of concentration risk in CRE lending. Our ratio of total Land, Construction and A&D loans to total risk-based capital was 57% at December 31, 2017 and 60% at December 31, 2018. The regulatory guideline for all commercial real estate loans, except owner-occupied property, as a percentage of capital is a maximum of 300%. Our ratio of all commercial real estate loans, except owner-occupied property, as a percentage of capital, was 127% at December 31, 2017 and 137% at December 31, 2018.

The Guidance does not formally prohibit a bank from exceeding either of these two thresholds. Rather, it defines the circumstances under which a bank will be declared to have a commercial real estate concentration. Further, the Guidance requires any banks with commercial real estate concentrations to have heightened and sophisticated risk management systems in place to adequately manage the increased levels of risk. Management believes that our credit processes, procedures and systems continue to meet the risk management standards required by the Guidance and we continue to maintain our commercial real estate loan portfolio at a level below the concentration thresholds.

Regulatory authorities continue to emphasize the risks associated with CRE lending and focus on our implementation of the Guidance which could effectively limit future increases in the commercial real estate concentrations in our loan

portfolios or require additional credit administration and management costs.

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#### Loans

Inter-agency guidelines adopted by federal bank regulators mandate that financial institutions establish real estate lending policies with maximum allowable real estate loan-to-value limits, subject to an allowable amount of non-conforming loans as a percentage of capital. The Bank adopted the federal guidelines in 2001.

#### Transactions with Affiliates

Under federal law, all transactions between and among a state nonmember bank and its affiliates, which include holding companies, are subject to Sections 23A and 23B of the Federal Reserve Act and Regulation W promulgated thereunder. Generally, these requirements limit these transactions to a percentage of the bank's capital and require all of them to be on terms at least as favorable to the bank as transactions with non-affiliates. In addition, a bank may not lend to any affiliate engaged in non-banking activities not permissible for a bank holding company or acquire shares of any affiliate that is not a subsidiary. The FDIC is authorized to impose additional restrictions on transactions with affiliates if necessary to protect the safety and soundness of a bank. The regulations also set forth various reporting requirements relating to transactions with affiliates.

#### Financial Privacy and Cybersecurity

In accordance with the GLB Act, federal banking regulators adopted rules that limit the ability of banks and other financial institutions to disclose non-public information about consumers to non-affiliated third parties. These limitations require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to a non-affiliated third party. The privacy provisions of the GLB Act affect how consumer information is transmitted through diversified financial companies and conveyed to outside vendors. In addition, consumers may also prevent disclosure of certain information among affiliated companies that is assembled or used to determine eligibility for a product or service, such as that shown on consumer credit reports and asset and income information from applications. Consumers also have the option to direct banks and other financial institutions not to share information about transactions and experiences with affiliated companies for the purpose of marketing products or services.

Federal regulators have issued various statements regarding cybersecurity over the past few years. These statements recommend that financial institutions should design multiple layers of security controls to establish lines of defense and to ensure that their risk management processes also address the risk posed by compromised customer credentials, including security measures to reliably authenticate customers accessing internet-based services of the financial institution. The statements provide that a financial institution's management is expected to maintain sufficient business continuity planning processes to ensure the rapid recovery, resumption and maintenance of the institution's operations after a cyber-attack involving destructive malware. A financial institution is also expected to develop appropriate processes to enable recovery of data and business operations and address rebuilding network capabilities and restoring data if the institution or its critical service providers fall victim to this type of cyber-attack.

#### Anti-Money Laundering Initiatives and the USA Patriot Act

A major focus of governmental policy on financial institutions has been aimed at combating terrorist financing. This has generally been accomplished by amending existing anti-money laundering laws and regulations. We are subject to the USA Patriot Act of 2001 (the "USA Patriot Act") which imposes significant compliance and due diligence obligations, creating new crimes and penalties. The Treasury has issued a number of implementing regulations that apply to various requirements of the USA Patriot Act. These regulations impose obligations on financial institutions to maintain appropriate policies, procedures and controls to detect, prevent and report money laundering and terrorist financing and to verify the identity of their customers. Failure of a financial institution to maintain and implement adequate programs to combat terrorist financing, or to comply with all of the relevant laws or regulations, could have serious legal and reputational consequences for the institution.

#### Office of Foreign Assets Control Regulation

The United States has imposed economic sanctions that affect transactions with designated foreign countries, nationals and others which are administered by the U.S. Treasury Department Office of Foreign Assets Control ("OFAC"). Failure to comply with these sanctions could have serious legal and reputational consequences, including causing applicable bank regulatory authorities not to approve merger or acquisition transactions when regulatory approval is required or to prohibit such transactions even if approval is not required.

#### Future Legislation



Various legislation affecting financial institutions and the financial industry is from time to time introduced in Congress. Such legislation may change banking statutes and our operating environment in substantial and unpredictable ways, and could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance depending upon whether any of this potential legislation will be enacted, and if enacted, the effect that it or any implementing regulations, would have on the financial condition or our results of operations.

#### Competition

The banking business is highly competitive. We compete for traditional bank business with numerous other financial institutions in our primary market areas for residential construction and development loans, commercial loans, SBA loans,

residential mortgages, and indirect automobile loans. We also compete for loans with insurance companies, regulated small loan companies, credit unions, and certain governmental agencies. We compete with independent brokerage and investment companies, as well as state and national banks and their affiliates and other financial companies for trust services. Many of the companies with whom we compete have greater financial resources.

The indirect automobile financing and residential mortgage banking industries are also highly competitive. In the indirect automobile financing industry, we compete with specialty consumer finance companies, including automobile manufacturers' captive finance companies, in addition to other financial institutions. The residential mortgage banking business competes with independent mortgage banking companies, state and national banks and their subsidiaries, as well as thrift institutions and insurance companies.

#### Employees and Executive Officers

As of December 31, 2018, we had 1,407 full-time equivalent employees. We are not a party to any collective bargaining agreement and we believe that our employee relations are good. We offer our employees a variety of competitive benefit programs including a retirement plan and group health, life and other insurance programs. We also support training and educational programs designed to ensure that employees have the types and levels of skills needed to perform at their best in their current positions and to help them prepare for positions of increased responsibility.

#### Executive Officers of the Registrant

Our executive officers, their ages, their positions with FSC and the Bank at February 28, 2019, and the period during which they have served as executive officers, are as follows:

Name	Age	Since	Position
James B. Miller, Jr.	78	1979	Chairman of the Board and Chief Executive Officer of Fidelity since 1979; President of Fidelity from 1979 to April 2006; A director of Fidelity Bank, a wholly owned subsidiary of Fidelity, since 1976; President of Fidelity Bank from 1977 to 1997 and from December 2003 through September 2004; Chief Executive Officer of Fidelity Bank from 1977 to 1997, and from December 2003 until to April 2017. Chairman of Fidelity Bank since 1998. Chairman of LionMark Insurance Company, a wholly owned subsidiary, since November 2004.
H. Palmer Proctor, Jr.	51	1996	President of Fidelity since April 2006; Chief Executive Officer of Fidelity Bank since April 2017; President of Fidelity Bank since October 2004; Director and Secretary/Treasurer of LionMark Insurance Company, a wholly owned subsidiary, since November 2004; A director of Fidelity Bank since 2004.
Charles D. Christy	61	2017	Principal Financial and Accounting Officer of Fidelity and Chief Financial Officer of Fidelity and Fidelity Bank since June 2017; Chief Financial Officer of LionMark Insurance Company since June 2017.
David Buchanan	61	1995	Vice President of Fidelity since 1999; Executive Vice President of Fidelity Bank since October 2004; and Senior Vice President of Fidelity Bank from 1995 through September 2004. President of LionMark Insurance Company, a wholly-owned subsidiary, since November 2004.

#### Available Information

We file annual, quarterly, and current reports, proxy statements, and other documents with the SEC under the Securities Exchange Act. The public may read and copy any materials that we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Also, the SEC maintains an Internet web site that contains reports, proxy and information statements, and other information regarding issuers, including Fidelity, that file electronically with the SEC. The public can obtain any documents that we file with the SEC at <http://www.sec.gov>.

We also make available free of charge on our web sites <http://www.FidelitySouthern.com> or <http://www.Lionbank.com>, our Annual Report to Shareholders, our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our current reports on Form 8-K and if applicable, amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act as soon as reasonably practicable after we

electronically file such material with, or furnish it to, the SEC. Information contained on our website is not part of this Annual Report on Form 10-K.

Item 1A. Risk Factors

The following risk factors and other information included in this Annual Report on Form 10-K should be carefully considered. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may adversely impact our business operations. If any of the following risks occur, our business, financial condition, operating results, and cash flows could be materially adversely affected.

### Risks Related to Our Proposed Merger with and into Ameris Bancorp

We will be subject to business uncertainties and contractual restrictions while the merger with Ameris is pending. Uncertainty about the effect of the proposed merger with Ameris on employees and customers may have an adverse effect on the Company. These uncertainties may impair our ability to attract, retain, and motivate key personnel until the Merger is completed, and could cause customers and others that deal with us to seek to change existing business relationships. Retention of certain of our employees may be challenging while the Merger is pending, as certain employees may experience uncertainty about their future roles with the combined company. If key employees depart because of issues relating to the uncertainty and difficulty of integration, or a desire not to remain with the business, our business could be harmed. In addition, subject to certain exceptions, we have each agreed to operate our business in the ordinary course and use commercially reasonable efforts to preserve our business organization, employees and advantageous business relationships prior to closing. These restrictions may prevent us from pursuing attractive business opportunities that may arise prior to the completion of the Merger.

The Merger Agreement limits our ability to pursue acquisition proposals and requires us to pay a termination fee of \$29.0 million under certain termination rights as stipulated relating to acquisition proposals.

The Merger Agreement prohibits us from (i) taking any action to solicit, initiate, seek, knowingly facilitate or encourage any inquiries or expressions of interest or the making of any proposal or offer that constitutes, or would reasonably be expected to lead to, any acquisition proposal, (ii) participate in any discussions or negotiations regarding any acquisition proposal or furnish, or otherwise afford access, to any person (other than Ameris and its subsidiaries) any nonpublic information or data with respect to the Company or any of its subsidiaries or otherwise relating to an acquisition proposal, (iii) approve, endorse or recommend any acquisition proposal (other than the Merger) or (iv) enter into any agreement in principle, arrangement, understanding, contract or agreement (other than a confidentiality agreement which expressly permits the Company to comply with its obligations relating to an acquisition proposal. The Merger Agreement also provides that we will be required to pay a termination fee in the amount of \$29.0 million in the event that the Merger Agreement is terminated under certain termination rights. These provisions might discourage a potential competing acquirer that might have an interest in acquiring all or a significant part of the Company from considering or proposing such an acquisition.

If the Merger is not completed, we will have incurred substantial expenses without realizing the expected benefits of the Merger.

We have incurred and will incur substantial expenses in connection with the negotiation and completion of the transactions contemplated by the Merger Agreement. If the Merger is not completed, we would have to recognize these expenses without realizing the expected benefits of the Merger.

Regulatory approvals may not be received, may take longer than expected, or may impose conditions that are not presently anticipated or that could have an adverse effect on the combined company following the Merger.

Before the Merger is completed, both parties must obtain all necessary approvals or waivers from the Federal Reserve Board, the Office of the Comptroller of the Currency and the Georgia Department of Banking and Finance. Other approvals, waivers or consents from regulators may also be required. In determining whether to grant these approvals the regulators consider a variety of factors, including the regulatory standing of each party. An adverse development in either party's regulatory standing or these factors, or a prolonged Federal government shutdown could result in an inability to obtain approval or delay their receipt. These regulators may impose conditions on the completion of the Merger or the Bank Merger or require changes to the terms of the Merger or the Bank Merger. Such conditions or changes could have the effect of delaying or preventing completion of the Merger or the Bank Merger or imposing additional costs on or limiting the revenues of the combined company following the Merger and the Bank Merger, any of which might have an adverse effect on the combined company following the Merger.

The Federal Reserve Board has stated that if material weaknesses are identified by examiners before a banking organization applies to engage in expansionary activity, the Federal Reserve Board will not in the future allow the application to remain pending while the banking organization addresses its weaknesses. The Federal Reserve Board explained that, in the future, if issues arise during the processing of an application, it will require the applicant banking organization to withdraw its application pending resolution of any supervisory concerns. Accordingly, if there is an adverse development in either party's regulatory standing, the Company may be required to withdraw some or all of the applications for approval of the proposed mergers and, if possible, resubmit it after the applicable supervisory

concerns have been resolved.

Termination of the Merger Agreement could negatively impact the Company.

If the Merger Agreement with Ameris is terminated, there may be various consequences. For instance, our business may be impacted adversely by the failure to pursue other beneficial opportunities due to the focus of management on the Merger, without realizing any of the anticipated benefits of completing the Merger. Additionally, if the Merger Agreement is terminated, the market price of our common stock could decline to the extent that the current market prices reflect a market assumption that the Merger will be completed. If the Merger Agreement is terminated under certain circumstances, we may be required to pay to Ameris a termination fee of \$29.0 million.

Because the market price of Ameris Common Stock will fluctuate, our shareholders cannot be certain of the market value of the merger consideration they will receive in the Merger.

Upon completion of the Merger, each outstanding share of our common stock will have the right to receive 0.80 shares (the “Exchange Ratio”) of common stock, par value \$1.00 per share, of Ameris (“Ameris Common Stock”) for each share of common stock, no par value per share, of Fidelity (“Fidelity Common Stock”) that they hold, together with cash in lieu of fractional shares. Any change in the market price of Ameris Common Stock prior to the completion of the Merger will affect the market value of the merger consideration that our shareholders will receive upon completion of the Merger, and there will be no adjustment to the merger consideration for changes in the market price of either shares of Ameris Common Stock or shares of our common stock.

The market price of Ameris Common Stock after the Merger may be affected by factors different from those affecting the shares of our common stock currently.

Upon completion of the Merger, holders of our common stock will become holders of Ameris Common Stock. Accordingly, the results of operations of the combined company and the market price of Ameris Common Stock after the completion of the Merger may be affected by factors different from those currently affecting the independent results of operations of each of Ameris and the Company.

#### Loan Portfolio Risks

A sizable portion of our loan portfolio is secured by real estate loans located in our lending markets, and adverse changes in real estate market values in those areas may adversely affect our business.

Currently, our real estate lending business is concentrated in the Atlanta metropolitan area and eastern, central, and northern Florida. As of December 31, 2018, commercial real estate, real estate mortgages, and construction loans, accounted for approximately 54.6% of our total loan portfolio. Unlike larger national or regional banks that are more geographically diversified, our success depends primarily on the general economic conditions of the specific local markets in which we operate. Conditions in these markets strongly affect our results of operations and financial condition. Real estate values and the demand for commercial and residential mortgages and construction loans are affected by, among other things, general and local economic conditions, changes in governmental regulation, monetary and fiscal policies, interest rates and weather. Declines in our markets could adversely affect the demand for new real estate loans, and the value and liquidity of the collateral securing our existing loans. Adverse conditions in our markets could also reduce our growth rate, impair our ability to collect loans, and generally unfavorably impact our financial condition and results of operations.

Delays in our ability to foreclose on delinquent mortgage loans may negatively impact our business.

Because we originate loans secured by real estate, we may have to foreclose on the collateral property to protect our investment and may thereafter own and operate such property, in which case we are exposed to the risks inherent in the ownership of real estate. The amount that we, as a mortgagee, may realize after a default is dependent upon factors outside of our control, including, but not limited to:

- general or local economic conditions;
- environmental cleanup liability;
- fluctuations in fair market values;
- interest rates;
- real estate tax rates;
- operating expenses of the mortgaged properties;
- supply of and demand for rental units or properties;
- ability to obtain and maintain adequate occupancy of the properties;
- zoning laws;
- governmental rules, regulations and fiscal policies; and
- natural disasters.

Certain expenses associated with the ownership of real estate, principally real estate taxes, insurance, and maintenance costs, may adversely affect the net proceeds received from the real estate, if any. The ability to mitigate the losses on defaulted loans depends upon the ability to promptly foreclose upon the collateral after an appropriate cure period. In some states, the large number of mortgage foreclosures that have occurred has resulted in significant delays in foreclosing. Any delay in the foreclosure process adversely affects us by increasing the expenses related to carrying

such real estate and exposes us to losses as a result of potential additional declines in the value of such collateral. As a result, the increased cost of owning and operating such real estate may exceed the rental income earned from the real estate (if any), we may have to advance additional funds to protect our investment or we may be required to dispose of the real estate at a loss.

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The allowance for loan losses may be insufficient.

We maintain an allowance for loan losses, which is established and maintained through provisions charged to operations. Such provisions are based on management's evaluation of the loan portfolio, including loan portfolio concentrations, current economic conditions, past loan loss experience, adequacy of underlying collateral, level of delinquencies and such other factors which, in management's judgment, deserve consideration in estimating loan losses. Loan charge-offs are recorded in accordance with accounting and regulatory guidelines which require loans to be charged off when, in the opinion of management, such loans are deemed to be uncollectable. Subsequent recoveries are added to the allowance.

In June 2016, the FASB issued a new current expected credit loss rule which will be effective for us in 2020 and will change our accounting for credit losses by requiring us to record, at the time of origination, credit losses expected throughout the life of loans, held-to-maturity securities and certain other assets and off-balance sheet credit exposures as opposed to the current practice of recording losses when it is probable that a loss event has occurred. We expect to record a one-time cumulative effect adjustment to the allowance for loan losses as of the beginning of the first reporting period upon adoption. The Company has not yet determined the magnitude of any such one-time adjustment or the overall impact on our financial statements, as it will depend on economic conditions and trends in the portfolio at the time of adoption.

Accounting guidelines and rules could continue to change in future years and cause provision expense to increase or to be recognized on an accelerated basis for reasons not always related to the underlying performance of our portfolio. The determination of the appropriate level of the allowance for loan losses inherently involves a high degree of subjectivity and requires management to make significant estimates of current credit risks and trends, all of which may undergo material changes. A significant challenge for us is to keep the credit and other models and approaches we use updated to take into account changes in the competitive environment, the economy, and the regulatory environment. To the extent these models are not consistent with underlying real-world conditions, our management decisions could be misguided or otherwise affected with significant impacts on the level of the allowance for loan losses.

In addition, bank regulatory agencies periodically review our allowance for loan losses and may require an increase in the provision for loan losses or the recognition of further loan charge-offs, based on judgments different than those of management. Changes in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors may require an increase in the allowance for loan losses. In addition, if charge-offs in future periods exceed the estimated charge-offs utilized in determining the sufficiency of the allowance for loan losses, we will need additional provisions to increase the allowance. Any increases in the allowance for loan losses will result in a decrease in net income and, possibly, regulatory capital, and may have a material adverse effect on our financial condition and results of operations.

Financial services companies depend on the accuracy and completeness of information about customers and counterparties.

In deciding whether to extend credit or enter into other transactions, we rely on information furnished by or on behalf of customers and counterparties, including financial statements, credit reports, and other financial information. We may also rely on representations of those customers, counterparties or other third parties, such as independent auditors, as to the accuracy and completeness of that information. Reliance on inaccurate or misleading financial statements, credit reports or other financial information could have a material adverse impact on our business and, in turn, our financial condition and results of operations.

We earn a substantial portion of our noninterest revenue through sales of residential mortgages in the secondary market. We are exposed to counterparty credit, market, repurchase and other risks associated with these activities. Our noninterest revenue attributable to mortgage banking activities is a significant driver of our noninterest income. We are exposed to counterparty credit risk in the normal course of these sales activities as well as market risk when engaging in this activity that is greatly impacted by the amount of liquidity in the secondary markets and changes in interest rates.

Additionally, we retain repurchase risk associated with representations and warranties made at the time of the sales of these loans related to our residential mortgage loan underwriting and closing practices. Generally, repurchase requirements may be made until the loans sold are paid in full. Increases in claims under these repurchase



requirements or make-whole demands could have a material impact on our ability to continue participating in these types of activities as well as materially impact our financial condition, results of operations, and cash flows.

We may be unable to maintain and service relationships with automobile dealers and we are subject to their willingness and ability to provide high quality indirect automobile loans.

Our indirect automobile lending portfolio comprises the majority of our loan portfolio which is a material percentage of our loan portfolio. We depend, in large part, upon our ability to maintain and service relationships with automobile dealers, the strength of new and used automobile sales, the loan rate and other incentives offered by other purchasers of indirect automobile loans or by the automobile manufacturers and their captive finance companies, and the continuing ability of the consumer to qualify for and make payments on high quality automobile loans. There can be no assurance we will be successful in maintaining such dealer relationships or increasing the number of dealers with which we do business, or that the existing dealer base will continue to generate a volume of finance contracts comparable to the volume historically generated by such dealers, which could have a material adverse effect on our financial condition and results of operations.

### Investment Portfolio Risk

Future impairment losses could be required on various investment securities, which may materially reduce the Company's and the Bank's regulatory capital levels.

We establish fair value estimates of securities available-for-sale in accordance with generally accepted accounting principles. The Company's estimates can change from reporting period to reporting period, and we cannot provide any assurance that the fair value estimates of our investment securities would be the realizable value in the event of a sale of the securities.

A number of factors could cause us to conclude in one or more future reporting periods that any difference between the fair value and the amortized cost of one or more of the securities that we own constitutes an other-than-temporary impairment. These factors include, but are not limited to:

- an increase in the severity of the unrealized loss on a particular security;
- an increase in the length of time unrealized losses continue without an improvement in value;
- a change in our intent or ability to hold the security for a period of time sufficient to allow for the forecasted recover;
- or
- changes in market conditions or industry or issuer specific factors that would render us unable to forecast a full recovery in value, including adverse developments concerning the financial condition of the companies in which we have invested.

In addition, depending on various factors, including the fair values of other securities that we hold, we may be required to take additional other-than-temporary impairment charges on other investment securities. Any other-than-temporary impairment charges would negatively affect our regulatory capital levels, and may result in a change to our capitalization category, which could limit certain corporate practices and could compel us to take specific actions.

### Economic Risks

The earnings of financial services companies are significantly affected by general business and economic conditions. Our operations and profitability are impacted by general business and economic conditions in the U.S. and abroad. These conditions include recession, short-term and long-term interest rates, inflation, money supply, political issues, legislative and regulatory changes, fluctuations in both debt and equity capital markets, broad trends in industry and finance, and the strength of the U.S. economy and the local economies in which we operate, all of which are beyond our control. A deterioration in economic conditions could result in an increase in loan delinquencies and nonperforming assets, decreases in loan collateral values and a decrease in demand for our products and services, including our ability to originate or sell loans, among other things, any of which could have a material adverse impact on our financial condition and results of operations.

Changes in national and local economic conditions could lead to higher losses in connection with acquired assets. In connection with our past acquisitions, we acquired portfolios of loans and ORE in both FDIC-assisted and non-FDIC-assisted transactions. Although we have marked down the loan portfolios and ORE we acquired, the non-impaired loans we acquired may become impaired or may further deteriorate in value, resulting in additional charge-offs to our loan portfolio and ORE losses. The fluctuations in national, regional and local economic conditions, including those related to local residential, commercial real estate and construction markets, may increase the level of charge-offs that we make to our loan portfolio and ORE losses and consequently reduce our capital. The fluctuations are not predictable, cannot be controlled and may have a material adverse impact on business financial condition and results of operations even if other favorable events occur.

### Interest Rate Risks

The Federal Reserve has implemented significant economic strategies that have impacted interest rates, inflation, asset values, and the shape of the yield curve, and currently is transitioning from many years of easing to what may be a new period of tightening.

In recent years, the Federal Reserve has begun to gradually unwind the remaining domestic monetary policy initiatives as the economy continues to recover. In December 2015 and 2016, the Federal Reserve raised the target federal funds rate each time by 25 basis points ("bps"); in 2017, they raised rates by 25 bps three times; and in 2018, they raised rates four times for a total 225 bps since December 2015. Additionally, the Federal Reserve began to taper the reinvestment of its balance sheet Treasury and Agency MBS assets previously purchased during its quantitative easing

initiatives.

These developments, along with the U.S. government's credit and deficit concerns, a potential re-emerging European sovereign debt crisis or an economic slowdown in China, could cause interest rates and borrowing costs to rise, which may negatively impact our ability to access the debt markets on favorable terms. Other significant governmental monetary strategies could be implemented in the future which might impact interest rates. Federal Reserve strategies can, and often are intended to, affect the domestic money supply, inflation, interest rates, and the shape of the yield curve. Effects on the yield curve often are most pronounced at the short end of the curve, which is of particular importance to us and other banks. Among other things, easing strategies are intended to lower interest rates, steepen the yield curve, expand the money supply, and stimulate economic activity, while tightening strategies are intended to increase interest rates, flatten the yield curve, tighten the money supply, and restrain

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economic activity. Other things being equal, the current transition from easing to possible tightening should tend to diminish or reverse downward pressure on rates, and to diminish or eventually end the stimulus effect that low rates tend to have on the economy. Many external factors may interfere with the effects of these plans or cause them to be changed unexpectedly. Such factors include significant economic trends or events as well as significant international monetary policies and events. Such strategies can also affect the U.S. and world-wide financial systems in ways that may be difficult to predict.

Fluctuations in interest rates could reduce our profitability and affect the value of our assets.

Approximately one-half of our income is net interest income, which is the difference between interest earned on loans and investments and the interest paid on deposits and borrowings. Like other financial institutions, our earnings and cash flows are subject to interest rate risk in our lending and deposit gathering activities since assets and liabilities reprice at different times and by different amounts as interest rates change. We principally manage interest rate risk by managing our volume and the mix of our earning assets and funding liabilities. Financial simulation models are the primary tools we use to measure our interest rate risk exposure. We closely monitor the sensitivity of our net interest income to change in interest rates and we attempt to limit the variability of net interest income as interest rates change. In a changing interest rate environment, we may not be able to manage this risk effectively. If we are unable to manage interest rate risk effectively, our business, financial condition, and results of operations could be materially harmed.

We use both on- and off-balance sheet financial instruments to mitigate our exposure to interest rate risk. We utilize derivative contracts to hedge the pipeline of interest rate locks on residential mortgage loans to offset changes in fair value resulting from changes in interest rate environments. In spite of our due diligence in regard to these hedging strategies, significant risks are involved that, if realized, may prove such strategies to be ineffective, which could adversely affect our financial condition or results of operations. Risks associated with these strategies include the risk that counterparties in any such derivative and other hedging transactions may not perform, the risk that our hedging strategies rely on management's assumptions and projections regarding the underlying assets and general market factors, and that these assumptions and projections may prove to be incorrect, the risk that these hedging strategies do not adequately mitigate the impact of changes in interest rates, prepayment speeds or other forecasted inputs to the hedging model, and the risk that the models used to forecast the effectiveness of hedging instruments may project expectations that differ from actual results. In addition, increased regulation of the derivative markets may increase the cost to implement and maintain an effective hedging strategy.

We expect that we will periodically experience imbalances in the interest rate sensitivities of our assets and liabilities and the relationships of various interest rates to each other. Over any defined period of time, our interest-earning assets may be more sensitive to changes in market interest rates than our interest-bearing liabilities, or vice versa. In addition, the individual market interest rates underlying our loan and deposit products (e.g., prime versus competitive market deposit rates) may not change to the same degree over a given time period. We are unable to predict changes in market interest rates which are affected by many factors beyond our control. If market interest rates should move contrary to our position, our earnings may be negatively affected. Changes in the level of interest rates also may negatively affect our ability to originate construction, commercial and residential real estate loans, the value of our assets, and our ability to realize gains from the sale of our assets, all of which ultimately affect our earnings.

Also, the volume of nonperforming assets will negatively impact average yields if and as volume increases. In addition to risk, loan volume and quality, as well as deposit volume and mix, can be affected by market interest rates. As a result of the sustained low interest rate environment, an increasing percentage of our deposits are comprised of money market accounts, short-term certificates of deposit and other deposits yielding no, or very low rates of, interest. Changes in levels of market interest rates, including the current rate environment, could materially adversely affect our net interest spread, asset quality, origination volume and overall profitability. Income could also be adversely affected if the interest rates paid on deposits and short-term borrowings increase quicker than the interest rates received on loans and other investments during periods of rising interest rates.

#### Regulatory and Legal Risks

We are subject to extensive governmental regulation.

We are subject to extensive supervision and regulation by Federal and state governmental agencies, including the FRB, the GDBF and the FDIC. This supervision and regulation is designed primarily to protect depositors, federal

deposit insurance funds, and the banking system as a whole, but not shareholders. Legislation, regulations, and government policy could adversely affect us and the financial institution industry as a whole, including the cost of doing business.

Legislative and regulatory actions taken now or in the future may have a significant adverse effect on our ability to compete.

Congress and state legislatures and federal and state regulatory authorities continually review banking laws, regulations and policies for possible changes. Changes to statutes, regulations or regulatory policies, including interpretation and implementation of statutes, regulations or policies could affect us in substantial and unpredictable ways, including limiting the types of financial services and products we may offer or increasing the ability of non-banks to offer competing financial services and products. Any regulatory changes or scrutiny could increase or decrease the cost of doing business, limit or expand our permissible activities, or affect the competitive balance among banks, credit unions, savings and loan associations and other institutions. The Economic Growth Act, signed into law on May 24, 2018, provides relief from certain regulatory requirements

under the Dodd-Frank Act requirements for smaller banks. While we expect the Economic Growth Act to have an overall positive impact on our business going forward, we continue to evaluate its impact on our business and that impact remains uncertain. We cannot predict whether new legislation will be enacted and, if enacted, the effect that it, or any regulations, would have on our business, financial condition, and results of operations.

Changes in legislation or regulation will likely increase our compliance costs and may adversely affect our business operations, financial condition, and results of operations.

Numerous changes have occurred in recent years in the regulation of the financial services industry. Our compliance costs have increased as a result of the various new regulations and we anticipate our compliance costs will continue to increase as a result of new regulations. Changes arising from any other new legislation or regulation may impact the profitability of our business activities, require that we raise additional capital or change certain of our business practices, require us to divest certain business lines, materially affect our business model or affect retention of key personnel, and could expose us to additional costs, including increased compliance costs. These changes may also require us to invest significant management attention and resources to make any necessary changes, and could therefore also adversely affect our business, financial condition, and results of operations.

Failures to comply with laws and regulations may adversely affect our business operations, financial condition, and results of operations.

Federal and state regulators have the ability to impose or request that we consent to substantial sanctions, restrictions and requirements on our banking and nonbanking subsidiaries if they determine, upon examination or otherwise, violations of laws, rules or regulations with which we or our subsidiaries must comply, or weaknesses or failures with respect to general standards of safety and soundness. Such enforcement may be formal or informal and can include directors' resolutions, memoranda of understanding, cease and desist or consent orders, civil money penalties and termination of deposit insurance and bank closures. Enforcement actions may be taken regardless of the capital level of the institution. Enforcement actions may require certain corrective steps (including staff additions or changes), impose limits on activities (such as lending, deposit taking, acquisitions or branching), prescribe lending parameters (such as loan types, volumes and terms) and require additional capital to be raised, any of which could adversely affect our financial condition and results of operations. Enforcement actions, including the imposition of monetary penalties, may have a material impact on our financial condition or results of operations, and damage to our reputation, and loss of our holding company status. In addition, compliance with any such action could distract management's attention from our operations, cause us to incur significant expenses, restrict us from engaging in potentially profitable activities, and limit our ability to raise capital.

We are subject to claims and litigation.

We manage our litigation risk through our internal controls, personnel training, insurance and other means. However, the commencement, outcome and magnitude of litigation cannot be predicted or controlled with any certainty. From time to time, customers and others make claims and take legal action against us. Whether such customer claims and legal action are founded or unfounded, or if such claims and legal actions are not resolved in a manner favorable to us, they may result in significant financial liability and/or adversely affect the market perception of us and our products and services, as well as impact customer demand for those products and services. Any resulting financial liability or reputation damage could have a material adverse effect on our business, which, in turn, could have a material adverse effect on our financial condition and results of operations.

#### Liquidity Risks

Liquidity is essential to our businesses and we rely on external sources to finance a significant portion of our operations.

Liquidity is essential to our businesses. Our liquidity could be adversely affected by an inability to raise funding in the debt or equity capital markets or an inability to access the secured lending markets. Factors that we cannot control, such as disruption of the financial markets or negative views about the financial services industry generally, could impair our ability to raise funding. In addition, our ability to raise funding could be impaired if lenders develop a negative perception of our financial prospects. Such negative perceptions could be developed if we suffer a decline in the level of our business activity or regulatory authorities take significant action against us, among other reasons. If we are unable to raise funding using the methods described above, we would likely need to finance or liquidate unencumbered assets to meet maturing liabilities. We may be unable to sell some of our assets, or we may have to sell

assets at a discount from market value, either of which could adversely affect our results of operations, financial condition, and unencumbered assets.

Our funding costs may increase due to loss of customer deposits.

We rely on customer deposits as a low cost and stable source of funding to extend loans to our customers. There is a high degree of competition in the market with other banks and financial services companies for deposits. If the rates that our competitors pay on deposits rise, our funding costs may increase, either because we raise our rates to avoid losing deposits or because we lose deposits and have to rely on more expensive sources of funding. Higher funding costs would reduce our net interest margin and net interest income.

### Capital Risks

Our continued pace of growth may require us to raise additional capital in the future, but that capital may not be available when it is needed.

We are required by federal regulatory authorities to maintain adequate levels of capital to support our operations. We anticipate our capital resources will satisfy our capital requirements for the foreseeable future. We may at some point, however, need to raise additional capital or adjust the Company's dividend to support our growth. If we raise capital through the issuance of additional shares of our common stock or other securities, it would dilute the ownership interest of our current shareholders and may dilute the per share book value of our common stock. New investors may also have rights, preferences and privileges senior to our current shareholders, which may adversely impact our current shareholders.

Our ability to raise additional capital, if needed, will depend on conditions in the capital markets at that time, which are outside our control, and on our financial performance. Accordingly, we cannot assure that we will have the ability to raise additional capital, if needed, on terms acceptable to us. If we cannot raise additional capital when needed, our ability to further expand our operations through internal growth or acquisitions could be materially impaired, which could have a material adverse effect on our financial condition and results of operations.

We are subject to more stringent capital requirements under the final Basel III rules.

Like most banking organizations, we were required to apply the new Basel III capital rules beginning on January 1, 2015. In early July 2013, the Federal Reserve approved revisions to its capital adequacy guidelines and prompt corrective action rules that implemented the Basel III regulatory capital reforms in the U.S. As a result, Basel III has generally led to higher capital requirements and more restrictive leverage and liquidity ratios as the rules are phased-in, including limitations on the amount of MSR that may be held without triggering higher capital requirements. Compliance with these rules impacts our capital plans, affects returns on capital, and imposes additional costs on us.

In May of 2018, Congress passed the Economic Growth Act, which, among other important changes to the regulation of the banking industry, ordered the Federal banking regulators to create an "off-ramp" exempting certain banking organizations with less than \$10.0 billion in consolidated assets and a low-risk profile from generally applicable leverage capital and risk-based capital requirements if such banking organization maintained a leverage ratio to be set by the federal banking regulators, the Community Bank Leverage Ratio. The federal banking regulators have proposed a Community Bank Leverage Ratio of 9%, but to date, the federal banking regulators have not set a final Community Bank Leverage Ratio.

### Operational Risks

Our operational framework for managing risks may not be effective in mitigating risk and loss to us.

We have established a risk management framework that seeks to mitigate risk and loss to us with laid-out processes and procedures intended to identify, measure, monitor, report, and analyze the types of risk to which we are subject, including liquidity risk, credit risk, market risk, interest rate risk, operational risk, reputational risk, and legal, model and compliance risk, among others. However, as with any risk management framework, there are inherent limitations to our risk management strategies that may exist, or develop in the future, risks that we have not appropriately anticipated or identified. The recent financial and credit crisis that resulted to new regulatory reform highlighted both the importance and some limitations of managing unanticipated risks. If our risk management framework proves to be ineffective, we could suffer unexpected losses and could be materially adversely affected.

Our controls and procedures may fail or be circumvented.

Management regularly reviews and updates our internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of our controls and procedures or failure to comply with regulations related to our controls and procedures could have a material adverse effect on our business, results of operations, and financial condition.

We use financial models extensively to manage our day-to-day operations that may produce inaccurate information which differs significantly from actual results.



Management relies on the output from a number of quantitative models to measure risk and to estimate certain financial values. We use these models as part of several key business processes such as pricing various products and services, classifying loans, setting interest rates on loans and deposits, calculating interest rate and other market risks, measuring capital adequacy, and estimating the value of certain financial instruments. Business decisions relying on inaccurate or erroneous financial models may prove inefficient or ineffective. We also provide information to our investors and regulators which may be negatively impacted by inaccurately designed or implemented models.

We rely on third party vendors for a number of key components of our business.

We regularly contract with a number of third party vendors to support our infrastructure. Many of these vendors are large national companies who are dominant in their area of expertise and would be difficult to quickly replace. Failure of certain vendors to provide services who we have substantial ongoing business relationships with could adversely affect our ability to deliver

products and services to our customers necessary to maintain our day-to-day operations, disrupting our business and causing us to incur significant expense. External vendors also present information security risks.

Third party vendor relationships are subject to increasingly demanding regulatory requirements and attention by regulators. We expect that the regulators will hold us responsible for deficiencies in our oversight and control of our third party vendors and their performance. Under regulatory guidance, we are required to apply stringent due diligence, conduct ongoing monitoring and maintain effective control over third party vendors.

We maintain a vendor management program to monitor vendor risk, including the financial stability of our critical vendors. While we believe that our vendor management program effectively mitigates vendor risk, the regulators may not conclude that we have exercised adequate oversight and control over third party vendors or that such third parties have performed appropriately. We could be subject to enforcement actions, including civil monetary penalties or other administrative or judicial penalties or fines as well as requirements for customer remediation.

We are at risk of increased losses from fraud.

Criminals committing fraud are increasingly applying sophisticated techniques and in some cases are parts of larger criminal enterprises, which allow them to be more effective. Fraudulent activity in recent years has taken many forms, ranging from check fraud, mechanical devices attached to ATM machines, social engineering and phishing attacks to obtain personal information or impersonation of our clients through the use of falsified or stolen credentials.

Furthermore, in addition to fraud committed against us, we may suffer losses as a result of fraudulent activity committed against third parties. Increased deployment of new technologies to keep ahead of these criminals, such as chip card technology, defray and reduce aspects of fraud. However, criminals are turning to other sources to steal personally identifiable information, such as unaffiliated healthcare providers and government entities and utilize that information to impersonate the consumer and commit fraud.

The information systems we use to operate our business may experience an interruption or breach in security.

We rely heavily on communications and information systems to conduct our business as such systems are used to manage virtually all aspects of our business. Our operations rely on the secure processing, storage and transmission of confidential and other information within our computer systems and networks. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer relationship management, general ledger, deposit, loan, and other systems as a result of a number of factors, including events that are wholly or partially beyond our control such as sudden increases in customer transaction volume, physical infrastructure outages, natural disasters, and terrorist acts. Further, our operational and security systems and infrastructure may be vulnerable to breaches, unauthorized access, misuse, computer viruses or other malicious codes and cyber-attacks. While we maintain policies and procedures designed to prevent or limit the effect of the failure, interruption or security breach of our information systems, there can be no assurance that any such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately addressed.

Additionally, to the extent we rely on third party vendors to perform or assist operational functions necessary to maintain day-to-day operations, the challenge of managing the associated risks becomes more difficult. While we believe that our vendor risk management program effectively mitigates risk, the failure of an external vendor to perform in accordance with applicable contractual arrangements or service level agreements or any compromise in the security of an external vendor's information systems could be disruptive to our operations.

The occurrence of any failures, interruptions or security breaches of our information systems or one of our external vendor's information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, require us to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures in our computer systems and networks, or expose us to civil litigation and possible financial liability that are either not insured or fully covered through any insurance we maintain, any of which could have a material adverse effect on our financial condition and results of operations.

Additionally, future legislation and regulation related to privacy, data breach notification, cybersecurity and information security could have a significant impact on our current and planned data privacy and security practices. Our customer electronic information systems may experience a security breach, computer virus or disruption of service.

We provide our customers with online and mobile banking services that involve the secure transmission of confidential information over the Internet. We also deploy part or all of a number of our other core business

applications and services under cloud computing arrangements using the Internet. While we use qualified third party vendors to test and audit our network and maintain an enterprise-wide information security program, our network could become vulnerable to unauthorized access, computer viruses, phishing schemes and other security problems. We may be required to spend significant capital and other resources to protect against the threat of security breaches and computer viruses, or to alleviate problems caused by security breaches or viruses.

To the extent that our activities or the activities of our customers involve the storage and transmission of confidential information, security breaches and viruses could expose us to claims, litigation and other possible liabilities. Any inability to prevent security breaches or computer viruses could also cause existing customers to lose confidence in our systems and could adversely affect our reputation and our ability to generate deposits. Any failures, interruptions or security breaches could result in damage to our reputation, a loss of customer business, increased regulatory scrutiny, or possible exposure to financial liability,

any of which could have a material adverse effect on our financial condition and results of operations. The operational functions of business counterparties may experience similar disruptions that could adversely impact us and over which we may have limited or no control.

A number of major U.S. corporations, particularly retailers, have experienced data systems intrusions, mainly perpetrated at point of sale devices and reportedly resulting in the thefts of sensitive financial data of tens of millions of individuals. These intrusions affected cards issued and deposit accounts maintained by many banks, including the Bank. Although our systems were not breached in these intrusions, these events can cause us to take costly steps such as reissuing debit cards to avoid significant theft loss to the Bank and our customers. Other possible points of intrusion or disruption not within our control include Internet service providers, electronic mail portal providers, social media portals, distant-server (“cloud”) service providers, electronic data security providers, telecommunications companies, and smart phone manufacturers.

Our business is technology dependent, and an inability to invest in technological improvements may adversely affect our financial condition and results of operations.

The financial services industry is undergoing rapid technological changes with frequent introductions of new technology-driven products and services, which may require substantial capital expenditures to modify or adapt existing products and services and deliver new products and services and expose us to additional risks, including cyber-security risks. In addition to better customer service, the effective use of technology increases efficiency and results in reduced costs. Our future success will depend in part upon our ability to use technology to provide products and services that provide convenience to customers and to create additional efficiencies in operations. Many competitors have substantially greater resources to invest in technological improvements. We cannot make assurances that technological improvements will increase operational efficiency or that we will be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers. The ability to keep pace with technological change is important, and the failure to do so on our part could have a material adverse impact on our business and therefore on our financial condition and results of operations.

Hurricanes, tropical storms and other adverse weather events could negatively affect our local economies or disrupt operations, which would have an adverse effect on our business or results of operations.

Currently, our lending and other businesses have a market presence in areas that may be susceptible to hurricanes, tropical storms and other adverse weather events. Such adverse weather events may disrupt our operations, result in damage to our properties and negatively affect the local economies in which we operate. Such adverse weather events could also result in a decline in loan originations, a decline in value or destruction of properties securing our loans and/or an increase in payment delinquencies, bankruptcies, foreclosures and loan losses that could result in a higher level of non-performing assets, charge-offs and provisions for loan losses. Our business results may be adversely affected by these and other negative effects of future hurricanes or tropical storms, or other adverse weather events, including flooding and wind damage.

Storms during 2018 in or near the Gulf Coast regions of Florida and Texas, which are often in the path of seasonal hurricanes, only minimally impacted our operations but we cannot predict whether or to what extent damage that may be caused by future natural disasters or manmade events will affect our operations or the economies in our current or future market areas. While we have established business continuity policies and procedures, the occurrence of a natural disaster, especially if any applicable insurance coverage is not adequate to enable our borrowers to recover from the effects of the event, could have a material adverse effect on our financial condition or results of operations. Many of our customers have incurred significantly higher property and casualty insurance premiums on their properties located in our markets, which may adversely affect real estate sales and values in those markets.

#### Competitive and Strategic Risks

We operate in a highly competitive industry and market areas.

We face substantial competition in all areas of our operations from a variety of different competitors, many of which are larger and have greater financial resources. Such competitors primarily include national, regional, and community banks within the markets in which we operate. Additionally, various out-of-state banks continue to enter the market area in which we currently operate. We also face competition from many other types of financial institutions, including, without limitation, savings and loans, credit unions, finance companies, brokerage firms, insurance companies, fintech or e-commerce companies, and other financial intermediaries that operate in our primary market

areas and elsewhere. At this time, major international banks do not materially compete with us in our markets, although they may do so in the future.

Many of our competitors have fewer regulatory constraints and may have lower cost structures. Some of these competitors may have a long history of operations in our markets, greater ties to local businesses and more expansive banking relationships, as well as better established depositor bases. Additionally, due to their size, many competitors with greater resources or more advanced technology may be able to achieve economies of scale and, as a result, may be capable of maintaining numerous and more convenient banking locations and offering a broader range of products and services, as well as better pricing for those products and services.

While we believe we are competitive in our markets, our ability to continue to compete successfully depends on a number of factors, including, among other things:

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our ability to build and maintain long-term customer relationships while ensuring high ethical standards and safe and sound banking practices;

the scope, relevance and pricing of products and services that we offer;

customer satisfaction with our products and services;

industry and general economic trends; and

our ability to keep pace with technological advances and to invest in new technology.

Although we compete by concentrating our marketing efforts in our primary markets with local advertisements, personal contacts and greater flexibility and responsiveness in working with our local customers, we can give no assurance that this strategy will be successful.

Furthermore, fintech developments, such as blockchain and other distributed ledger technologies, have the potential to disrupt the financial services industry and change the way banks do business. The financial services industry could become even more competitive as a result of legislative, regulatory and technological changes and continued consolidation. Increased competition could require us to increase the rates that we pay on deposits or lower the rates that we offer on loans, which could reduce our profitability. A weakening in our competitive position could adversely affect our growth and profitability, which, in turn, could have a material adverse effect on our financial condition and results of operations.

The building of market share through our branching strategy could cause our expenses to increase faster than revenues.

We intend to continue to build market share through our branching strategy. There are considerable costs involved in opening new branches. New branches also generally require a period of time to generate sufficient revenues to offset their costs, especially in areas in which we do not have an established presence. Accordingly, any new branch can be expected to negatively impact our earnings for some period of time until the branch reaches certain economies of scale. Our expenses could be further increased if we encounter delays in the opening of new branches. Finally, we have no assurance that new branches will be successful, even after they have been established.

New lines of business or new products and services may subject us to additional risks.

As part of our strategic plan of steady, consistent growth, we continuously evaluate our service offerings and may enter into new lines of business or begin offering new products or services to our customers within existing lines of business in the future. There are risks and uncertainties associated with expansion into a new line of business, as well as any other new material product or service we may decide to offer in the future. In developing and marketing new lines of business and/or new products and services, we may invest significant time and resources to assess the risks of the initiative and build internal controls, policies and procedures to mitigate those risks, including hiring experienced management to oversee the implementation of the initiative. Initial timetables for the introduction and development of new lines of business and/or new products or services may not be achieved and profitability targets may not prove feasible. External factors, such as compliance with regulations, competitive alternatives and shifting market preferences, may also impact the successful implementation of new lines of business. Furthermore, any new lines of business and/or new products or services could require the establishment of new key and other controls and have a significant impact on our existing system of internal controls. If we do not successfully manage these risks in the development and implementation of these new lines of business and/or new products and services that we may decide to engage in, such failure could have a material adverse effect on our business, financial condition and results of operations.

We are subject to risks related to our acquisitions.

Our past and future acquisitions of other banks, businesses, or branches involve various risks, including the following:

- potential exposure to unknown or contingent liabilities of the target company;
- exposure to potential asset quality issues of the target company;
- difficulty and expense of integrating the operations and personnel of the target company;
- potential disruption to our business;
- potential diversion of management's time and attention;
- the possible loss of key employees and customers of the target company;
- difficulty in estimating the value of the target company; and

potential changes in banking or tax laws or regulations that may affect the target company.

The ultimate success of our past acquisitions, and any transactions in which we may participate in the future, will depend on a number of factors, including our ability to:

- fully integrate the branches acquired into our operations;

- limit the outflow of deposits held by our new customers in the acquired branches and to retain and manage interest-earning assets and relationships acquired;

- generate new interest-earning assets in the geographic areas previously served by the acquired branches;

- effectively compete in new markets in which we did not previously have a presence;
- control the incremental noninterest expense from the acquired branches in a manner that enables us to maintain a favorable overall efficiency ratio;
- retain and attract the appropriate personnel to staff the acquired branches;
- earn acceptable levels of interest and noninterest income, including fee income, from the acquired branches; and
- reasonably estimate cash flows for acquired loans to mitigate exposure greater than estimated losses at the acquisition date.

Future acquisitions are subject to approval by a variety of federal and state regulatory agencies. The process for obtaining these required regulatory approvals has become substantially more difficult in recent years. Regulatory approvals could be delayed, impeded, restrictively conditioned or denied due to existing or new regulatory issues we have, or may have, with regulatory agencies, including, without limitation, issues related to anti-money laundering/Bank Secrecy Act compliance, fair lending laws, fair housing laws, consumer protection laws, unfair, deceptive, or abusive acts or practices regulations, Community Reinvestment Act issues, and other similar laws and regulations. We may fail to pursue, evaluate or complete strategic and competitively significant acquisition opportunities as a result of our inability, or perceived or anticipated inability, to obtain regulatory approvals in a timely manner, under reasonable conditions or at all. Difficulties associated with potential acquisitions that may result from these factors could have a material adverse effect on our business, and, in turn, our financial condition and results of operations.

As with any acquisition involving a financial institution, there may be higher than average levels of service disruptions that would cause inconveniences to our new customers or potentially increase the effectiveness of competing financial institutions in attracting our customers. Integration efforts will also likely divert management's attention and resources. We may be unable to integrate acquired branches successfully, and the integration process could result in the loss of key employees, the disruption of ongoing business or inconsistencies in standards, controls, procedures and policies that adversely affect our ability to maintain relationships with clients, customers, depositors and employees or to achieve the anticipated benefits of the acquisitions. We may also encounter unexpected difficulties or costs during the integration that could adversely affect our earnings and financial condition, perhaps materially. Additionally, we may be unable to achieve results in the future similar to those achieved by our existing banking business, to compete effectively in the market areas previously served by the acquired branches or to manage effectively any growth following the acquisitions.

We may not be able to attract and retain skilled people.

Our success depends, in large part, on our ability to attract and retain competent, experienced people. Our strategic goals in particular require that we be able to attract qualified and experienced commercial bankers, mortgage lenders and SBA lenders in our existing markets as well as those markets in which we may want to expand who share our relationship banking philosophy and have those customer relationships that will allow us to successfully expand. We also need to attract and retain qualified and experienced technology, risk and back-office personnel to operate our business. Competition for the best people in most activities that we engage in can be intense and we may not be able to identify, hire and retain talented employees.

We have also focused our strategic attention on retaining our existing employees and our corporate culture including enhancements to our training programs and offering employee advancement opportunities. Our failure to maintain our culture and offer competitive compensation packages to successfully compete for qualified and experienced employees may have an adverse effect on our ability to meet our financial goals and thus adversely affect our future results of operations. The unexpected loss of services of one or more of our key personnel could have a material adverse impact on our business because of their skills, customer relationships, knowledge of our market, years of industry experience, and the difficulty of promptly finding qualified replacement personnel.

#### Reputational Risk

Negative public opinion could damage our reputation and adversely impact our business and revenues.

The risk to our business, earnings and capital from negative public opinion regarding our reputation, our competitors, and the financial institutions industry in general, is inherent in our business. Our reputation is affected principally by our business practices and how those practices are perceived and understood by others. Negative public opinion of our



practices, the practices of our competitors or our industry as a whole may adversely affect our ability to keep and attract customers and employees and may expose us to litigation and regulatory action that could change or constrain our business or operations. Damage to our reputation could hinder our ability to access the capital markets or otherwise impact our liquidity or the market value of our stock, hinder our ability to attract new customers and retain existing ones, and undermine our ability to attract and retain talented employees, among other things.

Negative public opinion may result from our actual or alleged conduct in any number of activities, including lending practices, the failure of a product or service to meet our customers' expectations or applicable regulatory requirements, corporate governance and acquisitions, or from actions taken by government regulators and community organizations in response to those activities. Actual or alleged conduct by one or more of our business lines may result in negative public opinion about our business lines. In addition, negative public opinion of third parties with whom we have important relationships may adversely impact our

reputation.

Although we take steps to minimize reputation risk in dealing with our customers and communities, including senior management oversight of processes for reputation risk monitoring, assessment and management, this risk will always be present given the nature of our business.

#### Stock Ownership Risks

Our common stock trading volume is less than that of other larger financial services companies.

Although our common stock is listed for trading on the NASDAQ Global Select Market and included in the S&P SmallCap 600, the trading volume in our common stock has historically been less than that of larger financial services companies. A public trading market having the desired characteristics of depth, liquidity, and orderliness depends on the presence in the marketplace of willing buyers and sellers of our common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. Given the lower trading volume of our common stock, significant sales of our common stock, or the expectation of these sales, could cause our stock price to fall.

There are substantial regulatory limitations on changes of control of bank holding companies.

With certain limited exceptions, federal regulations prohibit a person or company or a group of persons deemed to be “acting in concert” from, directly or indirectly, acquiring more than 10% (5% if the acquirer is a bank holding company) of any class of our voting stock or obtaining the ability to control in any manner or election of a majority of our directors or otherwise direct the management or policies of our company without prior notice or application to and the approval of the Federal Reserve. Accordingly, prospective investors need to be aware of and comply with these requirements, if applicable, in connection with any purchase of our common stock.

Provisions in our Bylaws may make it more difficult for another party to obtain control.

Our bylaws elect for the provisions of Article 11A of the Georgia Business Corporation Code (the “Business Combination Statute”) to apply to the Company. Our bylaws could make it more difficult for a third party to acquire control of us or could have the effect of discouraging a third party from attempting to acquire control of us. These provisions could make it more difficult for a third party to acquire us even if an acquisition might be at a price attractive to some of our shareholders.

Issuing additional shares of our common stock to acquire other banks, bank holding companies, financial holding companies and/or insurance agencies may result in dilution for existing shareholders and may adversely affect the market price of our stock.

In connection with our growth strategy, we may issue, in the future, shares of our common stock to acquire additional banks, bank holding companies, financial holding companies, insurance agencies and/or other businesses related to the financial services industry that may complement our organizational structure. Resales of substantial amounts of common stock in the public market and the potential of such sales could adversely affect the prevailing market price of our common stock and impair our ability to raise additional capital through the sale of equity securities. We may be required to pay an acquisition premium above the fair market value of acquired assets for the acquisition of banks, bank holding companies, financial holding companies and insurance agencies. Paying this acquisition premium, in addition to the dilutive effect of issuing additional shares, may also adversely affect the prevailing market price of our common stock.

Our ability to declare and pay dividends is limited.

There can be no assurance of whether or when we may pay dividends in the future. Future dividends, if any, will be declared and paid at the discretion of our board of directors and will depend on a number of factors. Our recent dividends have partially been paid out of excess cash at the holding company. Other principal source of funds used by us to pay cash dividends has been dividends received from the Bank. The Bank’s asset quality, earnings performance, liquidity and capital requirements will be taken into account in addition to our liquidity and capital requirements. Federal and state banking laws and regulations and state corporate laws restrict the amount of dividends Fidelity or the Bank may declare and pay. For example, under the regulations of the GDBF, dividends may not be declared out of the retained earnings of a state bank without first obtaining the written permission of the GDBF, unless such bank is below certain classified assets and dividend payout ratios, and has capital that exceeds certain equity ratios.

The payment of dividends by Fidelity and the Bank may also be affected or limited by other factors, such as the requirement to maintain adequate capital above regulatory guidelines. In addition, if, in the opinion of the applicable

regulatory authority, a bank under its jurisdiction is engaged in or is about to engage in an unsafe or unsound practice (which, depending upon the financial condition of the bank, could include the payment of dividends), such authority may require, after notice and hearing, that such bank cease and desist from such practice. The FDIC has issued a policy statement providing that insured banks should generally only pay dividends out of current operating earnings. In addition to the formal statutes and regulations, regulatory authorities consider the adequacy of the Bank's total capital in relation to its assets, deposits and other such items. Capital adequacy considerations could further limit the availability of dividends to the Bank.

The price of our common stock may fluctuate significantly, which may make it difficult for our shareholders to resell shares of our common stock at desired times or attractive prices.

Our stock price may fluctuate significantly as a result of a variety of factors including factors affecting the financial services industry as a whole, many of which are beyond our control, including, among other things:

- news reports relating to trends, concerns and other issues in the financial services industry;
- actual or anticipated variations in quarterly results of operations;
- recommendations by securities analysts;
- operating and stock price performance of other companies that investors deem comparable to us;
- perceptions in the marketplace regarding us, our competitors and/or the industry as a whole;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving us or our competitors;
- changes in government laws and regulation; and
- geopolitical conditions such as acts or threats of terrorism or military conflicts.

The market for our common stock historically has experienced and may continue to experience significant price and volume fluctuations similar to those experienced by the broader stock market in recent years. Generally, the fluctuations experienced by the broader stock market have affected the market prices of securities issued by many companies for reasons unrelated to their operating performance and may adversely affect the price of our common stock.

Industry factors, and general economic and political conditions and events, such as economic slowdowns or recessions, interest rate changes or credit loss trends, could also cause our stock price to decrease, regardless of operating results. In addition, our announcements of our quarterly or annual financial results, changes in general conditions in the economy or the financial markets and other developments affecting us, our affiliates or our competitors could cause the market price of our common stock to fluctuate substantially. We expect that the market price of our common stock will continue to fluctuate and there can be no assurances about the levels of market prices for our common stock or that it will trade at prices at or above the price offered hereby.

Acquisitions may disrupt our business and dilute shareholder value.

From time to time, we evaluate merger and acquisition opportunities and conduct due diligence activities related to possible transactions with other financial institutions. There is no assurance that any additional acquisitions will occur in the future.

If we were to pay for future acquisitions with shares of our common stock, some dilution of our tangible book value and net income per common share may occur since acquisitions may involve the payment of a premium over book and market values. Furthermore, failure to realize the expected benefits of an acquisition, such as anticipated revenue increases, cost savings, or increased geographic or product presence, could have a material adverse effect on our financial condition and results of operations.

Securities that we issue, including our common stock, are not FDIC insured.

Securities that we issue, including our common stock, are not savings or deposit accounts or other obligations of any bank and are not insured by the FDIC or any other governmental agency or instrumentality or any private insurer and are subject to investment risk, including the possible loss of your investment.

We may issue debt or equity securities or securities convertible into equity securities, any of which may be senior to our common stock as to distributions and in liquidation, which could negatively affect the value of our common stock. In the future, we may attempt to increase our capital resources by entering into debt or debt-like financing that is unsecured or secured by all or up to all of our assets, or by issuing additional debt or equity securities, which could include issuances of secured or unsecured commercial paper, medium-term notes, senior notes, subordinated notes, preferred stock or securities convertible into or exchangeable for equity securities. In the event of our liquidation, our lenders and holders of our debt and preferred securities would receive a distribution of our available assets before distributions to the holders of our common stock. Because any decision to incur debt or issue securities in our future offerings will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings and debt financings. Further, market conditions could require us to accept less favorable terms for the issuance of our securities in the future.

Item 1B. Unresolved Staff Comments

None

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Item 2. Properties

We deliver our products and services through a network of retail branches and loan production offices located in the Southern United States. At December 31, 2018, we owned 59 and leased 10 retail bank branches and we leased 33 mortgage loan production offices and had 4 loan production offices within owned branch locations.

We deliver administrative support functions through our executive offices located at 3490 Piedmont Road, Atlanta, Georgia and our corporate operations center which is located at 3 Corporate Square, Atlanta, Georgia, both of which are leased.

We generally consider the properties owned and leased throughout our footprint to be suitable and adequate to operate our business. We are continuing to modernize, expand, acquire and, when necessary, replace facilities to support our strategic plan of steady, planned long-term growth.

Item 3. Legal Proceedings

We are a party to claims and lawsuits arising in the course of our normal business activities. Although the ultimate outcome of all claims and lawsuits outstanding as of December 31, 2018 cannot be ascertained at this time, it is the opinion of management that these matters, when resolved, will not have a material adverse effect on our results of operations, cash flows, or financial condition.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

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

Our common stock trades on the NASDAQ Global Select Market under the symbol “LION.” As of February 28, 2019, there were approximately 1,350 shareholders of record as reported by our transfer agent, Computershare. In addition, shares of our common stock were held by approximately 3,300 beneficial owners, including brokers, dealers, and their nominees.

A cash dividend of \$0.12 per share was declared by our Board of Directors on January 18, 2019, and paid on February 14, 2019, to holders of record as of February 4, 2019.

The Board of Directors reviews whether to declare and pay dividends on a quarterly basis, in light of current regulatory limitations, earnings, capital requirements, and forecasts of future earnings.

See Note 3 to the Consolidated Financial Statements in Item 8 for further discussion of the restrictions on our ability to pay dividends.

Issuer Purchases of Equity Securities

The following table presents information relating to our repurchase of shares of common stock in the fourth quarter of 2018:

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) That May Yet Be Purchased Under the Plans or Programs
October 2018	—	—	—	\$ 10,000,000
November 2018	—	—	—	10,000,000
December 2018	101,931	\$ 25.38	—	10,000,000
Total	101,391	\$ 25.38	—	\$ 10,000,000

\*These shares were repurchased under arrangements, authorized by the 2006 Equity Incentive Plan, whereby officers or directors may sell previously owned shares to the Company in order to pay for income taxes owed on vesting shares of restricted stock. These shares were not purchased under the plan to repurchase 10,000,000 shares announced in April 2014.

The repurchase plan announced April 3, 2014, authorizing the repurchase of up to \$10.0 million of our outstanding common stock, has no expiration date for the authorized share repurchases under such plan.

Sale of Unregistered Securities

We have not sold any unregistered securities during the period, covered by this report.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table presents information as of December 31, 2018, with respect to shares of our common stock that may be issued under our equity compensation plans. Our equity compensation plans consist of the stock options, restricted stock grants, and other awards as defined in the 2006 Equity Incentive Plan, as amended and the 401(k) tax qualified savings plan.

Plan Category	(a) Number of Securities to be Issued upon Exercise of Outstanding	(b) Weighted Average Exercise Price of Outstanding Options	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
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	Options		(excluding securities reflected in column (a))
Equity Compensation Plans Approved by Shareholders <sup>(1)</sup>	915,327	\$ 20.91	1,224,332
Equity Compensation Plans Not Approved by Shareholders <sup>(2)</sup>	—	—	—
Total	915,327	\$ 20.91	1,224,332

<sup>(1)</sup> 2006 Equity Incentive Plan, as amended

<sup>(2)</sup> Excludes shares issued under the 401(k) Plan



Shareholder Return Performance Graph

The following graph compares the percentage change in the cumulative total five-year shareholder return on our common stock (traded on the NASDAQ Global Select Market under the symbol “LION”) with the cumulative total five-year return on the NASDAQ Composite Index, and the SNL Bank NASDAQ Index:

Fidelity Southern Corporation

The graph assumes that the value invested in our common stock and in each of the two indices was \$100.00 on December 31, 2013, and all dividends were reinvested during the periods presented.

Index	Period Ended December 31,					
	2013	2014	2015	2016	2017	2018
Fidelity Southern Corporation	\$100.00	\$99.44	\$140.69	\$153.63	\$144.58	\$176.11
NASDAQ Composite Index	100.00	114.75	122.74	133.62	173.22	168.30
SNL Bank NASDAQ Index	100.00	103.57	111.80	155.02	163.20	137.56

## Item 6. Selected Financial Data

The following table contains selected consolidated financial data. This information should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” included in Item 7 of this Annual Report on Form 10-K and the Consolidated Financial Statements and Notes included in Item 8 of this Annual Report on Form 10-K.

(\$ in thousands, except per share data)	As of or for the year ended December 31,					
	2018	2017	2016	2015	2014	
<b>INCOME STATEMENT DATA:</b>						
Interest income	\$ 181,445	\$ 157,978	\$ 149,283	\$ 116,642	\$ 101,667	
Interest expense	31,900	22,730	20,448	15,804	11,226	
Net interest income	149,545	135,248	128,835	100,838	90,441	
Provision for loan losses	5,521	4,275	8,231	4,351	531	
Noninterest income	138,851	134,952	141,325	127,888	95,320	
Securities gains (losses), net	—	—	578	(329)	—	
Noninterest expense	225,292	210,870	201,020	162,946	138,754	
Net income before income taxes	57,583	55,055	60,909	61,429	46,476	
Income tax expense	13,760	15,259	22,143	22,294	16,440	
Net income	43,823	39,796	38,766	39,135	30,036	
<b>PERFORMANCE:</b>						
Earnings per common share - basic	\$ 1.61	\$ 1.50	\$ 1.52	\$ 1.77	\$ 1.41	
Earnings per common share - diluted	1.61	1.49	1.50	1.64	1.28	
Total revenues	288,396	270,200	270,160	228,726	185,761	
Book value per common share	16.36	14.86	13.78	13.03	12.40	
Tangible book value per common share <sup>(1)</sup>	15.95	14.41	13.26	12.66	12.22	
Cash dividends paid per common share	0.48	0.48	0.48	0.39	0.30	
Dividend payout ratio	29.81	% 32.00	% 31.58	% 22.03	% 21.28	%
Return on average assets	0.92	% 0.89	% 0.92	% 1.16	% 1.11	%
Return on average shareholders’ equity	10.43	% 10.51	% 11.61	% 13.85	% 12.07	%
Equity to assets ratio	9.43	% 8.78	% 8.26	% 7.83	% 8.59	%
Net interest margin	3.38	% 3.26	% 3.32	% 3.24	% 3.62	%
<b>END OF PERIOD BALANCE SHEET SUMMARY:</b>						
Total assets	\$ 4,733,796	\$ 4,576,858	\$ 4,389,685	\$ 3,849,063	\$ 3,085,135	
Earning assets	4,381,616	4,242,218	4,059,414	3,558,669	2,847,971	
Loans, excluding loans held-for-sale	3,685,478	3,580,966	3,302,264	2,896,948	2,253,306	
Total loans	3,924,780	3,938,721	3,767,592	3,294,782	2,622,241	
Total deposits	3,981,578	3,867,200	3,630,594	3,179,511	2,458,022	
Shareholders’ equity	446,241	401,632	362,647	301,459	264,951	
Assets serviced for others	10,283,727	10,242,742	9,207,070	8,033,478	6,562,506	
<b>ASSET QUALITY RATIOS:</b>						
Net charge-offs to average loans	0.11	% 0.12	% 0.13	% 0.12	% 0.33	%
Allowance to period-end loans	0.85	% 0.83	% 0.90	% 0.91	% 1.13	%
Adjusted allowance to adjusted period end-loans (non-GAAP) <sup>(1)</sup>	1.12	% 1.16	% 1.38	% 1.40	% 1.89	%
Nonperforming assets to loans, ORE and repossessions	1.93	% 1.76	% 1.77	% 1.74	% 2.74	%
Adjusted nonperforming assets to loans, ORE and repossessions (Non-GAAP) <sup>(1)</sup>	0.92	% 1.06	% 1.33	% 1.50	% 2.54	%
	0.44x	0.47x	0.51x	0.52x	0.41x	

Allowance to nonperforming loans, ORE  
and repossessions

## SELECTED RATIOS:

Loans to total deposits	92.56	% 92.60	% 90.96	% 91.11	% 91.67	%
Average total loans to average earning assets	92.02	% 90.20	% 92.64	% 92.84	% 91.00	%
Noninterest income to total revenue	48.15	% 49.95	% 52.31	% 55.91	% 51.31	%
Leverage ratio	9.18	% 8.85	% 8.58	% 8.80	% 10.40	%
Common equity tier 1 capital	9.54	% 8.86	% 8.35	% 8.20	% N/A	
Tier 1 risk-based capital	10.64	% 10.00	% 9.46	% 9.50	% 11.07	%
Total risk-based capital	13.24	% 12.65	% 12.11	% 12.40	% 12.01	%

## LOAN PRODUCTION AND SALES

## VOLUME:

Mortgage loan production	\$2,896,550	\$2,776,010	\$2,970,770	\$2,672,920	\$1,933,761
Total mortgage loan sales	2,753,779	2,588,842	2,815,480	2,483,186	1,786,741
Indirect automobile production	623,443	1,167,373	1,375,795	1,455,370	1,535,869
Indirect automobile sales	133,889	431,227	510,534	651,419	679,900

<sup>(1)</sup> Non-GAAP Financial Measure. See "Reconciliation of non-GAAP Financial Measures" in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this report for a reconciliation of this non-GAAP measure to the most directly comparable GAAP measure.

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

The following management discussion and analysis addresses important factors affecting our results of operations and financial condition as of and for the periods indicated. The consolidated financial statements and accompanying notes should be read in conjunction with this review.

Overview

Since our inception in 1973, we have pursued managed profitable growth through providing quality financial services. Our overall focus is on building shareholder value. Our mission is to continue growth, improve earnings and increase shareholder value; to treat customers, employees, community and shareholders according to the "Golden Rule"; and to operate within a culture of strong internal controls.

Our franchise primarily spans the metropolitan Atlanta, Jacksonville, Orlando, Tallahassee and Sarasota-Bradenton, Florida markets. We provide banking services and Wealth Management services and credit-related insurance products through branches in Georgia and Florida, and an insurance office in Atlanta, Georgia. Indirect auto loans are provided in Georgia and Florida and mortgage loans are provided throughout the South, while SBA loans are originated nationwide.

We have continued to focus on organic growth and building meaningful presence and relationships in Georgia and northern, eastern and central Florida. We believe our retail branch network positions us to generate new customers and business opportunities.

Wealth Management began operations in July 2014 when we began offering trust services. We expanded our services and team in 2017 with the addition of client advisors. The Wealth Management division provides trust administration, investment management, financial and estate planning, specialized lending and banking for affluent and high net worth individuals.

Our lending activities are significantly influenced by the local economic environments in the markets we serve. We have grown our consumer installment, mortgage, construction and commercial loan portfolios organically and through acquisitions as the economy continues to improve. Our loan portfolio is well diversified among consumer, business, and real estate lending. The credit quality of the loans we have originated continues to be strong.

Financial Performance

We recorded net income of \$43.8 million in 2018 compared to \$39.8 million in 2017, an increase of \$4.0 million, or 10.1%. Both net income per basic and diluted common share were \$1.61 for 2018, and \$1.50 and \$1.49, respectively, for 2017. An increase of \$14.3 million, or 10.6%, in net interest income, an increase in noninterest income of \$3.9 million or 2.9% and a decrease in income tax expense of \$1.5 million or 9.8%, were partially offset by an increase of \$14.4 million, or 6.8%, in noninterest expense and an increase of \$1.2 million or 29.1% in the provision for loan losses.

Income tax expense was \$1.5 million, or 9.8%, lower in 2018 than in 2017, as a result of the rate change following the enactment on December 22, 2017 of the Tax Cuts and Jobs Act of 2017, which reduced the federal corporate income tax rate from 35 percent to 21 percent as of the beginning of the tax year 2018.

We derive approximately 48% of our revenues from noninterest income sources such as service charges on loan and deposit accounts, fees from other products and services and income from mortgage banking, indirect automobile lending, and SBA lending activities. The majority of the noninterest income earned from these sources is generated from gains on sales of loans including recognition of loan servicing revenue as the majority of loans are sold. The retained servicing obligation generates servicing revenue over the life of the loans sold. The revenue generated from gains on sales of loans and related servicing is partially offset by amortization and possible impairment of the related servicing rights. Servicing rights are amortized in proportion to the estimated future servicing income on the underlying loans sold. Impairment on servicing rights is recorded based on changes in the estimated and actual prepayment speeds and default rates and losses on the underlying loans sold.

A portion of our profitability, as with most financial institutions, is dependent upon net interest income, which is the difference between the interest we receive on interest-earning assets, such as loans and securities, and the interest we pay on interest-bearing liabilities, principally deposits and borrowings. Our net interest margin is affected by prevailing interest rates, nonperforming assets and competition among financial institutions for loans and deposits.

We continue to attract new customer relationships, and talented and experienced bankers to support our growth. We are also continuing to focus on asset quality, revenue growth, deposit growth and quality loan growth at a well-maintained capital level.

### Critical Accounting Policies

Our accounting and reporting policies are in accordance with U.S. generally accepted accounting principles and conform to general practices within the financial services industry. Our financial position and results of operations are affected by management's application of accounting policies, including estimates, assumptions, and judgments made to arrive at the carrying value of assets and liabilities and amounts reported for revenues, expenses, and related disclosures. Different assumptions in the application of these policies, or conditions significantly different from certain assumptions, could result in material changes in our consolidated financial position or consolidated results of operations. Our accounting policies are fundamental to understanding our consolidated financial position and consolidated results of operations. Our significant accounting policies are discussed in detail in Note 1 in the "Notes to Consolidated Financial Statements." Significant accounting policies have been periodically discussed and reviewed with and approved by the Audit Committee of the Board of Directors and the Board of Directors.

The following is a summary of our critical accounting policies that are highly dependent on management's estimates, assumptions, and judgments.

#### Allowance for Loan Losses

The allowance for loan losses is established and maintained through provisions charged to operations. Such provisions are based on management's evaluation of the loan portfolio, including loan portfolio concentrations, current economic conditions, past loan loss experience, adequacy of underlying collateral, and such other factors which, in management's judgment, deserve consideration in estimating loan losses. Loans are charged off when, in the opinion of management, such loans are deemed to be uncollectable. Subsequent recoveries are added to the allowance.

A formal review of the allowance for loan losses is prepared quarterly to assess the probable credit risk inherent in the loan portfolio and to determine the adequacy of the allowance for loan losses. For purposes of management's review, the loan portfolio is separated by loan type. The level of allowance required for each loan type is determined based upon historical charge-off experience and current internal and external qualitative factors. Acquired purchased credit-impaired ("PCI") loans are evaluated for impairment each quarter and if a pool is impaired, an allowance for loan loss is recorded.

In addition to homogeneous pools of loans, every commercial, commercial real estate, SBA, and construction loan is assigned a risk rating using established credit policy guidelines. All nonperforming commercial, commercial real estate, SBA, and construction loans and loans deemed to have greater than normal risk characteristics are reviewed monthly by our Credit Review Department to determine the level of additional allowance for loan losses, if any, required to be specifically assigned to these loans.

#### Acquisition Accounting

We have accounted for our acquisitions as business combinations. As such, the purchase price is allocated to the fair value of the assets acquired and liabilities assumed as of the acquisition date. Generally accepted accounting principles require the use of fair values in determining the carrying values of assets and liabilities acquired in a business combination, as well as for specific disclosures. The calculation of fair value of loans and foreclosed property acquired in a business combination requires greater levels of management estimates and judgment than for the remainder of acquired assets or assumed liabilities.

Determining the fair value of assets and liabilities, particularly illiquid assets and liabilities, is a complicated process involving significant judgment regarding estimates and assumptions used to calculate estimated fair value.

Information regarding our loan discount and core deposit intangible asset may be adjusted as we refine our estimates. Purchase price allocations on completed acquisitions may be modified through the measurement date which cannot exceed one year from the acquisition date. If we recognize adjustments to provisional amounts that are identified during the measurement period, the amounts will be reported in the period in which the adjustment amounts are determined. Fair value adjustments based on updated estimates could materially affect the goodwill, if any, recorded on the acquisition.

We segregate loans acquired between loans for which there was a discount related, in part, to credit and loans for which there was not a material discount attributable to credit. Subsequent to the acquisition date, decreases in expected cash flows compared to initial estimates on the loans for which there was a credit discount are recognized as impairment through the provision for loan losses. Probable and significant increases in cash flows (in a loan pool where an allowance for loan losses on acquired loans was previously recorded) reduces the remaining allowance for

loan losses on acquired loans before recalculating the amount of accretable yield percentage to be used going forward for the loan pool.

We account for the discount on loans which do not have a discount materially attributable to credit or revolving type loans by accreting the discount on each individual loan over time using a level yield approach based on the contractual cash flows for term loans or on a straight-line basis for revolving loans. The methodology also considers the remaining fair value discounts recognized upon acquisition associated with purchased non-impaired loans in estimating a general allowance and also includes establishing an ALL for purchased credit-impaired loans that have deteriorated in credit quality since acquisition.

The credit risks inherent and evidenced in our acquisitions have resulted in a portion of the loans purchased in those transactions having a credit discount. On the date of acquisition, when the loans had evidence of credit deterioration since their origination and we believed it was probable that we would not collect all contractually required principal and interest payments, we refer to the difference between contractually required payments and the cash flows expected to be collected as the non-accretable

discount. We estimate expected cash flows at each future reporting date. Subsequent decreases to the expected cash flows generally result in a provision for loan losses, net of any amounts due from the FDIC under the applicable loss share agreement. Subsequent increases in cash flows result in a reversal of the provision for loan losses to the extent of prior charges and adjusted accretable discount, which has a positive effect on interest income. We have recorded acquired loans at fair value, exclusive of any amounts due from the FDIC under applicable loss share agreements. Because we record acquired loans at fair value, we recorded no allowance for loan losses related to the acquired loans on the acquisition date, given that the fair value of the loans acquired incorporates assumptions regarding credit risk. The fair value estimates associated with the acquired loans include estimates related to expected prepayments and the amount and timing of expected principal, interest and other cash flows.

#### Other Real Estate (“ORE”)

ORE, consisting of properties obtained through acquisition, foreclosure or through a deed in lieu of foreclosure in satisfaction of loans, is initially reported at fair value, determined on the basis of current appraisals, comparable sales, and other estimates of value obtained principally from independent sources, adjusted for estimated selling costs. Management also considers other factors, including changed economic conditions since the last appraisal, changes in absorption rates, stale appraisals or imprecision and subjectivity of the appraisal process, length of time the property has been on the market and anticipated sales values, which have resulted in adjustments to the collateral value estimates indicated in certain appraisals.

Significant judgments and complex estimates are required in estimating the fair value of ORE. As a result of the significant judgments required in estimating fair value and the variables involved in different methods of disposition, the net proceeds realized from sales transactions could differ significantly from appraisals, comparable sales, and other estimates used to determine the fair value of ORE. The period of time within which such estimates can be considered current may be significantly shortened during periods of market volatility.

At the time of acquisition, foreclosure or initial possession of collateral, any excess of the loan balance over the fair value of the real estate held as collateral is treated as a charge against the allowance for loan losses. After the transfer to ORE, the fair value, less estimated selling costs, becomes the new cost basis for the ORE. Subsequent declines in the fair value of ORE, below the new cost basis are recognized by a charge to income.

Management reviews the value of ORE on at least a quarterly basis and adjusts the values as appropriate. Generally, a new appraisal is received annually on each ORE property. Any subsequent adjustments to reflect changes in fair value and selling costs are recorded as a component of other noninterest expense or a reduction of any existing valuation allowance on a property by property basis, but not below zero. In response to market conditions and other economic factors, management may utilize liquidation sales as part of its problem asset disposition strategy.

Revenue from ORE operations as well as gains or losses on sales is recorded as a component of noninterest income.

Expenses from ORE operations are recorded as a component of noninterest expense.

#### Valuation of Goodwill, Intangible Assets, and Other Purchase Accounting Adjustments

We account for our acquisitions as business combinations, which require the use of the acquisition method of accounting. Under this method, we are required to record the assets acquired, including identified intangible assets, and liabilities assumed, at their respective fair values, which in many instances involves estimates based on third party valuations, such as appraisals, or internal valuations based on discounted cash flow analysis or other valuation techniques. The determination of the useful lives of intangible assets is subjective, as is the appropriate amortization method for such intangible assets.

The acquisition of AEB in March 2016 resulted in the recording of \$5.2 million in goodwill. We review the carrying value of our goodwill annually at the beginning of the fourth quarter of each fiscal year, or more often if events or changes in circumstances indicate that the carrying amount may exceed fair value. Goodwill and other indefinite lived intangible assets are tested for impairment at least annually at the reporting unit level or between annual test dates if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value.

For our annual goodwill impairment evaluation, management bypassed the qualitative assessment for each respective reporting unit and performed Step 1 of the goodwill impairment test. Step 1 of the goodwill impairment test requires us to compare the fair value of our reporting unit with its carrying amount, including goodwill. Accordingly, we determined the fair value of our reporting unit and compared the fair value to the reporting unit’s carrying amount. We



determined that our reporting unit's fair value exceeded its carrying amount; therefore, we concluded our goodwill was not impaired. No events have occurred since the last annual goodwill impairment assessment that would necessitate an interim goodwill impairment assessment. For additional information on goodwill, see Note 2: Business Combinations, to the consolidated financial statements.

#### Capitalized Servicing Assets and Liabilities

We sell indirect automobile loan pools, residential mortgages and SBA loans with servicing retained. When the contractual servicing fees on loans sold with servicing retained are expected to be more than adequate compensation to a servicer for performing the servicing, a capitalized servicing asset is recognized. When the expected costs to a servicer for performing loan servicing are not expected to adequately compensate a servicer, a capitalized servicing liability is recognized. Servicing assets and servicing

liabilities are amortized over the expected lives of the serviced loans utilizing the interest method. Management makes certain estimates and assumptions related to costs to service varying types of loans and pools of loans, the projected lives of loans and pools of loans sold, and discount factors used in calculating the present values of servicing fees projected to be received.

No less frequently than quarterly, management reviews the status of all loans and pools of loans sold with related capitalized servicing assets to determine if there is any impairment to those assets due to such factors as earlier than estimated repayments or significant prepayments. Any impairment identified in these assets will result in reductions in their carrying values through a valuation allowance and a corresponding increase in operating expenses.

#### Income Taxes

We file a consolidated federal income tax return, as well as tax returns in several states. Under the liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are recovered or settled. The net deferred tax asset is reviewed at each reporting period to assess the probability of realization of benefits in future periods and whether valuation allowances are appropriate. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. As the Tax Cuts and Jobs Act was enacted on December 22, 2017, we remeasured our net deferred tax liability at December 31, 2017 to reflect the reduction in the federal corporate income tax rate from 35 percent to 21 percent from the beginning of the tax year 2018. A valuation allowance is recorded in situations where it is “more likely than not” that a deferred tax asset is not realizable. Management has reviewed all evidence, both positive and negative, and concluded that a valuation allowance against any deferred tax asset is not needed at December 31, 2018. The calculation of the income tax provision is complex and requires the use of judgments and estimates in its determination.

#### Fair Value

Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). A financial instrument’s level within the hierarchy is based on the lowest level of input that is significant to the fair value measurement.

The primary financial instruments we carry at fair value are investment securities, interest rate lock commitments on residential mortgage loans (“IRLCs”), derivative instruments, and residential mortgage loans held-for-sale. We also carry certain impaired loans, foreclosed assets and capitalized servicing rights on residential mortgage and SBA loans at fair value.

Investment securities classified as available-for-sale are reported at fair value utilizing Level 2 inputs. For these securities, we obtain fair value measurements from an independent third party pricing service. We have processes in place to evaluate such third party pricing services to ensure information obtained and valuation techniques are appropriate. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond’s terms and conditions, among other things. The investments in our portfolio are generally not quoted on an exchange but are actively traded in the secondary institutional markets.

We classify IRLCs on residential mortgage loans held for sale on a gross basis within other liabilities or other assets. The fair value of these commitments, while based on interest rates observable in the market, is highly dependent on the ultimate closing of the loans. These “pull-through” rates are based on both our historical data and the current interest rate environment and reflect our best estimate of the likelihood that a commitment will ultimately result in a closed loan. The loan servicing value is also included in the fair value of the IRLCs. Because these inputs are not transparent in market trades, we consider IRLCs to be Level 3 assets.

Derivative instruments are primarily transacted in the secondary mortgage and institutional dealer markets and priced with observable market assumptions at a mid-market valuation point, with appropriate valuation adjustments for liquidity and credit risk. For purposes of valuation adjustments to our derivative positions, we evaluate liquidity

premiums that may be demanded by market participants, as well as the credit risk of our counterparties and our own credit if applicable. To date, no material losses due to a counterparty's inability to pay any net uncollateralized position have occurred. Derivative instruments are considered to be Level 3.

The credit risk associated with the underlying cash flows of instruments carried at fair value was a consideration in estimating the fair value of certain financial instruments. Credit risk was considered in the valuation through a variety of inputs, as applicable, including, the actual default and loss severity of the collateral, and level of subordination. The assumptions used to estimate credit risk incorporated relevant information that a market participant would likely use in valuing an instrument. Because mortgage loans held-for-sale are sold within a few weeks of origination, they are unlikely to demonstrate any of the credit weaknesses discussed above and as a result, there have been no credit related adjustments to fair value.

The fair value of residential mortgage loans held-for-sale is based on what secondary markets are currently offering for portfolios with similar characteristics. The fair value measurements consider observable data that may include market trade pricing from brokers and investors and the mortgage-backed security markets. As such, we classify these loans as Level 2.

SBA and indirect loans held-for-sale are measured at the lower of cost or fair value. Fair value is based on recent trades for similar loan pools as well as offering prices for similar assets provided by buyers in the secondary market. If the cost of a loan is determined to be less than the fair value of similar loans, the impairment is recorded by the establishment of a reserve to reduce the value of the loan.

Impaired loans are evaluated and valued at the time the loan is identified as impaired, at the lower of cost or fair value less estimated selling costs. A loan is considered impaired if it is probable that we will be unable to collect all amounts contractually due according to the terms of the loan agreement. Measuring the impairment of loans using the present value of expected future cash flows, discounted at the loan's effective interest rate, is not considered a fair value measurement. For collateral-dependent loans, fair value is measured based on the value of the collateral securing these loans and is classified as a Level 3 in the fair value hierarchy. Collateral may include real estate or business assets, including equipment, inventory and accounts receivable. The value of real estate collateral is determined based on an appraisal by qualified licensed appraisers ordered by our internal appraisal department, which is independent of our lending function. If significant, the value of business equipment is based on an appraisal by qualified licensed appraisers ordered by our internal appraisal department; otherwise, the equipment's net book value on the business's financial statements is the basis for the value of business equipment. Inventory and accounts receivable collateral are valued based on independent field examiner review or aging reports. Appraised and reported values may be discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business. Impaired loans are evaluated on at least a quarterly basis for additional impairment and adjusted accordingly.

Foreclosed assets are adjusted to fair value less estimated selling costs upon transfer of the loans to ORE, which becomes the new carrying value of the ORE. Subsequently, foreclosed assets are carried at the lower of carrying value or fair value less estimated selling costs. Fair value is based upon independent market prices, appraised values of the collateral, sales agreements, or management's estimation of the value of the collateral using market data including recent sales activity for similar assets in the property's market. When the fair value of the collateral is based on an observable market price or a current appraised value, we record the foreclosed asset as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, we record the foreclosed asset as nonrecurring Level 3. Appraised and reported values may be discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the property. Management continues to evaluate the appropriateness of appraised values on at least an annual basis.

Servicing assets and servicing liabilities are initially recorded on our Consolidated Balance Sheets at fair value when loans are sold with servicing retained with the income statement effect recorded in gains on sales of loans. In evaluating servicing rights and estimating the fair value of the underlying loan pools based on the present value of net future cash flows, we use a number of assumptions and estimates including: prepayment speeds, discount rates commensurate with the risks involved, potential credit losses, and comparable assumptions used by market participants to value and bid servicing rights available for sale in the market. When the contractually specified servicing fees on loans sold with servicing retained are expected to be more than adequate compensation to a servicer for performing the servicing, a capitalized servicing asset is recognized. When the expected income to a servicer for performing loan servicing is not expected to adequately compensate a servicer, a capitalized servicing liability is recognized.

Servicing rights are subsequently measured using the amortization method which requires servicing rights to be amortized in proportion to, and over the period of, the estimated future net servicing income of the underlying loans. Servicing fee income, net of amortization of servicing rights, is reported as part of noninterest income from mortgage banking activities, indirect lending activities, and SBA lending activities, as applicable, in our Consolidated Statements of Comprehensive Income.

Servicing rights are tested for impairment on at least a quarterly basis based on fair value. Management uses a model operated and maintained by an independent third party to assist in determining fair value which stratifies the servicing portfolio into homogeneous subsets with unique behavior characteristics. The model then converts those characteristics into income and expense streams, adjusts those streams for prepayments, present values the adjusted streams, and combines the present values into a total. Management makes certain estimates and assumptions related to costs to service varying types of loans and pools of loans, prepayment speeds, the projected lives of loans and pools of loans sold servicing retained, and discount factors used in calculating the present values of servicing fees projected to be received. Management periodically obtains an independent review of the valuation assumptions to validate the fair value estimate and the reasonableness of the assumptions used in measuring fair value.

The fair values of servicing rights are subject to significant fluctuations as a result of changes in estimated and actual prepayment speeds and default rates and losses. If the cost basis of any loan stratification tranche is higher than the present value of the tranche, an impairment is recognized through a valuation allowance which reduces servicing rights on our Consolidated Balance Sheets and reduces noninterest income from mortgage banking activities, indirect lending activities, and SBA lending activities, as applicable, in our Consolidated Statements of Comprehensive Income.

No less frequently than quarterly, management reviews the status of mortgage loans held-for-sale for which fair value has been elected and pools of servicing assets to determine if there is any impairment to those assets due to such factors as earlier than estimated repayments or significant prepayments. Any impairment identified in these assets results in reductions in their carrying values through a valuation allowance and a corresponding increase in operating expenses.

The significant unobservable input used in the fair value measurement of our IRLCs is the pull-through ratio, which represents the percentage of loans currently in a lock position which management estimates will ultimately close. Generally, the fair value of an IRLC is positive (negative) if the prevailing interest rate is lower (higher) than the IRLC rate. Therefore, an increase in the pull-through ratio (i.e., higher percentage of loans are estimated to close) will result in the fair value of the IRLC increasing if in a gain position, or decreasing if in a loss position. The pull-through ratio is largely dependent on the processing stage that a loan is currently in and the change in prevailing interest rates from the time of the rate lock. The pull-through ratio is computed by the secondary marketing department using historical data and the ratio is reviewed by the Secondary Marketing Department of the Mortgage Banking Division for reasonableness.

Forward commitments are instruments that are used to hedge the value of the IRLC's and mortgage loans held-for-sale. We take investor commitments to sell a loan or pool of newly originated loans to an investor for an agreed upon price for delivery in the future. This type of forward commitment is also known as a mandatory commitment. Generally, the fair value of a forward is negative (positive) if the prevailing interest rate is lower (higher) than the current commitment interest rate. The value of these commitments is ultimately determined by the investor that sold the commitment and represents a significant unobservable input used in the fair value measurement of our forward commitments.

#### Non-GAAP Financial Measures

In addition to traditional measures, management provides information it considers useful to investors in understanding the Company's operating performance and trends, and to facilitate comparisons with the performance of its peers. Management also uses these measures internally to assess and better understand the Company's underlying business performance and trends related to core business activities. The non-GAAP financial measures and key performance indicators used by the Company may differ from the non-GAAP financial measures and performance indicators used by other financial institutions to assess their performance and trends.

Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, the Company's reported results prepared in accordance with GAAP. Non-GAAP measures have inherent limitations, are not required to be uniformly applied and are not audited. Although these non-GAAP financial measures frequently are used by shareholders in the evaluation of a company, they have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of results as reported under GAAP. We encourage readers to consider the Consolidated Financial Statements in their entirety and not to rely on any single financial measure.

In particular, management uses tangible shareholders' equity, adjusted allowance for loan losses, adjusted nonperforming assets, adjusted nonperforming loans, adjusted total loans, and related ratios, each of which is a non-GAAP financial measure. Management uses (i) tangible shareholders' equity (which exclude goodwill and other intangibles from equity) and related ratios to evaluate the adequacy of shareholders' equity and to facilitate comparisons with peers; and (ii) adjusted allowance for loan losses (which includes adjustments related to acquired loans and indirect auto loans), adjusted non-performing assets and adjusted loans (which includes adjustments for repurchased government-guaranteed loans, SBA guaranteed loans and acquired loans) as supplemental information to evaluate both asset quality and asset quality trends, and to facilitate comparisons with peers. A reconciliation of these non-GAAP finance measures to their nearest GAAP measure appears in the following table:

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Reconciliation of Non-GAAP Financial Measures

(\$ in thousands)	As of or for the year ended					
	2018	2017	2016	2015	2014	
Reconciliation of nonperforming assets to adjusted nonperforming assets:						
Nonperforming assets (GAAP)	\$71,478	\$63,338	\$58,635	\$50,862	\$62,293	
Less: GNMA repurchased government-guaranteed loans included in nonaccrual loans	(29,057 )	(19,478 )	(7,771 )	(163 )	(334 )	
Less: SBA guaranteed loans included in nonaccrual	(3,561 )	(1,652 )	(4,248 )	(2,853 )	(3,047 )	
Less: Nonaccrual acquired loans	(6,120 )	(6,370 )	(6,136 )	(7,077 )	(1,978 )	
Adjusted nonperforming assets, excluding GNMA,SBA and acquired loans (Non-GAAP)	\$32,740	\$35,838	\$40,480	\$40,769	\$56,934	
Reconciliation of loans, ORE and repossessions to adjusted loans, ORE and repossessions, less acquired loans:						
Loans, excluding loans held-for-sale	\$3,685,478	\$3,580,966	\$3,302,264	\$2,896,948	\$2,253,306	
Add: ORE	8,290	7,621	14,814	18,677	22,564	
Add: repossessions	1,696	2,392	2,274	1,560	1,183	
Total loans, ORE, and repossessions (GAAP)	3,695,464	3,590,979	3,319,352	2,917,185	2,277,053	
Less: acquired loans	(141,198 )	(196,567 )	(275,515 )	(199,870 )	(37,284 )	
Adjusted loans, ORE, and repossessions, excluding acquired loans (non-GAAP)	\$3,554,266	\$3,394,412	\$3,043,837	\$2,717,315	\$2,239,769	
Nonperforming assets to loans, ORE, and repossessions (GAAP)	1.93	% 1.76	% 1.77	% 1.74	% 2.74	%
Adjusted nonperforming assets to adjusted loans, ORE, and repossessions (non-GAAP)	0.92	% 1.06	% 1.33	% 1.50	% 2.54	%
Reconciliation of allowance to adjusted allowance:						
Allowance for loan losses (GAAP)	\$31,151	\$29,772	\$29,831	\$26,464	\$25,450	
Less: allowance allocated to indirect auto loans	(8,669 )	(10,258 )	(9,522 )	(8,338 )	(5,917 )	
Less: allowance allocated to acquired loans	(284 )	(209 )	(284 )	(613 )	(715 )	
Adjusted allowance for loan losses (non-GAAP)	\$22,198	\$19,305	\$20,025	\$17,513	\$18,818	
Reconciliation of period end loans to adjusted period end loans:						
Loans, excluding loans held-for-sale	\$3,685,478	\$3,580,966	\$3,302,264	\$2,896,948	\$2,253,306	
Less: indirect auto loans	(1,569,274 )	(1,716,156 )	(1,575,865 )	(1,449,480 )	(1,219,232 )	
Less: acquired loans	(141,198 )	(196,567 )	(275,515 )	(199,870 )	(37,284 )	
Adjusted period end loans (non-GAAP)	\$1,975,006	\$1,668,243	\$1,450,884	\$1,247,598	\$996,790	
Allowance to total loans (GAAP)	0.85	% 0.83	% 0.90	% 0.91	% 1.13	%
Adjusted allowance to adjusted period end loans (non-GAAP)	1.12	% 1.16	% 1.38	% 1.40	% 1.89	%
Reconciliation of book value per common share to tangible book value per common share:						
Shareholders' equity	\$446,241	\$401,632	\$362,647	\$301,459	\$264,951	
Less: intangibles	(11,197 )	(12,306 )	(13,649 )	(8,382 )	(3,858 )	
Tangible shareholders' equity	\$435,044	\$389,326	\$348,998	\$293,077	\$261,093	
End of period shares	27,279,729	27,019,201	26,318,400	23,140,774	21,365,098	
Book value per share (GAAP)	16.36	14.86	13.78	13.03	12.40	
Tangible book value per share(non-GAAP)	15.95	14.41	13.26	12.66	12.22	





## Results of Operations - 2018 Compared to 2017

### Net Income

Our net income for the year ended December 31, 2018 was \$43.8 million and we reported \$1.61 for the basic and fully diluted earnings per share. Net income for the year ended December 31, 2017 was \$39.8 million and we reported basic and fully diluted earnings per share of \$1.50 and \$1.49, respectively. The \$4.0 million increase in net income in 2018 compared to 2017 was primarily due to an increase in net interest income of \$14.3 million, and increase in noninterest income of \$3.9 million; offset by an increase in noninterest expense of \$14.4 million. Details of the changes in the various components of net income are discussed further below.

### Net Interest Income/Margin

A portion of our profitability, as with most financial institutions, is dependent upon net interest income, which is the difference between the interest we receive on interest-earning assets, such as loans and securities, and the interest we pay on interest-bearing liabilities, principally deposits and borrowings. Our net interest margin is affected by prevailing interest rates, nonperforming assets and competition among financial institutions for loans and deposits. Taxable-equivalent net interest income was \$149.7 million in 2018 compared to \$135.5 million in 2017, an increase of \$14.2 million, or 10.5%. Average interest-earning assets in 2018 increased by \$270.4 million to \$4.4 billion, a 6.5% increase, when compared to 2017. Average interest-bearing liabilities increased by \$96.8 million to \$3.1 billion, a 3.2% increase. The net interest margin increased by 12 basis points to 3.38% in 2018 when compared to 2017. The primary components of our net interest income and margin are described below.

Taxable-equivalent interest income had an increase of \$23.4 million for 2018 as compared to 2017. The increase in our interest income primarily occurred due to the net growth of \$270.4 million, or 6.5%, in average interest-earning assets, primarily in our loan portfolio, as well as an increase in yield on loans of 21 basis points, primarily in the commercial, construction, and mortgage loan portfolios, including an increase of 3 basis points attributable to accretable yield.

The average balance of loans outstanding in 2018 increased by \$324.7 million, or 8.7%, to \$4.1 billion when compared to 2017 as the number of loan originations increased, particularly commercial, construction and mortgage loans. The average balance of investments also increased by \$41.9 million as the Bank continues to increase its investments available-for-sale portfolio as part of its strategy to reposition the balance sheet to higher yielding assets, and reduce its reliance on "gain on sale" income. The yield on interest-earning assets in 2018 reflected a 30 basis point increase as compared to 2017, as interest rates rose over the year.

Interest expense in 2018 increased by \$9.2 million, or 40.3%, to \$31.9 million, primarily as the result of a \$96.8 million, or 3.2%, increase in average interest-bearing liability balances and a 27 basis point increase in the cost of interest-bearing liabilities. This increase was primarily due to an increase in average borrowings of \$109.7 million, offset by a slight decrease in average deposits of \$13.0 million.

### Average Balances, Interest and Yields

The following table sets forth, for the periods indicated, information regarding (i) the total dollar amount of interest income from earning assets and the resultant average yields; (ii) the total dollar amount of interest expense on interest-bearing liabilities and the resultant average rate; (iii) net interest income; (iv) net interest spread; and (v) net interest margin. The average balances are principally daily averages, and, for loans, include both performing and non-performing balances. Interest income on loans includes the effects of discount accretion on acquired loans and net deferred loan origination costs accounted for as yield adjustments.

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	For the Years Ended December 31,								
	2018			2017			2016		
	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
(\$ in thousands)									
Assets									
Interest-earning assets:									
Commercial	\$917,578	\$45,378	4.95%	\$802,958	\$39,285	4.89%	\$785,299	\$40,052	5.10%
SBA	161,259	12,622	7.83	154,077	13,131	8.52	155,874	10,797	6.93
Construction	263,273	17,519	6.65	241,448	15,346	6.36	211,152	14,661	6.94
Indirect automobile Installment loans and personal lines of credit	1,707,526	53,402	3.13	1,706,323	49,587	2.91	1,695,782	47,516	2.80
Residential mortgage Home equity lines of credit	39,106	1,173	3.00	41,062	1,488	3.62	44,867	2,060	4.59
Loans, net of unearned income <sup>(1)</sup>	837,689	34,673	4.14	665,745	25,801	3.88	589,400	23,027	3.91
Investment securities <sup>(1)</sup>	151,826	7,961	5.24	141,950	6,527	4.60	132,082	5,670	4.29
Other earning assets	4,078,257	172,728	4.24	3,753,563	151,165	4.03	3,614,456	143,783	3.98
Total interest-earning assets	198,313	6,404	3.23	156,383	4,477	2.86	192,274	5,574	2.90
Noninterest-earning assets:	155,364	2,455	1.58	251,550	2,576	1.02	94,841	445	0.47
Cash and due from banks	4,431,934	181,587	4.10%	4,161,496	158,218	3.80%	3,901,571	149,802	3.84%
Allowance for loan losses									
Premises and equipment	37,494			40,871			29,796		
Other real estate	(31,014 )			(30,253 )			(27,797 )		
Other assets	90,522			87,732			86,807		
Total assets	7,574			10,676			18,268		
Liabilities and shareholders' equity	243,914			223,657			203,989		
Interest-bearing liabilities:	\$4,780,424			\$4,494,179			\$4,212,634		
Demand	\$465,609	\$625	0.13%	\$440,486	\$484	0.11%	\$387,170	\$429	0.11%
Money market and savings	1,373,135	8,943	0.65	1,304,529	6,107	0.47	1,100,053	3,680	0.33
Time deposits	850,337	10,127	1.19	910,441	8,242	0.91	910,492	8,008	0.88
Brokered time deposits	62,773	1,154	1.84	109,423	889	0.81	132,012	1,077	0.82
Total interest-bearing deposits	2,751,854	20,849	0.76	2,764,879	15,722	0.57	2,529,727	13,194	0.52
Other borrowings	244,090	4,530	1.86	134,408	928	0.69	262,674	1,424	0.54

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Subordinated debt	120,651	6,521	5.40	120,522	6,080	5.04	120,388	5,830	4.84
Total interest-bearing liabilities	3,116,595	31,900	1.02%	3,019,809	22,730	0.75%	2,912,789	20,448	0.70%
Noninterest-bearing liabilities and shareholders' equity:									
Demand deposits	1,197,136			1,055,018			925,965		
Other liabilities	46,587			40,603			39,940		
Shareholders' equity	420,106			378,749			333,940		
Total liabilities and shareholders' equity	\$4,780,424			\$4,494,179			\$4,212,634		
Net interest income/spread		\$ 149,687	3.08%		\$ 135,488	3.05%		\$ 129,354	3.14%
Net interest rate margin			3.38%			3.26%			3.32%

(1) Interest income includes the effect of taxable-equivalent adjustment using a 21% tax rate for the year ended December 31, 2018 and a 35% tax rate for the years ended December 31, 2017 and 2016.

## Rate/Volume Variance Analysis

(in thousands)	2018 Compared to 2017 Variance Attributed to <sup>(1)</sup>			2017 Compared to 2016 Variance Attributed to <sup>(1)</sup>		
	Average Volume	Average Yield/Rate	Net Change	Average Volume	Average Yield/Rate	Net Change
<b>Interest-Earning Assets:</b>						
Loans <sup>(2)</sup>	\$ 14,778	\$ 6,785	\$ 21,563	\$ 6,284	\$ 1,098	\$ 7,382
Investment securities <sup>(2)</sup>	1,254	672	1,926	(1,028 )	(69 )	(1,096 )
Other earning assets	(280 )	159	(121 )	1,239	892	2,131
Total interest-earning assets	\$ 15,752	\$ 7,616	\$ 23,368	\$ 6,495	\$ 1,921	\$ 8,417
<b>Interest-Bearing Liabilities:</b>						
Demand	\$ 32	\$ 111	\$ 143	\$ 58	\$ (5 )	\$ 53
Money market and savings	428	2,406	2,834	768	1,661	2,429
Time deposits and brokered time deposits	(1,587 )	3,737	2,150	(200 )	247	47
Total interest-bearing deposits	(1,127 )	6,254	5,127	626	1,903	2,529
Other short term borrowings	1,502	2,100	3,602	(817 )	321	(496 )
Subordinated debt	7	434	441	6	244	250
Total interest-bearing liabilities	\$ 382	\$ 8,788	\$ 9,170	\$(185 )	\$ 2,468	\$ 2,283

<sup>(1)</sup> The change in interest due to both rate and volume has been allocated to the components in proportion to the relationship of the dollar amounts of the change. Average loan volumes include nonperforming loans which result in the impact in the associated lost interest on nonaccrual loans being reflected in the average rate.

<sup>(2)</sup> Reflects fully taxable equivalent adjustments using a Federal Tax rate of 21% for the year ended December 31, 2018 and a 35% tax rate for the years ended December 31, 2017 and 2016.

### Provision for Loan Losses

Management's policy is to maintain the allowance for loan losses at a level sufficient to absorb probable incurred losses inherent in the loan portfolio as of the balance sheet date. The allowance is increased by the provision for loan losses and decreased by charge-offs, net of recoveries, net of amounts due from the FDIC under the loss sharing agreements for our past FDIC-assisted transactions. The provision for loan losses is subject to a quarterly review process which incorporates trends in factors such as historical credit losses, delinquencies, level of nonperforming loans, loan growth, composition of the loan portfolio, etc. combined with management's view on qualitative factors such as economic conditions, loan concentrations, etc.

The provision for loan losses was \$5.5 million in 2018 and \$4.3 million in 2017, an increase of \$1.2 million or 29.1%, mainly due to increases in commercial loan balances. Net charge-offs were relatively flat at \$4.1 million in 2018 and \$4.2 million in 2017. Credit quality trend performance remains consistent and strong as net charge-offs were 0.11% of average loans for the year.

Average nonperforming assets were \$74.5 million for the year ended December 31, 2018, compared to \$56.9 million for the same period in 2017, an increase of \$17.6 million, or 30.9%, primarily due to the increase in nonaccrual loans, particularly the increase in nonaccrual residential mortgage loans of \$10.3 million. This increase was primarily due to repurchases of government guaranteed loans.

The allowance for loan losses as a percentage of loans outstanding at the end of 2018 and 2017 was 0.85% and 0.83%, respectively. The slight increase is mainly due to increases in provision for loan losses from increased commercial loan balances.

### Analysis of the Allowance for Loan Losses

The following table outlines the changes in our allowance for losses during the five-year period ended December 31, 2018:

(\$ in thousands)	December 31,					
	2018	2017	2016	2015	2014	
Balance at beginning of year	\$29,772	\$29,831	\$26,464	\$25,450	\$33,684	
Charge-offs:						
Commercial	772	2,824	2,349	1,275	3,870	
SBA	306	221	387	313	1,943	
Construction	38	13	—	—	602	
Consumer	5,461	5,978	5,233	4,399	4,461	
Mortgage	628	43	1,047	187	268	
Total charge-offs	7,205	9,079	9,016	6,174	11,144	
Recoveries:						
Commercial	565	2,588	923	195	409	
SBA	52	61	82	227	32	
Construction	754	911	2,157	1,265	2,494	
Consumer	1,560	1,241	1,486	1,372	1,424	
Mortgage	132	99	201	48	79	
Total recoveries	3,063	4,900	4,849	3,107	4,438	
Net charge-offs	4,142	4,179	4,167	3,067	6,706	
Provision for loan losses <sup>(1)</sup>	5,521	4,275	8,231	4,351	531	
Decrease in FDIC Indemnification Asset	—	(155 )	(697 )	(270 )	(2,059 )	
Balance at end of year	\$31,151	\$29,772	\$29,831	\$26,464	\$25,450	
Allowance for loan losses as a percentage of loans	0.85	% 0.83	% 0.90	% 0.91	% 1.13	%
Adjusted allowance to adjusted loans (non-GAAP) <sup>(2)</sup>	1.12	% 1.16	% 1.38	% 1.40	% 1.89	%
Ratio of net charge-offs to average loans outstanding, net	0.11	% 0.12	% 0.13	% 0.12	% 0.33	%

<sup>(1)</sup> Net of benefit attributable to FDIC indemnification asset.

<sup>(2)</sup> Non-GAAP Financial Measure. See "Reconciliation of non-GAAP Financial Measures" in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this report for a reconciliation of this

non-GAAP measure to the most directly comparable GAAP measure.

In 2018, net charge-offs totaled \$4.1 million, a slight decrease of \$37,000, or 0.9%, as compared to 2017. Net charge-offs decreased in the commercial and consumer portfolios, due to fewer charge-offs and/or higher recoveries in these portfolios than in the previous year. The decreases in net charge-offs in these portfolios were offset by higher charge-offs in the SBA and mortgage portfolios and lower recoveries in the construction portfolio.

## Noninterest Income

The categories of our noninterest income, and the dollar and percentage change between the years ended December 31, 2018 and 2017, are as follows:

(\$ in thousands)	For the Year Ended December 31,			
	2018	2017	\$ Change	% Change
Service charges on deposit accounts	\$6,427	\$6,019	\$408	6.8 %
Other fees and charges	9,522	8,402	1,120	13.3
Mortgage banking activities	103,077	98,797	4,280	4.3
Indirect lending activities	5,227	12,533	(7,306 )	(58.3 )
SBA lending activities	6,728	4,540	2,188	48.2
Bank owned life insurance	4,178	1,670	2,508	150.2
Trust and wealth management fees	2,283	1,288	995	77.3
Other	1,409	1,703	(294 )	(17.3 )
Total noninterest income	\$138,851	\$134,952	\$3,899	2.9

Noninterest income for 2018 was \$138.9 million compared to \$135.0 million in 2017, a \$3.9 million, or 2.9% increase. This increase was primarily a result of increases in mortgage banking, SBA lending activities, and bank-owned life insurance income, offset by a decrease in indirect lending, as noted below.

Noninterest income from mortgage banking activities increased by \$4.3 million, or 4.3%, to \$103.1 million in 2018, compared to \$98.8 million in 2017. The increase was primarily due to a MSR's valuation recovery of \$4.7 million in 2018, as interest rates increased over the year. Mortgage loan production for the year increased from \$2.8 billion in 2017 to \$2.9 billion in 2018, a \$120.5 million, or 4.3%, year over year change. Increased production led to an increase in the volume of residential mortgage loans sold from \$2.6 billion in 2017 to \$2.8 billion in 2018, a \$164.9 million, or 6.4%, year over year change. Gain on sales of mortgage loans decreased by \$8.0 million, or 10.4%, year over year, from \$76.4 million in 2017 to \$68.5 million in 2018. Decreased gains on mortgage loan sales were partially offset by an increase in mortgage servicing revenue \$2.9 million, or 13.2%, to \$25.1 million in 2018, compared to \$22.2 million in 2017 as the portfolio of loans serviced for others grew by \$390.4 million or 4.4%, in 2018.

Noninterest income from indirect lending activities decreased by \$7.3 million, or 58.3%, as indirect loan production decreased by \$543.9 million, or 46.6%, in 2018 as compared to 2017, and indirect sales decreased by \$297.3 million, or 69.0% leading to decreased gains on loan sales in 2018 as compared to 2017. Indirect servicing income decreased by \$1.8 million to \$7.4 million compared to prior year. The decrease in gains occurred due to the industry-wide weakening of the indirect auto loan sales market, as well as the Company exiting all markets except Georgia and Florida.

Noninterest income from SBA lending activities increased by \$2.2 million, or 48.2%, in 2018, to \$5.2 million, compared to 2017 due to an increase of SBA loans sales by \$19.0 million in 2018 compared to 2017, which resulted in higher gain on sales. SBA servicing income decreased by \$298,000 in 2018 to \$2.2 million compared to prior year. The increase in revenue from other fees and charges of \$1.1 million, or 13.3%, stems from an increase in customer accounts, particularly due to the successful marketing campaign in Florida and increasing revenue from debit card and ATM fees in 2018, as compared to 2017.

Bank owned life insurance income increased by \$2.5 million compared to prior year primarily due to a non recurring \$2.6 million death benefit received from cash surrender value life insurance policies in 2018.

Trust and wealth management fees increased by \$1.0 million to \$2.3 million in 2018 compared to \$1.3 million in prior year. We have expanded our Wealth Management business and team since 2017 with the addition of client advisors, and assets under management have continued to grow in 2018.

### Noninterest Expense

The categories of noninterest expense, and the dollar and percentage change between the years ended December 31, 2018 and 2017 are as follows:

(\$ in thousands)	For the Year Ended December 31,			
	2018	2017	\$ Change	% Change
Salaries and employee benefits	\$ 113,522	\$ 103,366	\$ 10,156	9.8 %
Commissions	36,129	34,573	1,556	4.5
Occupancy	18,810	18,164	646	3.6
Professional and other services	17,570	18,343	(773)	(4.2)
Other	39,261	36,424	2,837	7.8
Total noninterest expense	\$ 225,292	\$ 210,870	\$ 14,422	6.8

Noninterest expense increased by \$14.4 million, or 6.8%, in 2018 to \$225.3 million compared to 2017, primarily due to increases in salaries and employee benefits, commissions, and other services.

Salaries and benefits expense increased by \$10.2 million, or 9.8%, in 2018, compared to 2017. The increase was primarily due to the higher salaries and employee benefits associated with employee incentives due to performance and related to the balance sheet strategies implemented earlier in the year, and from a comparison perspective, no executive incentives were paid in 2017.

Commissions increased by \$1.6 million in line with the increase in mortgage loan production, primarily due to the increase in mortgage originators and the impact of guaranteed commissions paid to new mortgage originators in expansion markets.

Other operating expenses were \$39.3 million for the year ended December 31, 2018, a \$2.8 million, or 7.8%, increase compared to \$36.4 million for the year ended December 31, 2017. This increase was primarily related to \$1.6 million increase in lending related expenses coupled with the recently announced merger related expenses.

### Income Tax Expense

The provision for income taxes expense for 2018 and 2017, was \$13.8 million and \$15.3 million, respectively, with effective tax rates of 23.9% and 27.7%, respectively. As a result of the Tax Cuts and Jobs Act that was enacted into law on December 22, 2017, Fidelity remeasured its net deferred tax liability position to reflect the reduction in the federal corporate income tax rate from 35% to 21%. This revaluation resulted in a one-time income tax benefit of approximately \$4.9 million in 2017.

Excluding the effects of the one-time tax benefit recorded to revalue the net deferred tax liability and the benefit of discrete items recorded for employee stock option exercises, the effective tax rate was 23.9% in 2018 compared to 38.2% in 2017.

### Results of Operations - 2017 Compared to 2016

#### Net Income

Our net income for the year ended December 31, 2017 was \$39.8 million and reported basic and fully diluted earnings per share of \$1.50 and \$1.49, respectively. Net income for the year ended December 31, 2016 was \$38.8 million and reported basic and fully diluted earnings per share of \$1.52 and \$1.50, respectively. The \$1.0 million increase in net income in 2017 compared to 2016 was due primarily to an increase in interest income of \$8.7 million, a decrease in income tax expense of \$6.9 million, and a decrease in provision for loan losses of \$4.0 million; offset by a decrease in noninterest income of \$6.4 million, an increase in noninterest expense of \$9.9 million, and an increase in interest expense of \$2.3 million. Details of the changes in the various components of net income are discussed further below.

#### Net Interest Income/Margin

Taxable-equivalent net interest income was \$135.5 million in 2017 compared to \$129.4 million in 2016, an increase of \$6.1 million, or 4.7%. Average interest-earning assets in 2017 increased by \$259.9 million to \$4.2 billion, a 6.7% increase when compared to 2016. Average interest-bearing liabilities increased by \$107.0 million to \$3.0 billion, a 3.7% increase. The net interest margin decreased by 6 basis points to 3.26% in 2017 when compared to 2016. The primary components of our net interest income and margin are described below.



Taxable-equivalent interest income had an increase of \$8.4 million for 2017 as compared to 2016. The increase in our interest income primarily occurred due to the net growth of \$259.9 million, or 6.7%, in average interest-earning assets, primarily in our loan portfolio, as well as an increase in yield on loans of 5 basis points, primarily in the commercial, construction, and mortgage loan portfolios, including an increase of 3 basis points attributable to accretable yield. The average balance of loans outstanding in 2017 increased by \$139.1 million, or 3.8%, to \$3.8 billion when compared to 2016 as the number of loan originations increased, particularly commercial, construction and mortgage loans. The average balance of Fed funds sold and interest-bearing deposits also increased by \$156.7 million or 165.2%, the result of an increase in cash from a successful Florida money market deposit campaign begun in late 2016. The yield on interest-earning assets in 2017 reflected a 4 basis point decrease as compared to 2016.

Interest expense in 2017 increased by \$2.3 million, or 11.2%, to \$22.7 million, primarily as the result of a \$107.0 million, or 3.7%, increase in average interest-bearing liability balances and, to a lesser degree, a 5 basis point increase in the cost of interest-bearing liabilities. The increase in average interest-bearing liabilities for 2017 was primarily due to the growth in interest bearing demand and money market deposits of \$257.7 million as Fidelity had a successful advertising campaign in Florida during 2017 to attract new demand and money market deposits.

The increase in interest expense in 2017 was primarily attributable to average interest-bearing deposits, which increased by \$235.2 million, or 9.3%, to \$2.8 billion during 2017 compared to 2016, while average borrowings decreased by \$128.1 million, or 33.4%, to \$254.9 million. The increase in average interest-bearing deposits was primarily due to an increase of \$257.7 million in interest-bearing money market and demand deposits as mentioned above.

#### Provision for Loan Losses

The provision for loan losses was \$4.3 million in 2017 and \$8.2 million in 2016. Net charge-offs were flat at \$4.2 million in 2017 and in 2016. The decrease in the provision in 2017, compared to 2016 was primarily due to continued improvement in asset quality in 2017.

Average nonperforming assets were \$56.9 million for the year ended December 31, 2017, compared to \$62.0 million for the same period in 2016, a decrease of \$5.1 million or 8.3%.

The allowance for loan losses as a percentage of loans outstanding at the end of 2017 and 2016 was 0.83% and 0.90%, respectively. The allowance for loan losses as a percentage of loans outstanding, excluding acquired loans, at the end of 2017 and 2016 was 0.88% and 0.99%, respectively. The improvement in asset quality over the past several years has offset the need for a higher allowance for loan losses as a percentage of loans as a result of loan growth in 2017.

#### Noninterest Income

The categories of noninterest income, and the dollar and percentage change between the years ended December 31, 2017 and 2016, are as follows:

(\$ in thousands)	For the Year Ended December 31,			
	2017	2016	\$ Change	% Change
Service charges on deposit accounts	\$6,019	\$5,941	\$78	1.3 %
Other fees and charges	8,402	7,664	738	9.6
Mortgage banking activities	98,797	101,577	(2,780 )	(2.7 )
Indirect lending activities	12,533	14,900	(2,367 )	(15.9 )
SBA lending activities	4,540	5,659	(1,119 )	(19.8 )
Bank owned life insurance	1,670	2,374	(704 )	(29.7 )
Securities gains (losses)	—	578	(578 )	100.0
Trust and wealth management fees	1,288	628	660	105.1
Other	1,703	2,004	(301 )	(15.0 )
Total noninterest income	\$134,952	\$141,325	\$(6,373)	(4.5 )

Noninterest income for 2017 was \$135.0 million compared to \$141.3 million in 2016, a \$6.4 million, or 4.5% decrease. This decrease was primarily a result of decreases in mortgage banking, indirect lending, and SBA lending activities as noted below.

Noninterest income from mortgage banking decreased by \$2.8 million, or 2.7%, to \$98.8 million in 2017, compared to \$101.6 million in 2016. The year over year decrease was primarily due to decreased mortgage loan production in 2017 compared to 2016 as mortgage lending volume in 2017 was affected by increasing interest rates. Mortgage loan production for the year decreased from \$3.0 billion in 2016 to \$2.8 billion in 2017, a \$194.8 million, or 6.6%, year over year change. Decreased production led to a decrease in the volume of residential mortgage loans sold from \$2.8 billion in 2016 to \$2.6 billion in 2017, a \$226.6 million, or 8.0%, year over year change. Lower production and sales decreased gain on sales of mortgage loans, which decreased by \$6.1 million or 7.4%, year over year, from \$82.5 million in 2016 to \$76.4 million in 2017. Decreased gains on mortgage loan sales were partially offset by an increase in mortgage servicing revenue \$3.1 million, or 16.1%, to \$22.2 million in 2017, compared to \$19.1 million in 2016 as the portfolio of loans serviced for others grew by \$1.1 billion, or 14.6%, in 2017. Net MSR impairment was \$666,000

in 2017 compared to a net MSR recovery of \$371,000 in 2016 primarily due to a large recovery in the last half of 2016.

Noninterest income from indirect lending activities decreased by \$2.4 million, or 15.9%, as indirect loan production decreased by \$208.4 million, or 15.1%, in 2017 as compared to 2016, and indirect sales decreased by \$79.3 million, or 15.5% leading to decreased gains on loan sales in 2017 as compared to 2016. Indirect servicing income remained consistent with 2016 at \$9.2 million. The decrease in gains occurred due to the industry-wide weakening of the indirect auto loan sales market.

Noninterest income from SBA lending activities decreased by \$1.1 million or 19.8% in 2017, to \$12.5 million, compared to 2016 due to lower sales of SBA loans in 2017, which resulted in lower gain on sales and lower capitalization of servicing rights. SBA servicing income remained consistent with 2016 at \$2.5 million.

The increase in revenue from other fees and charges of \$738,000, or 9.6%, stems from an increase in customer accounts, particularly due to the successful marketing campaign in Florida and increasing revenue from debit card and ATM fees in 2017, as compared to 2016.

Trust and wealth management income increased \$660,000, or 105.1%, to \$1.3 million in 2017 compared to \$628,000 in 2016 as Fidelity expanded its Wealth management services with the addition of client advisors in 2017.

The decrease in other miscellaneous income of \$301,000, or 15.0%, from 2016 was caused by a \$984,000 reduction in insurance commissions on policies sold on indirect auto loans reflecting decreased premium and increased losses which reduced contingent commissions and a \$706,000 decrease in ORE gains, offset by an increase of \$1.0 million resulting from a non-recurring gain related to the change in insurance providers during 2017, a \$276,000 reduction in amortization on the FDIC indemnification asset due to expiring loss share agreements in 2017 and a \$138,000 increase in gain on sale of fixed assets.

#### Noninterest Expense

The categories of noninterest expense, and the dollar and percentage change between the years ended December 31, 2017, and 2016 are as follows:

(\$ in thousands)	For the Year Ended		\$	%
	2017	2016		
Salaries and employee benefits	\$ 103,366	\$ 96,684	\$ 6,682	6.9 %
Commissions	34,573	33,907	666	2.0
Occupancy	18,164	17,890	274	1.5
Professional and other services	18,343	15,224	3,119	20.5
Other	36,424	37,315	(891 )	(2.4 )
Total noninterest expense	\$ 210,870	\$ 201,020	\$ 9,850	4.9

Noninterest expense increased by \$9.9 million, or 4.9%, in 2017 to \$210.9 million compared to 2016, primarily due to increases in salaries and employee benefits and to increases in professional and other services.

Salaries and benefits expense increased by \$6.7 million, or 6.9%, in 2017, compared to 2016. The increase was primarily due to the higher salaries and employee benefits associated with the net addition of 110 full-time equivalent employees during 2017, primarily due to organic growth in the mortgage and Wealth Management divisions, and expense related to our operational excellence initiative launched earlier in the year. Commissions increased by \$666,000 despite the slight decrease in mortgage loan production, primarily due to the increase in mortgage originators and the impact of guaranteed commissions paid to new mortgage originators in expansion markets. Professional and other services also increased by \$3.1 million, or 20.5%, primarily due to increased expenses paid to vendors for infrastructure improvement projects and costs associated with new and existing regulations. Fidelity remains committed to implementing changes to operations and technology that will enable the Bank to be more efficient and effective in its growth strategies.

Other operating expenses were \$36.4 million for the year ended December 31, 2017, a \$891,000, or 2.4%, decrease compared to \$37.3 million for the year ended December 31, 2016. The increase is a result of decreases in OREO expenses and writedowns due to fewer OREO properties in 2017 compared to 2016.

#### Income Tax Expense

The provision for income taxes expense for 2017 and 2016, was \$15.3 million and \$22.1 million, respectively, with effective tax rates of 27.7% and 36.4%, respectively. As a result of the Tax Cuts and Jobs Act that was enacted into law on December 22, 2017, Fidelity remeasured its net deferred tax liability position to reflect the reduction in the federal corporate income tax rate from 35% to 21%. This revaluation resulted in a one-time income tax benefit of approximately \$4.9 million in 2017.

Excluding the effects of the one-time tax benefit recorded to revalue the net deferred tax liability and the benefit of discrete items recorded during the quarter for employee stock option exercises, the effective tax rate was 38.2% in

2017 compared to 36.4% in 2016. The increase in the effective tax rate in 2017 is primarily driven by an increase in permanent unfavorable book/tax differences as a percentage of pretax book income, mainly related to vesting of restricted stock grants.

The one-time tax benefit recorded during the year to remeasure the net deferred tax liability represents a reasonable estimate determined by management. Any adjustments to provisional amounts determined during the measurement period will be reported as an adjustment to income tax expense or benefit in future periods. In addition, the remeasurement of the net deferred tax liability as a result of the rate change does not have any cash flow effect and the change in the tax rate does not impact the time frame when the net deferred tax liability is expected to be settled.

### Financial Condition

Total assets grew to \$4.7 billion at December 31, 2018, an increase of \$156.9 million, or 3.4%, compared to December 31, 2017, primarily due to an increase in cash of \$26.0 million, and an increase in investments securities available-for-sale of \$131.5 million as we repositioned our balance sheet to higher yielding investments over the year.

We manage our assets and liabilities to maximize long-term earnings opportunities while maintaining the integrity of our financial position and the quality of earnings. To accomplish this objective, management strives for efficient management of interest rate risk and liquidity needs. The primary objectives of interest-sensitivity management are to minimize the effect of interest rate changes on the net interest margin and to manage the exposure to risk while maintaining net interest income at acceptable levels. Liquidity is provided by our attempt to carefully structure our balance sheet as well as through both unsecured and secured lines of credit with other financial institutions, the Federal Home Loan Bank of Atlanta (the "FHLB"), and the FRB.

The Asset Liability Management Committee ("ALCO"), which is comprised of various senior executives, meets regularly to review our interest rate sensitivity positions and balance sheet mix; monitor our capital position and ratios; review our product offerings and pricing, including rates, fees and charges; monitor our funding needs and sources; and review cash flows to assess our current and projected liquidity. Throughout 2018, we have focused on executing our business strategy to re-balance our loan portfolio with higher-yielding commercial credits and de-emphasize indirect auto lending which is dependent on our growth.

### Visa Class B Stock

As of December 31, 2018, we owned 46,436 shares of Class B common stock of Visa, Inc. We received these Class B shares in 2008 as part of Visa's initial public offering. These shares are transferable only under limited circumstances until they can be converted into the publicly traded Class A shares. This conversion will not occur until the settlement of certain litigation which is indemnified by Visa members. Visa funded an escrow account from its initial public offering to settle these litigation claims. Should this escrow account not be sufficient to cover these litigation claims, Visa is entitled to fund additional amounts to the escrow account by reducing each member bank's Class B conversion ratio to unrestricted Class A shares. Effective June 28, 2018, the conversion rate for each Class B common share decreased to 1.6298 shares of Class A common stock. Based on the existing transfer restriction and the uncertainty of the covered litigation, the Visa Class B shares (75,681 Class A equivalent shares) that we own are carried at a zero cost basis as of December 31, 2018.

### Fair Value Adjustments

Loan servicing rights increased by \$7.8 million, or 6.9%, to \$120.4 million at December 31, 2018, compared to December 31, 2017. MSR, the primary component of loan servicing rights, contributed the majority of the change, increasing by \$10.7 million or 10.7%, to \$111.4 million, offset primarily by decreasing indirect auto servicing rights of \$2.7 million at December 31, 2018. The current estimated fair market value of MSR was \$116.8 million at December 31, 2018.

At December 31, 2018, fair value adjustments recorded on the balance sheet for loans held-for-sale, interest rate lock commitments ("IRLCs"), and hedge items were \$8.8 million, a \$1.5 million, or 15.0% decrease, from December 31, 2017.

At December 31, 2018, the gross pipeline of interest rate lock commitments was \$225.7 million, a \$21.8 million, or 10.7%, increase from December 31, 2017.

### Market Risk

Market risk is defined as the sensitivity of income, fair value measurements and capital to changes in market rates or prices. Our primary market risk exposure is credit risk and, to a lesser extent, interest rate risk and liquidity risk. We have little or no risk related to trading accounts, commodities, or foreign exchange. Our real estate loan portfolio is subject to risks associated with the local economies of our various markets and, in particular, the regional economy of the South.

Interest rate risk, which encompasses price risk, is the exposure of our financial condition and earnings ability to withstand adverse movements in interest rates. Price and interest rate risks arise from the financial instruments and positions we hold including loans, mortgage servicing rights, investment securities, deposits, borrowings, and derivative financial instruments. Accepting this risk can be an important source of profitability and shareholder value;

however, excessive levels of interest rate risk can pose a significant threat to assets, earnings, and capital. Accordingly, effective risk management that maintains interest rate risk at prudent levels is essential to our success. ALCO monitors and considers methods of managing the rate and sensitivity repricing characteristics of the balance sheet components consistent with maintaining acceptable levels of changes in portfolio values and net interest income with changes in interest rates. The primary purposes of ALCO are to manage our interest rate risk consistent with earnings and liquidity, to effectively invest our capital, and to preserve the value created by our core business operations. In addition, our exposure to interest rate risk is compared to established tolerances on at least a quarterly basis by our Board of Directors.

Evaluating our exposure to changes in interest rates includes assessing both the adequacy of the process we use to control interest rate risk and our quantitative levels of exposure. When assessing the interest rate risk management process, we seek to ensure that appropriate policies, procedures, management information systems, and internal controls are in place to maintain interest rate risk at prudent levels with consistency and continuity. Evaluating the quantitative level of interest rate risk exposure

requires us to assess the existing and potential future effects of changes in interest rates on our consolidated financial condition, including capital adequacy, earnings, liquidity, and, where appropriate, asset quality.

#### Interest Rate Sensitivity

The primary tool management uses to estimate and manage the sensitivity of net interest income to changes in interest rates is an asset/liability simulation model. Resulting estimates are based on a number of assumptions for each scenario, including the level of balance sheet growth, loan and deposit repricing characteristics, and the rate of prepayment. Additionally, the fair value of our MSRs is highly sensitive to changes in interest rates and changes in market implied interest rate volatility. ALCO periodically reviews the assumptions for accuracy based on historical data and future expectations; however, actual net interest income may differ from model results.

The primary objective of the simulation model is to measure the potential change in net interest revenue over time using multiple interest rate scenarios. The base scenario assumes the most likely estimate of future interest rate increases and balance sheet changes and is the scenario from which others are compared. Policy limits are based on immediate rate shock scenarios which are compared to the base scenario. While the primary policy scenarios focus on a twelve month time frame, longer time horizons are also modeled. In addition, management reviews the impact of various yield curve scenarios on earnings and cash flows. Our policy states that an immediate and sustained 200 basis point increase or decrease in interest rates should not negatively impact net interest income by more than 10%.

We also use the simulation model to calculate the sensitivity of the economic value of equity (“EVE”) under various interest rate scenarios. EVE is defined as the net present value of assets less the net present value of liabilities, net of any impact due to derivatives.

The following table summarizes the results of a 12-month forecasting period of an immediate and sustained increase or decrease of 100 and 200 basis points in market interest rates as of December 31, 2018, and 2017:

Basis Point Change in Interest Rates	% Change in Projected Net Interest Income	
	2018	2017
	%	%
+200	7.50 %	7.70 %
+100	3.70	3.60
-100	-4.70	-3.30
-200	-7.70	-5.50

Year over year balance sheet changes and assumption updates have slightly increased net interest income sensitivity to changes in interest rates. The rate shock analysis at December 31, 2018 indicated that all of the scenarios would fall within policy parameters and approved tolerances for net interest income and EVE at risk. If large downward shocks were to occur from today's low rates, increased MSR modeled impairment may breach net income benchmarks.

Rate shock analysis provides only a limited, point in time view of interest rate sensitivity. The actual impact of interest rate changes upon earnings and net present value may differ from that implied by any rate shock. In addition, net interest income and net present value under various future interest rate scenarios are affected by multiple other factors not embodied in a rate shock, including competition, changes in the shape of the Treasury yield curve, divergent movement among various interest rate indices, and the speed with which interest rates change.

#### Liquidity

Market and public confidence in our financial strength and that of financial institutions in general largely determines the access to appropriate levels of liquidity. This confidence is significantly dependent on our ability to maintain sound credit quality and appropriate levels of capital resources.

We define liquidity as our ability to generate sufficient cash flows to support our operations and to meet our financial obligations at a reasonable cost and on a timely basis including repayment of borrowings, anticipated customer demands for funds under credit commitments and deposit withdrawals by customers. Liquidity risk is the risk to earnings or capital if we are unable to fulfill our obligations as they become due. Liquidity risk can also develop if we fail to timely recognize or address changes in market conditions that affect our ability to obtain adequate funding to continue to operate on a profitable basis.



We mitigate liquidity risk by funding our asset growth with low-cost core deposits. In addition to monitoring our interest rate sensitivity, ALCO also manages our liquidity risk. ALCO meets regularly to review the current and projected net liquidity positions and to review actions taken by management to achieve this liquidity objective. The Board of Directors also reviews performance against internal liquidity benchmarks on at least a quarterly basis. Managing the levels of total liquidity, short-term liquidity, and short-term liquidity sources continues to be an important and complex exercise because of the coordination of the projected mortgage, SBA and indirect automobile loan production and sales, loans held-for-sale balances, and individual loans and pools of loans sold anticipated to fluctuate during the year. We also have fluctuating obligations related to our portfolio of loans serviced for others such as advances we are obligated to make to

investors to fund scheduled principal, interest, tax and insurance payments that mortgage loan borrowers have failed to make, to cover foreclosure costs and various other items that are required to preserve the assets being serviced. These servicer advance obligations require capital and liquidity to fund these advances until we are contractually authorized to be reimbursed from the loan investors. While the desired level of liquidity will vary depending on a number of factors, one of the primary goals of ALCO is to maintain a sufficient level of liquidity in both normal operating conditions and in periods of internal or industry stress.

Management measures our liquidity position by giving consideration to both on-balance sheet and off-balance sheet sources of and demands for funds on a daily and weekly basis. Sources of the Bank's liquidity include cash and cash equivalents, net of federal requirements to maintain reserves against deposit liabilities; investment securities eligible for sale or pledging to secure borrowings from customers pursuant to securities sold under agreements to repurchase; loan repayments; loan sales; etc.

Our liabilities also provide liquidity on a day-to-day basis. Daily liquidity needs are met from deposits and certain interest-sensitive deposits, brokered deposits, available unsecured overnight federal funds lines from correspondent banks, securities sold under agreements to repurchase and other short-term borrowings such as a collateralized line of credit at the Federal Reserve Bank of Atlanta ("FRB") Discount Window and a collateralized line of credit from the Federal Home Loan Bank of Atlanta ("FHLB").

We engage in routine activities to retain customer deposits intended to enhance our liquidity position. These routine activities include various measures, such as the following:

- Emphasizing relationship banking to new and existing customers, where borrowers are encouraged and normally expected to maintain deposit accounts with us;
- Offer rate specials on Certificates of Deposit ("CD's") and other deposit promotional offerings to attract new deposit relationships and fund balance sheet growth;
- Pricing deposits, including CD's, at rate levels that will sustain balances at levels that will enhance our asset liability management and net interest margin requirements; and
- Continually working to identify and introduce new products that will attract customers or enhance our appeal as a primary provider of financial services.

Management seeks to maintain a stable net liquidity position while optimizing operating results, as reflected in net interest income, the net yield spread on interest-earning assets and the cost of interest-bearing liabilities in particular. We deploy our funds in a manner to provide liquidity from both assets and liabilities sufficient to meet our cash needs. Our ongoing philosophy is to remain in a liquid position as reflected by such indicators as the composition of our earning assets, which typically includes some level of federal funds sold, cash balances at the FRB, and/or other short-term investments; asset quality; being in a well-capitalized position; and having profitable operating results. Cyclical and other economic trends and conditions can disrupt the Bank's desired liquidity position at any time. Under such circumstances, our federal funds sold position, or cash balances at the FRB, if any, serve as the primary sources of immediate liquidity.

As of December 31, 2018 and 2017, our cash and liquid securities totaled 10.2% and 7.2% of assets, respectively, providing ample liquidity to support our existing operations. In addition to cash and liquid securities, as of December 31, 2018, we had the following sources of available unused liquidity:

(in thousands)	December 31, 2018
FRB discount window	\$ 235,133
FHLB advances	590,700
Brokered CD's	493,562
Unpledged securities	118,040
Unsecured federal funds lines	215,000
Total sources of available unused liquidity	\$ 1,652,435

FHLB borrowing capacity is based on the lower of 25% of assets or pledged loans' lendable collateral value less outstanding advance balances. As of December 31, 2018, there was \$590.7 million FHLB capacity with \$125.0 million in FHLB advances outstanding, additionally, there was \$92.0 million brokered CD's outstanding with remaining capacity of \$493.6 million. We hold investments in FHLB stock for the purposes of maintaining credit lines

with the FHLB.

Our loans held for sale are considered highly liquid. The majority of these loans are conforming residential mortgage loans sold to GNMA, FNMA and FHLMC. Other categories of loans held for sale include the government-guaranteed portion of SBA loans and the balance of indirect automobile loans purchased from motor vehicle dealers. The portfolio of indirect auto loans held for sale fluctuates based on the demand for loan sales from investors, mainly other financial institutions which has declined in recent years.

We believe that our liquidity position continues to be adequate and readily available to meet our foreseeable liquidity requirements and contractual obligations. Our contingency funding plan describes several potential stages based on liquidity levels. Our Board of Directors reviews liquidity benchmarks quarterly. Also, we review on at least an annual basis our liquidity position

and our contingency funding plans with our principal banking regulator. We also maintain various wholesale sources of funding and expect our interest cost to vary based on the range of interest rates charged.

In addition, due to FSC being a separate entity and apart from the Bank, it must provide for its own liquidity. FSC is responsible for the payment of dividends declared for its common and preferred shareholders, and interest and principal on any outstanding debt or trust preferred securities. Substantially all of FSC's cashflow obtained from capital raises and dividends from its wholly-owned subsidiaries, LionMark Insurance Company and the Bank, which are limited by applicable law. In addition, the Bank pays interest to FSC on the Bank's subordinated debt. Under the regulations of the GDBF, bank dividends may not exceed 50% of the prior year's net earnings without approval from the GDBF. If dividends received from the Bank were reduced or eliminated, our liquidity could be adversely affected. As of December 31, 2018 and 2017, FSC had available cash balances of approximately \$10.7 million and \$9.1 million, respectively. This cash is available for general corporate purposes, including debt service on subordinated debt outstanding of \$46.4 million at December 31, 2018 and 2017, providing capital support to the Bank and potential future acquisitions.

In addition, FSC filed a shelf registration statement with the SEC on May 5, 2017 for up to \$100 million of common stock, preferred stock, warrants, or debt securities, to be issued from time to time for general corporate purposes which may include funding bank and non-bank subsidiaries, financing business expansion, or refinancing or extending the maturity of debt obligations and investments at the holding company level. The amount was available to be issued as of June 15, 2017, which was the date that the SEC issued a Notice of Effectiveness. As of December 31, 2018, we have not issued any securities under the shelf registration statement and, due to the pending merger, we do not anticipate issuing any securities under this registration statement.

### Contractual Obligations and Other Commitments

The following schedule provides a summary of our financial commitments to make future payments, primarily to fund loan and other credit obligations, long-term debt, and rental commitments under operating leases of various facilities housing our business development, executive administration and operational support functions as of December 31, 2018. Loan commitments, lines of credit, and letters of credit are presented at contractual amounts; however, since many of these commitments are “revolving” commitments as discussed below and many are expected to expire unused or partially used, the total amount of these commitments does not necessarily reflect future cash requirements.

Payments for borrowings do not include interest. Payments related to leases are based on actual payments specified in the underlying contracts.

(in thousands)	Commitment Maturity or Payment Due by Period				Total
	1 Year or Less	More Than 1 Year but Less Than 3 Years	3 Years or More but Less Than 5 Years	5 Years or More	
Commercial real estate, construction and land development loans	\$117,676	\$29,955	\$—	\$—	\$147,631
Commercial loans	75,787	48,117	92,403	75	216,382
SBA loans	20,218	—	—	—	20,218
Home equity loans	3,083	7,169	9,268	131,757	151,277
Residential mortgage loans	85,719	—	—	—	85,719
Lines of credit	5,711	9,687	500	9,151	25,049
Standby letters of credit and bankers acceptances	250	20	—	—	270
Total loan commitments <sup>(1)</sup>	308,444	94,948	102,171	140,983	646,546
Short-term borrowings <sup>(2)</sup>	139,760	—	—	—	139,760
Subordinated debt <sup>(3)</sup>	—	—	—	120,707	120,707
Rental commitments <sup>(4)</sup>	6,081	9,911	3,756	84	19,832
Purchase obligations <sup>(5)</sup>	7,054	14,410	4,027	12,707	38,198
Time deposits	614,736	204,139	16,126	284	835,285
Brokered time deposits	90,000	2,043	—	—	92,043
Total commitments and long-term borrowings	\$1,166,075	\$325,451	\$126,080	\$274,765	\$1,892,371

Financial commitments include both secured and unsecured obligations to fund. Certain residential construction and acquisition and development commitments relate to “revolving” commitments whereby payments are received as

(1) individual homes or parcels are sold; therefore, the outstanding balances at any one-time will be less than the total commitment. Construction loan commitments in excess of one year have provisions to convert to term loans at the end of the construction period.

(2) Collateralized with investment grade securities or with pledged real estate loans.

Subordinated debt is comprised of three trust preferred security issuances and subordinated notes. We have no

(3) obligations related to the trust preferred security holders other than to remit periodic interest payments and to remit principal and interest due at maturity. Each trust preferred security provides us with the opportunity to prepay the securities at specified dates from inception at par after designated periods for all issues.

(4) Leases and other rental agreements typically have renewal options either at predetermined rates or market rates on renewal.

Purchase obligations include significant contractual obligations under legally enforceable contracts with contract

(5) terms that are both fixed and determinable with initial terms greater than one year. The majority of these amounts are primarily related to salary continuation agreements, and routine services, including core processing systems and telecommunications maintenance.

### Off-Balance Sheet Arrangements

We are a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of our customers, and to reduce our own exposure to fluctuations in interest rates. These financial instruments, which include commitments to extend credit and letters of credit, involve to varying degrees elements of

credit and interest rate risk in excess of the amount recognized in the consolidated financial statements. The contract or notional amounts of these instruments reflect the extent of involvement we have in particular classes of financial instruments.

Our exposure to credit loss, in the event of nonperformance by customers for commitments to extend credit and letters of credit, is represented by the contractual or notional amount of those instruments. We use the same credit policies in making commitments and conditional obligations as we do for recorded loans. Loan commitments and other off-balance sheet exposures are evaluated by the Credit Review department quarterly and reserves are provided for risk as deemed appropriate.

Commitments to extend credit are agreements to lend to customers as long as there is no violation of any condition established in the agreement. Substantially all of our commitments to extend credit are contingent upon customers maintaining specific credit standards at the time of loan funding. We minimize our exposure to loss under these commitments by subjecting them to credit approval and monitoring procedures. Thus, we will deny funding a commitment if the borrower's financial condition deteriorates during the commitment period, such that the customer no longer meets the pre-established conditions of lending. Commitments

generally have fixed expiration dates or other termination clauses and may require payment of a fee. We evaluate each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the borrower. Collateral held varies, but may include accounts receivable, inventory, property, plant and equipment, and income-producing commercial properties. Standby and import letters of credit are commitments issued by us to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans or lines of credit to customers. We hold collateral supporting those commitments as deemed necessary.

#### Loans

Total loans, which include loans held for investment and loans held-for-sale, decreased by \$13.9 million, or 0.4%, at December 31, 2018 over December 31, 2017, primarily due to a decrease in indirect auto loans of \$221.9 million, as Fidelity exited all markets except Florida and Georgia. This decrease was offset by growth in all other loan categories, particularly commercial and residential mortgage. The loan portfolio is the largest component of our earning assets.

The volume of loans is a key driver of our net interest margin as loans typically product higher yields than investment securities and other earning assets. Our strategy is to grow loans in all categories by originating loans that we believe to be of high quality that comply with our conservative credit policies with terms that produce revenues that meet our financial objectives.

The following table summarizes the carrying amount of total loans by loan type:

(in thousands)	December 31,				
	2018	2017	2016	2015	2014
Loans held for investment:					
Commercial	\$904,160	\$811,199	\$784,737	\$703,291	\$524,145
SBA	156,612	141,208	149,779	135,993	134,766
Construction	279,409	248,317	238,910	177,033	123,994
Indirect automobile	1,569,274	1,716,156	1,575,865	1,449,481	1,219,232
Installment loans and personal lines of credit	28,170	25,995	33,225	24,518	19,532
Residential mortgage	594,095	489,721	386,582	302,378	158,348
Home equity lines of credit	153,758	148,370	133,166	104,254	73,289
Loans	3,685,478	3,580,966	3,302,264	2,896,948	2,253,306
Allowance for loan losses	(31,151)	(29,772)	(29,831)	(26,464)	(25,450)
Loans, net of allowance for loan losses	\$3,654,327	\$3,551,194	\$3,272,433	\$2,870,484	\$2,227,856
Total loans:					
Loans held for investment	\$3,685,478	\$3,580,966	\$3,302,264	\$2,896,948	\$2,253,306
Loans held-for-sale:					
Residential mortgage	225,342	269,140	233,525	181,424	127,850
SBA	13,960	13,615	14,309	12,511	9,516
Indirect automobile	—	75,000	150,000	175,000	50,000
Total loans held-for-sale	239,302	357,755	397,834	368,935	187,366
Total loans	\$3,924,780	\$3,938,721	\$3,700,098	\$3,265,883	\$2,440,672

Loans held for investment at December 31, 2018 grew to \$3.7 billion, an increase of \$104.5 million, or 2.9%, over December 31, 2017, primarily due to increased loan production, particularly in residential mortgage, commercial, and construction loans. In addition, we have exercised our buy-back option on delinquent mortgage loans serviced for GNMA since 2014, adding \$24.6 million and \$7.5 million in unpaid principal balances in residential mortgage loans held for investment to the portfolio during 2018 and 2017, respectively. We chose to exercise our buy-back option to avoid continuing to advance principal and interest on delinquent mortgage loans previously sold to the investor pool which allows us to work the loans through to resolution using our internal resources.

Indirect automobile loans decreased by \$146.9 million, or 8.6%, over December 31, 2017 as lower sales volume was noted in 2018 as compared to 2017 as the bank completed its strategy to exit all markets except for Georgia and Florida. Residential mortgage loans increased by \$104.4 million, or 21.3%, over December 31, 2017 as solid production in the residential mortgage portfolio continued. Commercial loans increased by \$93.0 million, or 11.5%,

over December 31, 2017 and construction loans increased by \$31.1 million, or 12.5%, compared to December 31, 2017, as we have added new lenders in our strategy to re-balance the portfolio with higher-yielding commercial credits and de-emphasizing indirect auto lending.

Loans held-for-sale at December 31, 2018 decreased by \$118.5 million, or 33.1%, over December 31, 2017. The indirect auto portfolio held-for-sale balance decreased by \$75.0 million to zero, as only one loan sale occurred during the second half of



2018. We do not intend to have indirect auto loan sales in 2019. In addition, a decrease in residential mortgage loans held-for-sale of \$43.8 million, or 16.3% is the result of slower sales in 2018 compared to 2017.

The following table summarizes the carrying value of loans held for investment by remaining scheduled contractual maturity as of December 31, 2018. Demand loans, loans having no stated repayment schedule or maturity, and overdraft loans are reported as being due within one year or less:

(in thousands)	December 31, 2018			Total
	One Year or Less	After One Year Through Five Years	Over Five Years	
Commercial	\$158,062	\$566,966	\$179,132	\$904,160
SBA	3,014	4,946	148,652	156,612
Construction	263,413	15,996	—	279,409
Indirect automobile	17,450	1,325,182	226,642	1,569,274
Installment loans and personal lines of credit	8,706	19,349	115	28,170
Residential mortgage	58,999	5,698	529,398	594,095
Home equity lines of credit	5,976	27,776	120,006	153,758
Total loans	\$515,620	\$1,965,913	\$1,203,945	\$3,685,478

The following table summarizes the carrying value of loans held for investment at December 31, 2018 with maturity dates after one year and their general repricing characteristics:

(in thousands)	December 31, 2018
Fixed interest rates	\$ 2,695,323
Floating or adjustable interest rates	474,535
Total	\$ 3,169,858

#### Credit Quality

Credit quality risk in the loan portfolio provides our highest degree of risk. We manage and control risk in the loan portfolio through adherence to standards established by the Board of Directors and senior management, combined with a commitment to producing quality assets, monitoring loan performance, developing profitable relationships, and meeting the strategic loan quality and growth targets. Our credit policies establish underwriting standards, place limits on exposures, which include concentrations and commitments, and set other limits or standards as deemed necessary and prudent. Also included in the policy, primarily determined by the amount and type of loan, are various approval levels, ranging from the branch or department level to those that are more centralized.

We maintain a diversified loan portfolio intended to spread risk and reduce exposure to economic downturns, which may occur in different segments of the economy or in particular industries. Industry and loan type diversification is reviewed at least quarterly. Management has taken numerous steps to reduce credit risk in the loan portfolio and to strengthen the credit risk management team and processes. In addition, credit policies are continually reviewed and revised as necessary. Experienced managers are in place, strengthening lending areas and Credit Administration. The provision for loan losses was \$5.5 million in 2018 and \$4.3 million in 2017, an increase of \$1.2 million, primarily due to the increase in the commercial loan portfolio and the associated qualitative risk factor. Net charge-offs were relatively flat from the previous year at \$4.1 million in 2018 and \$4.2 million in 2017.

The Credit Review Department (“Credit Review”) regularly reports to senior management and the Loan and Discount Committee of the Board of Directors regarding the credit quality of the loan portfolio, as well as trends in the portfolio and the adequacy of the allowance for loan losses. Credit Review monitors loan concentrations, production, loan growth, as well as loan quality, and independent from the lending departments, reviews risk ratings and tests credits approved for adherence to our lending standards. Finally, Credit Review also performs ongoing, independent reviews of the risk management process and adequacy of loan documentation. The results of its reviews are reported to the Loan and Discount Committee of the Board of Directors. The consumer collection function is centralized and automated to ensure timely collection of accounts and consistent management of risks associated with delinquent accounts.

Nonperforming Assets

Nonperforming assets consist of nonaccrual loans (including repurchased government guaranteed loans), loans past due 90 days or more and still accruing, repossessions, and other real estate ("ORE"). Nonaccrual loans are loans on which the interest accruals have been discontinued when it appears that future collection of principal or interest according to the contractual terms may be doubtful. Troubled debt restructured loans are those loans whose terms have been modified, because of economic or legal

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reasons related to the debtors' financial difficulties and provide a concession to the borrower such as, a reduction in principal, change in terms, or modification of interest rates to below market levels. Repossessions include vehicles and other personal property that have been repossessed as a result of payment defaults. ORE is recorded at the lower of cost or market less the estimated cost to sell which is subject to future declines in real estate values. Purchased credit impaired loans are considered to be performing due to the application of the accretion method and are excluded from the table.

(\$ in thousands)	December 31,					
	2018	2017	2016	2015	2014	
Nonaccrual loans	\$54,746	\$47,012	\$35,358	\$27,128	\$34,856	
Loans past due 90 days or more and still accruing <sup>(1)</sup>	6,746	6,313	6,189	3,497	3,690	
Repossessions	1,696	2,392	2,274	1,560	1,183	
Other real estate ("ORE")	8,290	7,621	14,814	18,677	22,564	
Total nonperforming assets	\$71,478	\$63,338	\$58,635	\$50,862	\$62,293	
Ratio of loans past due 90 days or more and still accruing to total loans	0.18	% 0.18	% 0.19	% 0.12	% 0.16	%
Ratio of nonperforming assets to total loans, repossessions and ORE	1.93	% 1.76	% 1.77	% 1.74	% 2.74	%
Ratio of adjusted nonperforming assets to adjusted loans, repossessions and ORE (non-GAAP) <sup>(2)</sup>	0.92	% 1.06	% 1.33	% 1.50	% 2.54	%

<sup>(1)</sup> Interest income recognized year to date on these loans was approximately \$530,000 in 2018 and \$455,000 in 2017.

<sup>(2)</sup> Excludes GNMA and SBA guaranteed loans and acquired loans. See non-GAAP reconciliation table for a reconciliation to the comparable GAAP measure.

The increase in nonperforming assets of \$8.1 million from December 31, 2017, to December 31, 2018, primarily resulted from an increase in nonaccrual loans, which increased by \$7.7 million from 2017 to 2018 primarily due to an increase in nonaccrual residential mortgage loans of \$10.3 million. This increase was primarily due to repurchases of government guaranteed loans discussed below.

The Bank had \$24.6 million in troubled debt restructured loans at December 31, 2018, of which \$16.2 million were accruing loans and \$8.4 million are on nonaccrual status and are included in nonperforming assets in the table above. There were \$2.3 million in loans covered under Loss Share Agreements with the FDIC at December 31, 2017 and no loans covered by Loss Share Agreements in 2018. Of these loans in 2017, \$113,000 were past due 90 days or more and \$2.3 million were in accrual status due to being in PCI pools.

Loans accruing delinquent 30-89 days increased by \$2.7 million at December 31, 2018, to \$24.7 million compared to \$22.1 million at December 31, 2017, mainly due to increases in 30-89 days delinquencies in the mortgage loan and construction loan portfolios over the year. Of the \$12.6 million in 30-89 day delinquencies in the mortgage loan portfolio, \$9.2 million were only past due 30 days primarily due to timing of month end in December.

Included in nonaccrual loans are \$29.1 million and \$19.5 million in government-guaranteed residential mortgage loans at December 31, 2018 and 2017, respectively. These loans are collateralized by first mortgages on the underlying real estate collateral and are individually reviewed for a specific allowance. The Company's loss exposure on the repurchased government-guaranteed loans is mitigated by the government guarantee in whole or in part. Management believes it has been proactive in charging down and charging off nonperforming assets as appropriate. Management's assessment of the overall loan portfolio is that loan quality and performance have improved in recent years, as indicated by the steady decrease in our nonperforming asset ratios. Management is being aggressive in evaluating credit relationships and proactive in addressing problems.

When a loan is classified as nonaccrual, to the extent collection is in question, previously accrued interest is reversed and interest income is reduced by the interest accrued in the current year, in which case interest advanced to the investor pool prior to the buyback of government guaranteed loans discussed above is not reversed but is capitalized for future reimbursement as part of the government guarantee. For 2018, the gross amount of interest income that would have been recorded on nonaccrual loans, if all such loans had been accruing interest at the original contract rate, was approximately \$1.9 million compared to \$2.2 million and \$1.6 million during 2017 and 2016, respectively.

For additional information on nonaccrual loans see “Critical Accounting Policies—Allowance for Loan Losses.”

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### Allowance for Loan Losses

As discussed in “Critical Accounting Policies—Allowance for Loan Losses,” the allowance for loan losses is established and maintained through provisions charged to operations. Such provisions are estimated based on management’s evaluation of the loan portfolio on at least a quarterly basis which are determined based on current economic conditions, loan portfolio concentrations, past loan loss experience, adequacy of underlying collateral, and such other factors which, in management’s judgment, deserve consideration in estimating loan losses. Loans are charged off in whole or in part when, in the opinion of management, such loans are deemed to be uncollectable. Subsequently, recoveries are added to the allowance.

Management divides the portfolio into the following loan categories: commercial, SBA, construction, indirect auto, consumer installment, and residential mortgage. For each loan category, historical loan loss experience, adjusted for changes in the risk characteristics of each loan category, current trends, and other factors, is used to determine the level of allowance required. Additional amounts are provided based on the probable losses of individual impaired loans and the effect of economic conditions and other qualitative factors on both individual loans and loan categories. Since the provision is based on estimates and subjective judgment, it is not necessarily indicative of the specific amounts of losses that may ultimately occur.

Performing loans are treated as homogeneous pools and the allowance for loan losses for these loans is based on historical net charge-off rates adjusted for current trends in qualitative factors. Nonperforming and substandard loans, typically commercial and construction loans with outstanding balances exceeding \$50,000, as well as certain other performing loans with greater than normal credit risk characteristics, are not treated as homogeneous pools and are instead individually reviewed for a specific allowance. The specific allowance for these individually reviewed loans is based on a specific loan impairment analysis based on the latest appraised value using independent appraisers, trends of similar property values within our market areas and our own observations and experience with similar properties. The unallocated portion of the allowance reflects a margin for the imprecision inherent in estimates of the range of the probable credit losses.

At December 31, 2018, the allowance for loan losses was \$31.2 million, or 0.85% of loans, compared to \$29.8 million, or 0.83% of loans, at December 31, 2017. The allowance (excluding acquired and indirect allowance) to adjusted loans (excluding acquired and indirect loans), a non-GAAP measure, was 1.12% at December 31, 2018 compared to 1.16% at December 31, 2017. Management uses this measure to provide better visibility into the allowance as part of its strategic initiative to de-emphasize indirect loans and grow loans in categories other than indirect, mainly commercial, construction and SBA. Net charge-offs as a percentage of average loans outstanding during each respective period were 0.11% in 2018, a slight decrease as compared to 0.12% for 2017.

The table below presents the allocated loan loss allowance by loan type as of December 31, 2018, and 2017:

(in thousands)	December 31,		Increase/ (Decrease)
	2018	2017	
Commercial	\$9,889	\$7,846	\$ 2,043
SBA	2,266	1,968	298
Construction	2,849	2,396	453
Consumer	9,110	10,758	(1,648 )
Mortgage	7,037	5,928	1,109
Unallocated	—	876	(876 )
Total allocated loan loss allowance by loan type	\$31,151	\$29,772	\$ 1,379

The allocated allowance at December 31, 2018 increased by \$1.4 million in comparison to the balance at December 31, 2017 as increases in provision for loan losses were needed to support portfolio growth and the associated qualitative risk factors, specifically with the commercial loan portfolio.

## Allocation of the Allowance for Loan Losses

	December 31, 2018		December 31, 2017		December 31, 2016	
(\$ in thousands)	Allowance	% <sup>(1)</sup>	Allowance	% <sup>(1)</sup>	Allowance	% <sup>(1)</sup>
Commercial	\$9,889	24.5 %	\$7,846	22.7 %	\$9,331	23.8 %
SBA	2,266	4.2	1,968	3.9	1,978	4.5
Construction	2,849	7.6	2,396	6.9	2,176	7.2
Consumer	9,110	43.4	10,758	48.7	9,812	48.3
Mortgage	7,037	20.3	5,928	17.8	5,755	16.2
Unallocated	—	—	876	—	779	—
Total	\$31,151	100.0%	\$29,772	100.0%	\$29,831	100.0%
	December 31, 2015		December 31, 2014			
(\$ in thousands)	Allowance	% <sup>(1)</sup>	Allowance	% <sup>(1)</sup>		
Commercial	\$8,582	24.3 %	\$10,152	23.3 %		
SBA	2,433	4.7	3,015	6.0		
Construction	1,711	6.1	1,486	5.5		
Consumer	8,668	50.5	6,591	54.6		
Mortgage	4,294	14.4	3,475	10.6		
Unallocated	776	—	731	—		
Total	\$26,464	100.0%	\$25,450	100.0%		

<sup>(1)</sup> Percentage of the carrying value of the respective loan type to total loans.

## Investment Securities

Management's primary objective in managing the investment securities portfolio includes maintaining a portfolio of high quality investments with competitive returns through the employment of excess funds not needed for loan demand or to offset fluctuations in deposits, while providing for pledging and liquidity needs within overall asset and liability management parameters. Our investment activities are governed internally by our Board-approved investment policy and carried out by our Treasury department. Investment strategies are reviewed by the ALCO based on the interest rate environment, balance sheet mix, actual and anticipated loan production and sales, projected funding needs and overall sensitivity to interest rate risk.

We are required under federal regulations to maintain adequate liquidity to ensure safe and sound operations. As such, management regularly evaluates the investment portfolio for cash flows, the level of loan production, current interest rate risk strategies and the potential future direction of market interest rate changes. Over the longer term, the size and composition of the investment securities portfolio will reflect balance sheet trends, our overall liquidity objectives, and interest rate risk management objectives. Accordingly, the size and composition of the investment securities portfolio could change over time. Individual investment securities differ in terms of default, interest rate, liquidity and expected rate of return risk. We maintain a relatively high percentage of the investment securities portfolio as available-for-sale to meet possible liquidity needs including pledging as collateral for public deposits and borrowings. The held-to-maturity investment securities are primarily utilized for pledging as collateral for public deposits. Investment security cash-flow reinvestment and additional investment may occur as interest rates increase in the foreseeable future.

Our investment securities consisted primarily of residential and commercial mortgage-backed securities issued by U.S. Government-sponsored entities ("GSE's") which expose us to a low level of credit and liquidity risk. The following table summarizes the amortized cost and fair value of debt securities at the time periods indicated:

(in thousands)	December 31,					
	2018		2017		2016	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<b>Investment securities available-for-sale:</b>						
Obligations of GSE's	\$22,145	\$21,958	\$22,182	\$22,225	\$22,218	\$22,405
Municipal securities	9,824	10,063	9,318	9,635	11,706	11,981
SBA pool securities	11,036	10,738	13,031	12,910	14,142	13,912
Residential mortgage-backed securities	185,464	187,478	50,251	50,978	64,141	65,630
Commercial mortgage-backed securities	21,929	21,365	24,721	24,373	30,987	30,382
Total available-for-sale	\$250,398	251,602	\$119,503	\$120,121	\$143,194	\$144,310
<b>Investment securities held-to-maturity:</b>						
Municipal securities	\$8,504	\$8,026	\$8,588	\$8,641	\$1,588	\$1,536
Residential mortgage-backed securities	7,719	7,481	9,100	9,043	10,899	10,902
Commercial mortgage-backed securities	3,903	3,903	4,001	4,001	4,096	4,096
Total held-to-maturity	\$20,126	\$19,410	\$21,689	\$21,685	\$16,583	\$16,534

Investment securities available-for-sale at December 31, 2018 increased by \$131.5 million, or 109.5%, from December 31, 2017, primarily as a result of an increase in residential mortgage-backed securities investments of \$135.2 million, partially offset by small decreases in other categories. Investment securities available for sale at December 31, 2017 decreased by \$24.2 million, or 16.8%, over December 31, 2016, primarily as a result of securities being called during the year.

Investment securities held-to-maturity at December 31, 2018 decreased by \$1.6 million, or 7.2%, over December 31, 2017, primarily in residential and commercial mortgage-backed securities. Investment securities held-to-maturity at December 31, 2017 increased by \$5.1 million, or 30.8%, from December 31, 2016, primarily due to additional investment in municipal securities of \$7.0 million; partially offset by a decrease in residential mortgage-backed securities of \$1.8 million.

The amortized cost, fair value and average yield of investment securities are categorized in the following table by remaining contractual maturity. The amortized cost, fair value and average yield of securities not due at a single maturity (i.e., mortgage-backed securities) are shown separately and are calculated based on estimated remaining average life:

(\$ in thousands)	December 31, 2018			December 31, 2017		
	Amortized Cost	Fair Value	Average Yield <sup>(1)</sup>	Amortized Cost	Fair Value	Average Yield <sup>(1)</sup>
<b>Investment securities available-for-sale:</b>						
<b>Obligations of GSE's</b>						
Due after one year through five years	\$21,142	\$20,919	2.10 %	\$21,179	\$21,160	2.10 %
Due after five years through ten years	1,003	1,039	3.46	1,003	1,065	3.46
<b>Municipal securities<sup>(2)</sup></b>						
Due after one year through five years	1,055	1,021	2.51	1,503	1,488	3.47
Due after five years through ten years	2,435	2,539	4.28	2,753	2,877	4.88
Due after ten years	6,334	6,503	4.81	5,062	5,270	4.97
<b>SBA pool securities</b>						
Due after five years through ten years	6,730	6,569	2.46	7,967	7,931	2.44
Due after ten years	4,306	4,169	2.30	5,064	4,979	2.31
Residential mortgage-backed securities	185,464	187,478	3.30	50,251	50,978	2.97
Commercial mortgage-backed securities	21,929	21,365	3.33	24,721	24,373	3.43
<b>Total available-for-sale</b>	<b>\$250,398</b>	<b>\$251,602</b>		<b>\$119,503</b>	<b>\$120,121</b>	
<b>Investment securities held-to-maturity:</b>						
<b>Municipal securities</b>						
Due after five years through ten years	\$1,588	\$1,595	3.47 %	\$1,588	\$1,641	3.47 %
Due after ten years	6,916	6,431	3.77	7,000	7,000	4.52
Residential mortgage-backed securities	7,719	7,481	2.99	9,100	9,043	2.84
Commercial mortgage-backed securities	3,903	3,903	3.65	4,001	4,001	3.65
<b>Total held-to-maturity</b>	<b>\$20,126</b>	<b>\$19,410</b>		<b>\$21,689</b>	<b>\$21,685</b>	

<sup>(1)</sup> Weighted average yields are calculated on the basis of the amortized cost of the security.

<sup>(2)</sup> Average yields reflect the effect of taxable equivalent adjustments using a 25% tax rate for 2018 and 35% tax rate for 2017.

#### Deposits

Deposits are a primary source of funding for us and provide us with the ability to successfully meet both short-term and long-term liquidity needs. We provide a full range of deposit accounts and services to both individuals and businesses for which we charge reasonable service fees such as monthly account maintenance fees, overdraft fees, etc. While retail deposits are a primary source of funding and provide a customer base for cross-selling additional products and services, we also emphasize commercial accounts as an opportunity for growth and to meet our business customers' needs. We also utilize brokered time deposits as a funding source, although to a lesser degree.

Total deposits of \$4.0 billion at December 31, 2018 increased by \$114.4 million, or 3.0%, compared to December 31, 2017. Core deposits, which are comprised of noninterest-bearing demand accounts and interest-bearing demand accounts, including money market accounts and savings deposits accounted for \$111.2 million of the increase, as the result of our continuing transaction account acquisition initiative, in both commercial and consumer accounts. Time deposits at December 31, 2018 increased by \$3.2 million, or 0.3%.



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The following table summarizes average balances and interest rates paid by category for the last three years:

(\$ in thousands)	For the Year Ended December 31,								
	2018			2017			2016		
	Average Amount	Rate	% of Total	Average Amount	Rate	% of Total	Average Amount	Rate	% of Total
Noninterest-bearing demand deposits	\$1,197,136	—	% 30.3	\$1,055,018	—	% 27.6	\$925,965	—	% 26.8
Demand	465,609	0.13	11.8	440,486	0.11	11.5	387,170	0.11	11.2
Money market and savings	1,373,135	0.65	34.8	1,304,529	0.47	34.2	1,100,053	0.33	31.8
Time deposits	850,337	1.19	21.5	910,441	0.91	23.8	910,492	0.88	26.4
Brokered time deposits	62,773	1.84	1.6	109,423	0.81	2.9	132,012	0.82	3.8
Total average deposits	\$3,948,990	0.53	100.0%	\$3,819,897	0.41	100.0%	\$3,455,692	0.38	100.0%

Total average deposits for 2018 increased by \$129.1 million, or 3.4%, over 2017. Average core deposits for 2018 increased by \$235.8 million, or 8.4%, over 2017, primarily due to the above mentioned transaction account acquisition initiative. Average time deposits for 2018 decreased by \$106.8 million, or 10.5%, from 2017, as the enhanced core deposit base allowed the Bank to be more relationship-oriented in its approach to time deposits and non-core brokered CD's. Total average deposits for 2017 increased by \$364.2 million, or 10.5%, over 2016, with \$386.8 million of the increase coming from core deposits. The increase in core deposits was primarily due to organic growth from our transaction account initiatives, including money market promotions that ran primarily in our Florida markets.

The following table summarizes scheduled remaining maturities for time deposits in denominations of \$100,000 and greater as of December 31, 2018:

(in thousands)	December 31, 2018
Three months or less	\$ 183,439
Over three through six months	117,427
Over six through twelve months	172,001
Over 12 months	132,197
Total time deposits \$100,000 and greater	\$ 605,064

Time deposits that meet or exceed the FDIC insurance limit of \$250,000 were \$176.7 million and \$178.5 million at December 31, 2018 and 2017, respectively.

#### Interest Rate and Maturity Distribution of Borrowings

We use our borrowing capability with the FHLB as our primary funding source for borrowings. We enter into FHLB advances with terms that are consistent with our interest rate risk position at the time we enter into each advance. Our FHLB advances mature in less than one year and are collateralized with qualifying residential mortgage, home equity and commercial real estate loans and, from time to time, agency notes or agency mortgage-backed securities.

At December 31, 2018 and 2017, we had \$125.0 million in fixed rate FHLB advances outstanding. In addition, we utilized overnight funding sources of \$14.8 million and \$25.6 million at December 31, 2018 and 2017, respectively. The change in both categories from December 31, 2017 was primarily the result of fluctuations in short-term liquidity needs which the Bank primarily manages through short-term FHLB advances which we chose to utilize as a funding source for loan growth due to the advantageous rates available in comparison to other funding sources.

Securities sold under repurchase agreements consist of balances in the transaction accounts of our commercial customers swept nightly to an overnight investment account. Securities sold under repurchase agreements are not subject to offset.

The interest rate characteristics of our short-term borrowings are presented in the table below:

(\$ in thousands)	December 31,	
	2018	2017
Repurchase agreements at an average period-end rate of 0.26% and 0.19% for 2018 and 2017, respectively	\$ 14,759	\$ 25,580
FRB Discount Window with variable interest of 3.00% for 2018	1	—

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FHLB Fixed Rate Credit Advances with an interest rate of 2.46% for 2018 and interest rates ranging from 1.41% to 1.42% for 2017	125,000	125,000
Total short-term borrowings	\$ 139,760	\$ 150,580

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### Schedule of Short-term Borrowings

The following information regarding short-term borrowings for the years ended December 31, 2018, 2017, and 2016 pertains to our overnight repurchase agreements, FHLB advances and federal funds purchased. Short-term borrowings have a maturity of one year or less.

(\$ in thousands)	2018	2017	2016		
Outstanding at December 31	\$ 139,760	\$ 150,580	\$ 243,351		
Maximum month-end outstanding balance	463,810	266,439	352,603		
Average daily outstanding balance	244,090	134,425	262,674		
Average interest rate during the year	1.86	% 0.69	% 0.54	%	
Weighted average interest rate at year end	2.23	% 1.21	% 0.58	%	

### Subordinated Debt

The aggregate principal balance of subordinated debt was \$121.4 million at December 31, 2018 and 2017 and consisted of amounts outstanding pursuant to the issuance of subordinated notes and trust preferred securities. The unamortized balance of debt issuance costs is netted against the aggregate principal amount in the accompanying Consolidated Balance Sheets. Therefore, the balance reported as subordinated debt in the Consolidated Balance Sheets at December 31, 2018 and 2017 was \$120.7 million and \$120.6 million, respectively, after netting out unamortized acquisition costs of \$686,000 and \$806,000, respectively. Related interest expense is reported as "Interest expense: Subordinated debt" in our Consolidated Statements of Comprehensive Income.

On May 29, 2015, the Bank issued \$75.0 million in aggregate principal amount of subordinated notes (the "Notes"). The Notes are due May 31, 2030 and bear a fixed rate of interest of 5.875% per year until May 31, 2025. From June 1, 2025 to the maturity date, the interest rate will be a floating rate equal to the three-month LIBOR plus 363 basis points. The Bank incurred approximately \$1.1 million of acquisition costs in connection with the debt issuance. The Notes were priced at 100% of their par value. We can call the Notes at their par value in whole or in part on June 1, 2025 or any interest payment date thereafter. The Notes contain certain restrictions on the merger or consolidation of the Company or the sale or transfer of its assets into another entity. The Notes qualify as Tier 2 regulatory capital for the Bank and the Company.

On August 20, 2007, we issued \$20.0 million in fixed-floating rate capital securities of Fidelity Southern Statutory Trust III with a liquidation value of \$1,000 per security. Interest was fixed at 6.62% for five years and converted to a floating rate, which adjusts quarterly at a rate per annum equal to the three-month LIBOR plus 1.40%, with a rate of 4.19% and 2.99% at December 31, 2018 and 2017. The issuance has a final maturity of 30 years, but may be redeemed with regulatory approval at any distribution payment date or at any time upon certain events, such as a change in the regulatory treatment of the trust preferred securities, at the redemption price of 100%.

On March 17, 2005, we issued \$10.0 million in floating rate capital securities of Fidelity Southern Statutory Trust II with a liquidation value of \$1,000 per security. Interest adjusts quarterly at a rate per annum equal to the three-month LIBOR plus 1.89%, with a rate of 4.68% and 3.49% at December 31, 2018 and 2017. The issuance has a final maturity of 30 years, but may be redeemed at any distribution payment date at the redemption price of 100%.

On June 26, 2003, we issued \$15.0 million in Floating Rate Capital Securities of Fidelity Southern Statutory Trust I with a liquidation value of \$1,000 per security. Interest adjusts quarterly at a rate per annum equal to the three-month LIBOR plus 3.10%. The rates in effect on December 31, 2018 and 2017, were 5.92% and 4.77%, respectively. The issuance has a final maturity of 30 years, but may be redeemed at any distribution payment date at the redemption price of 100%.

The trust preferred securities were sold in private transactions exempt from registration under the Securities Act of 1933, as amended (the "Securities Act") and were not registered under the Securities Act. The payments to the holders of trust preferred securities are fully tax deductible.

The \$45.0 million of trust preferred securities issued by our trusts, as of December 31, 2018 and 2017, are not consolidated for financial reporting purposes. Thus, the equity investments in the subsidiaries we created to issue the obligations, the obligations themselves, and related dividend income and interest expense are reported on an unconsolidated basis, with the investments in the amount of \$1.4 million at December 31, 2018, and 2017, reported as other assets in our Consolidated Balance Sheets and dividends included as other noninterest income in our Statements of Comprehensive Income.

We included the \$45.0 million of trust preferred securities in our Tier 1 capital at December 31, 2018 and 2017 as an element of restricted core capital. Restricted core capital elements are subject to an aggregate 25% of Tier 1 capital, net of goodwill limitation, as defined by the regulatory risk-based capital standards for bank holding companies. These standards also require that trust preferred securities be excluded from Tier 1 capital within five years of the maturity of the underlying junior subordinated notes issued. Our first junior subordinated note matures in June 2033.

Shareholders' Equity

Shareholders' equity at December 31, 2018 and 2017 was \$446.2 million and \$401.6 million, respectively. The \$44.6 million increase in shareholders' equity over December 31, 2017 was attributable to net income earned of \$43.8 million, and common

stock issued under employee programs of \$13.3 million during 2018, partially offset by cash dividends declared on common shares during 2018 of \$13.0 million.

In December 2008, as part of the U.S. Treasury's Capital Purchase Program, the U.S. Treasury purchased 48,200 shares of the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the "Preferred Stock"), and a warrant for an aggregate purchase price of \$48.2 million in cash. On June 27, 2012, the Treasury sold all of its shares of the Company's Preferred Stock in a public offering as part of a modified Dutch auction process. The Company did not receive any proceeds from this auction.

On May 28, 2015, the U.S. Treasury sold its warrant in a private transaction with two unaffiliated third-party investors.

Warrant exercises in 2016 and 2015 described below by third-party investors resulted in there being no shares eligible to be purchased pursuant to the Warrant at December 31, 2018, 2017 or 2016. At December 31, 2015, one investor had a warrant to purchase 1,000,000 shares of our common stock.

During 2016 and 2015, we received Warrant exercise notices for cash and cashless exercises, resulting in the issuance of 1,000,000 and 1,487,487 shares of common stock, respectively. In 2016, all exercises were cash exercises for aggregate proceeds of \$2.7 million, resulting in the issuance of 1,000,000 shares of common stock. During 2016, 1,346,873 equivalent shares exercised were cashless, resulting in the issuance of 1,140,614 shares of common stock and cash exercise aggregated \$931,354, resulting in the issuance of 346,873 shares of common stock.

On May 5, 2017, we filed a shelf registration statement with the SEC for the issuance of up to \$100 million of common stock, preferred stock, warrants, or debt securities, to be issued from time to time for general corporate purposes which may include funding bank and non-bank subsidiaries, financing business expansion, or refinancing or extending the maturity of debt obligations and investments at the holding company level. The amount was available to be issued as of June 15, 2017, which was the date that the SEC issued a Notice of Effectiveness. As of December 31, 2018, we have not issued any securities under the shelf registration statement and, due to the merger with Ameris; we do not anticipate issuing any securities under the shelf registration.

On December 17, 2018, Fidelity entered into an Agreement and Plan of Merger (the "Merger Agreement") with Ameris Bancorp ("Ameris"). The Merger Agreement provides that, upon the terms and subject to the conditions set forth, FSC will merge with and into Ameris (the "Merger"), in an all-stock transaction, with Ameris surviving the Merger.

Immediately following the Merger, the Bank will merge (the "Bank Merger") with and into Ameris's wholly owned bank subsidiary, Ameris Bank. Ameris Bank will be the surviving entity in the Bank Merger. The Merger Agreement was unanimously approved by the board of directors of each of Fidelity and Ameris. The transaction is expected to close in the second quarter 2019. The closing of the transactions contemplated by the Merger Agreement is subject to the approval of FSC's shareholders, regulators, and certain other customary closing conditions.

Subject to the terms and conditions of the Merger Agreement, at the effective time of the Merger, Fidelity's shareholders will have the right to receive 0.80 shares (the "Exchange Ratio") of common stock, par value \$1.00 per share, of Ameris Common Stock for each share of common stock, no par value per share, of Fidelity Common Stock that they hold, together with cash in lieu of fractional shares.

#### Recent Accounting Pronouncements

For information relating to recent accounting standards and pronouncements, see Footnote 1 to our audited Consolidated Financial Statements entitled "Summary of Significant Accounting Policies."

## CONSOLIDATED QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

The following tables set forth, for the periods indicated, certain consolidated quarterly financial information. This information is derived from unaudited consolidated financial statements that include, in the opinion of management, all normal recurring adjustments which we consider necessary for a fair presentation of the results for such periods. The results for any quarter are not necessarily indicative of results for any future period. This information should be read in conjunction with our consolidated financial statements and the notes thereto included elsewhere in this report.

(in thousands, except per share data)	2018			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Interest income	\$48,271	\$46,872	\$44,740	\$41,562
Interest expense	8,713	8,125	8,268	6,794
Net interest income	39,558	38,747	36,472	34,768
Provision for loan losses	745	360	2,286	2,130
Noninterest income	31,079	33,662	36,977	37,133
Noninterest expense	56,113	55,585	58,852	54,742
Income before income taxes	13,779	16,464	12,311	15,029
Income tax expense	3,855	3,722	2,921	3,262
Net income	\$9,924	\$12,742	\$9,390	\$11,767
Earnings per common share:				
Basic	\$0.36	\$0.47	\$0.35	\$0.44
Diluted	\$0.36	\$0.47	\$0.34	\$0.43
Weighted average shares outstanding - basic	27,283	27,229	27,093	27,011
Weighted average shares outstanding - diluted	27,376	27,337	27,222	27,121

(in thousands, except per share data)	2017			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Interest income	\$41,653	\$39,105	\$39,578	\$37,642
Interest expense	5,779	5,711	5,832	5,408
Net interest income	35,874	33,394	33,746	32,234
Provision for loan losses	—	1,425	750	2,100
Noninterest income	28,888	33,638	35,056	37,370
Noninterest expense	52,910	52,837	54,551	50,572
Income before income taxes	11,852	12,770	13,501	16,932
Income tax (benefit) expense	(591 )	4,836	4,609	6,405
Net income	\$12,443	\$7,934	\$8,892	\$10,527
Earnings per common share:				
Basic	\$0.46	\$0.30	\$0.34	\$0.40
Diluted	\$0.46	\$0.30	\$0.33	\$0.40
Weighted average shares outstanding - basic	26,904	26,729	26,433	26,335
Weighted average shares outstanding - diluted	27,011	26,849	26,547	26,477

## Item 7A. Quantitative and Qualitative Disclosures About Market Risk

See Item 7, "Market Risk and Interest Rate Sensitivity" for a quantitative and qualitative discussion about our market risk.

Item 8. Financial Statements and Supplementary Data

Management's Report on Internal Control over Financial Reporting

Management of Fidelity Southern Corporation (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting. Management has assessed the effectiveness of internal control over financial reporting using the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) (2013 framework).

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

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Based on the testing performed using the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) (2013 framework), management of the Company believes that the company's internal control over financial reporting was effective as of December 31, 2018.

The effectiveness of our internal control over financial reporting as of December 31, 2018, has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included herein.

FIDELITY SOUTHERN CORPORATION

by /s/ JAMES B. MILLER, JR.  
James B. Miller, Jr.  
Chief Executive Officer and Chairman of the Board

by /s/ CHARLES D. CHRISTY  
Charles D. Christy  
Chief Financial Officer

March 13, 2019

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Fidelity Southern Corporation

### Opinion on Internal Control over Financial Reporting

We have audited Fidelity Southern Corporation and subsidiaries' internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Fidelity Southern Corporation and subsidiaries' (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2018 and 2017, and the related consolidated statements of comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2018, and the related notes and our report dated March 13, 2019 expressed an unqualified opinion thereon.

### Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control Over Financial Reporting

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



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

/s/ Ernst & Young LLP

Atlanta, Georgia  
March 13, 2019

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Report of Ernst & Young LLP, Independent Registered Public Accounting Firm  
To the Shareholders and the Board of Directors of Fidelity Southern Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Fidelity Southern Corporation and subsidiaries (the Company) as of December 31, 2018 and 2017, and the related consolidated statements of comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2018, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated March 13, 2019 expressed an unqualified opinion thereon.

Basis for Opinion

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

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

/s/ Ernst & Young LLP

We have served as the Company's auditor since 1995.  
Atlanta, Georgia  
March 13, 2019

FIDELITY SOUTHERN CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

	December 31,	
	2018	2017
(\$ in thousands)		
Assets		
Cash and due from banks	\$36,615	\$33,874
Interest-bearing deposits with banks	171,151	104,032
Federal funds sold	4,527	48,396
Cash and cash equivalents	212,293	186,302
Investment securities available-for-sale	251,602	120,121
Investment securities held-to-maturity (fair value of \$19,410 and \$21,685, respectively)	20,126	21,689
Loans held-for-sale (includes loans at fair value of \$225,342 and \$269,140, respectively)	239,302	357,755
Loans	3,685,478	3,580,966
Allowance for loan losses	(31,151)	(29,772)
Loans, net of allowance for loan losses	3,654,327	3,551,194
Premises and equipment, net	93,699	88,463
Other real estate, net	8,290	7,621
Bank owned life insurance	71,510	71,883
Servicing rights, net	120,390	112,615
Other assets	62,257	59,215
Total assets	\$4,733,796	\$4,576,858
Liabilities		
Deposits		
Noninterest-bearing demand deposits	\$1,214,534	\$1,125,598
Interest-bearing deposits	2,767,044	2,741,602
Total deposits	3,981,578	3,867,200
Short-term borrowings	139,760	150,580
Subordinated debt, net	120,707	120,587
Other liabilities	45,510	36,859
Total liabilities	4,287,555	4,175,226
Shareholders' equity		
Preferred stock, no par value. Authorized 10,000,000 shares; no shares issued and outstanding	—	—
Common stock, no par value. Authorized 50,000,000 shares; issued and outstanding 27,279,729 and 27,019,201, respectively	230,841	217,555
Accumulated other comprehensive income, net of tax	985	383
Retained earnings	214,415	183,694
Total shareholders' equity	446,241	401,632
Total liabilities and shareholders' equity	\$4,733,796	\$4,576,858
See accompanying notes to consolidated financial statements.		

FIDELITY SOUTHERN CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31,		
	2018	2017	2016
(\$ in thousands, except per share data)			
Interest income:			
Loans, including fees	\$172,673	\$150,998	\$143,605
Investment securities:			
Taxable interest income	5,991	4,269	4,941
Nontaxable interest income	326	135	292
Other	2,455	2,576	445
Total interest income	181,445	157,978	149,283
Interest expense:			
Deposits	20,849	15,722	13,194
Short-term borrowings	4,530	928	1,424
Subordinated debt	6,521	6,080	5,830
Total interest expense	31,900	22,730	20,448
Net interest income	149,545	135,248	128,835
Provision for loan losses	5,521	4,275	8,231
Net interest income after provision for loan losses	144,024	130,973	120,604
Noninterest income:			
Service charges on deposit accounts	6,427	6,019	5,941
Other fees and charges	9,522	8,402	7,664
Mortgage banking activities	103,077	98,797	101,577
Indirect lending activities	5,227	12,533	14,900
SBA lending activities	6,728	4,540	5,659
Bank owned life insurance	4,178	1,670	2,374
Securities gains	—	—	578
Trust and wealth management fees	2,283	1,288	628
Other	1,409	1,703	2,004
Total noninterest income	138,851	134,952	141,325
Noninterest expense:			
Salaries and employee benefits	113,522	103,366	96,684
Commissions	36,129	34,573	33,907
Occupancy	18,810	18,164	17,890
Professional and other services	17,570	18,343	15,224
Other	39,261	36,424	37,315
Total noninterest expense	225,292	210,870	201,020
Income before income tax expense	57,583	55,055	60,909
Income tax expense	13,760	15,259	22,143
Net income	\$43,823	\$39,796	\$38,766
Earnings per common share:			
Basic	\$1.61	\$1.50	\$1.52
Diluted	\$1.61	\$1.49	\$1.50
Net income	\$43,823	\$39,796	\$38,766
Other comprehensive income (loss), net of tax:			
Change in net unrealized gains/(losses) on available-for-sale securities, net of tax benefit of \$174, (\$189), and (\$303)	522	(309)	(494)

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Adjustment for net (gains)/losses included in net income, net of tax (expense)/benefit of \$0, \$0, and (\$220)	—	—	(358 )
Total other comprehensive income (loss), net of tax	522	(309 )	(852 )
Comprehensive income	\$44,345	\$39,487	\$37,914

See accompanying notes to consolidated financial statements.

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FIDELITY SOUTHERN CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(in thousands)	Common Stock		Accumulated Other Comprehensive Income (Loss) Net of Tax	Retained Earnings	Total
	Shares	Amount			
Balance at December 31, 2015	23,141	\$ 169,848	\$ 1,544	\$ 130,067	\$ 301,459
Net income				38,766	38,766
Other comprehensive loss, net of tax			(852)		(852)
Comprehensive income					37,914
Common stock issued for AEB acquisition	1,470	22,727	—	—	22,727
Common stock issued under various employee plans, net	707	10,049	—	—	10,049
Stock issuance pursuant to exercise of Warrant	1,000	2,685	—	—	2,685
Cash dividends paid	—	—	—	(12,187)	(12,187)
Balance at December 31, 2016	26,318	\$ 205,309	\$ 692	\$ 156,646	\$ 362,647
Net income				39,796	39,796
Other comprehensive loss, net of tax			(309)		(309)
Comprehensive income					39,487
Common stock issued under various employee plans, net	701	12,246	—	—	12,246
Cash dividends paid	—	—	—	(12,748)	(12,748)
Balance at December 31, 2017	27,019	\$ 217,555	\$ 383	\$ 183,694	\$ 401,632
Net income				43,823	43,823
Adoption of ASU 2018-02			80	(80)	—
Other comprehensive income, net of tax			522		522
Comprehensive income					44,345
Common stock issued under various employee plans, net	261	13,286	—	—	13,286
Cash dividends paid	—	—	—	(13,022)	(13,022)
Balance at December 31, 2018	27,280	\$ 230,841	\$ 985	\$ 214,415	\$ 446,241

See accompanying notes to consolidated financial statements.

FIDELITY SOUTHERN CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)	Years Ended December 31,		
	2018	2017	2016
Cash flows from operating activities:			
Net income	\$43,823	\$ 39,796	\$ 38,766
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Provision for loan losses	5,521	4,275	8,231
Depreciation and amortization of premises and equipment	4,405	4,412	4,952
Amortization of FDIC indemnification asset, net	4	1,159	1,321
Accretion of purchase discounts or premiums, net	(1,959 )	(2,814 )	(676 )
Other amortization	739	1,321	1,411
Impairment of other real estate	524	1,058	1,090
Amortization and impairment of servicing rights, net	13,782	19,806	19,527
Share-based compensation expense	8,111	4,624	3,544
Postretirement benefits, net	2,472	2,018	15
Net loss on investment securities called or sold	—	—	(578 )
Gains on loan sales, including origination of servicing rights	(79,615 )	(86,941 )	(97,525 )
Net gain on sales of other real estate	(24 )	(659 )	(859 )
Net income on bank owned life insurance	(4,189 )	(1,732 )	(1,853 )
Net change in deferred income tax, net of acquisitions	3,592	2,233	8,010
Net change in fair value of loans held-for-sale	2,053	(1,426 )	86
Originations of loans held-for-sale	(2,830,679)	(2,960,006)	(3,455,029)
Proceeds from sales of loans held-for-sale	2,996,785	3,122,820	3,452,655
Net payments (paid to) received from FDIC under loss-share agreements	(888 )	487	(92 )
(Decrease) increase in other assets, net of acquisitions	(1,129 )	4,611	(1,969 )
Increase (decrease) in other liabilities, net of acquisitions	3,104	159	(10,535 )
Net cash provided by (used in) operating activities	166,432	155,201	(29,508 )
Cash flows from investing activities:			
Purchases of investment securities available-for-sale	(150,941)	—	(12,391 )
Maturities, calls and repayment of investment securities available-for-sale	19,511	22,536	41,668
Purchases of investment securities held-to-maturity	—	(7,000 )	(3,929 )
Maturities, calls and repayment of investment securities held-to-maturity	1,472	1,798	1,661
Purchases of FHLB stock	(17,383 )	(11,993 )	(14,008 )
Redemption of FHLB stock	17,212	15,937	11,050
Net increase in loans, net of loans acquired	(113,934)	(282,213 )	(270,119 )
Proceeds from the sale of mortgage servicing rights	12,186	—	—
Proceeds from bank owned life insurance	4,562	—	847
Purchase of bank owned life insurance	—	—	(2,500 )
Proceeds from sales of other real estate	804	8,921	11,561
Purchases of premises and equipment, net of acquisitions	(9,641 )	(5,305 )	(6,529 )
Cash received in excess of cash paid for acquisitions	—	—	37,609
Net cash used in investing activities	(236,152)	(257,319 )	(205,080 )





FIDELITY SOUTHERN CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS - Continued

(in thousands)	Years Ended December 31,		
	2018	2017	2016
Cash flows from financing activities:			
Net increase in noninterest-bearing deposits, net of acquisitions	88,936	160,698	113,756
Net increase in interest-bearing deposits, net of acquisitions	25,442	75,908	153,644
Net (decrease) increase in other short-term borrowings	(10,820 )	7,229	(26,379 )
Proceeds from FHLB advances	2,895,000	475,000	1,325,000
Repayments of FHLB advances	(2,895,000)	(575,000 )	(1,265,000)
Repurchase of common stock	(4,469 )	(1,673 )	(821 )
Proceeds from the issuance of common stock, net	9,644	9,295	10,153
Cash dividends paid on common stock	(13,022 )	(12,748 )	(12,187 )
Net cash provided by financing activities	95,711	138,709	298,166
Net increase in cash and cash equivalents	25,991	36,591	63,578
Cash and cash equivalents, beginning of year	186,302	149,711	86,133
Cash and cash equivalents, end of year	\$212,293	\$186,302	\$149,711

(in thousands)	Years Ended December 31,		
	2018	2017	2016
Supplemental cash flow information and non-cash disclosures:			
Cash paid during the year for:			
Interest on deposits and borrowings	\$31,379	\$22,335	\$20,031
Income taxes	9,681	10,888	17,895
Acquisitions:			
Assets acquired	—	—	167,366
Liabilities assumed	—	—	186,030
Common stock issued	—	—	22,727
Transfers from loans held-for-sale to loans held for investment	5,032	5,905	4,573
Transfers of loans to other real estate	1,973	2,127	7,120
See accompanying notes to consolidated financial statements.			

FIDELITY SOUTHERN CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2018

1. Summary of Significant Accounting Policies

Nature of Operations

Fidelity Southern Corporation (“FSC” or “Fidelity”) is a bank holding company headquartered in Atlanta, Georgia. Fidelity conducts operations primarily through Fidelity Bank, a state chartered wholly-owned subsidiary (the “Bank”), and LionMark Insurance Company (“LionMark”), an insurance agency offering consumer credit related insurance products. The “Company” or “our,” as used herein, includes FSC and its consolidated subsidiaries, unless the context requires otherwise.

The Bank provides a full range of financial products and services for retail customers and small to medium-sized businesses, primarily spanning the metropolitan Atlanta and Jacksonville, Orlando, Tallahassee and Sarasota-Bradenton, Florida market and online at [www.LionBank.com](http://www.LionBank.com). We also conduct indirect automobile lending in Georgia and Florida and residential mortgage lending activities in the South and parts of the Midwest, while Small Business Administration (“SBA”) loans are originated nationwide. The Bank attracts deposits from individuals and businesses and uses these deposits and borrowed funds to originate commercial, residential mortgage, construction and installment loans, of which a portion are sold with servicing retained by the Bank. The Bank also offers Wealth Management services to individuals; as well as cash management services, remote deposit services and international trade services for businesses. Through its marketing partners, the Bank offers merchant services for businesses and credit cards for both individuals and businesses.

The Company principally operates in one business segment, which is community banking.

Proposed Merger with Ameris Bancorp

On December 17, 2018, Fidelity entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Ameris Bancorp (“Ameris”). The Merger Agreement provides that, upon the terms and subject to the conditions set forth therein, FSC will merge with and into Ameris (the “Merger”), in an all-stock transaction, with Ameris surviving the Merger. Immediately following the Merger, the Bank will merge (the “Bank Merger”) with and into Ameris’s wholly owned bank subsidiary, Ameris Bank. Ameris Bank will be the surviving entity in the Bank Merger. The Merger Agreement was unanimously approved by the board of directors of each of Fidelity and Ameris. The transaction is expected to close in the second quarter 2019. The closing of the transactions contemplated by the Merger Agreement is subject to the approval of FSC’s shareholders, regulators, and certain other customary closing conditions. Subject to the terms and conditions of the Merger Agreement, at the effective time of the Merger, Fidelity’s shareholders will have the right to receive 0.80 shares (the “Exchange Ratio”) of common stock, par value \$1.00 per share, of Ameris for each share of common stock, no par value per share, of Fidelity that they hold, together with cash in lieu of fractional shares.

The Merger Agreement provides certain termination rights for both Fidelity and Ameris and further provides that a termination fee of \$29.0 million will be payable by Fidelity upon termination of the Merger Agreement under certain circumstances.

Basis of Consolidation

The consolidated financial statements have been prepared in conformity with U. S. generally accepted accounting principles (“GAAP”) followed within the financial services industry. The consolidated financial statements include the accounts of Fidelity and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. All normal, recurring adjustments which, in the opinion of management, are necessary for a fair presentation of the financial statements have been included. Certain amounts previously reported have been reclassified to conform to the current presentation. Such reclassifications had no effect on prior year net income or shareholders’ equity.

The Company also has three unconsolidated subsidiaries, as of December 31, 2018, that were established prior to 2018 for the purpose of issuing trust preferred securities. The equity investments are reported as other assets and dividends are included as other noninterest income. The obligations are reported as subordinated debt, with related interest expense reported as interest on subordinated debt.

Use of Estimates

In preparing the consolidated financial statements, management makes estimates and assumptions based on available information that affect the reported amounts of assets and liabilities as of the balance sheet dates, revenues and expenses for the periods reported and the disclosures provided. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, the calculations of, amortization of, and the potential impairment of capitalized servicing rights, the valuation of loans held-for-sale and certain derivatives, the valuation of real estate or other assets acquired in connection with foreclosures or in satisfaction of loans, estimates used for fair value acquisition accounting, and valuation of deferred income taxes. In addition, the actual lives of certain amortizable assets and income items are estimates subject to change.

The determination of the appropriateness of the allowance for loan losses is based on estimates that are susceptible to significant changes in the economic environment and market conditions. In connection with the determination of the valuation of

capitalized servicing rights and loans held-for-sale; estimated losses on real estate or other assets acquired in connection with foreclosure; and fair value acquisition accounting, management obtains independent valuations. In evaluating the Company's deferred tax position, management considers the level of future revenues and its capacity to fully utilize the current levels of deferred tax assets.

#### Cash and Cash Equivalents

For purposes of reporting cash flows, cash and cash equivalents include cash on hand, cash items in process of collection, interest-bearing deposits with banks, and federal funds sold. Interest-bearing deposits with other financial institutions have maturities less than 90 days and are carried at cost. Federal funds sold are generally purchased and sold for one-day periods, but may, from time to time, have longer terms.

#### Investment Securities

The Company's investment securities are classified as either available-for-sale or held-to-maturity. Held-to-maturity securities are those securities for which the Company has the ability and intent to hold until maturity. All other securities are classified as available-for-sale. The Company does not engage in trading activity.

Available-for-sale securities are recorded at fair value. Held-to-maturity securities are recorded at cost, adjusted for the amortization of premiums or accretion of discounts. Unrealized gains and losses, net of related tax effect, on available-for-sale securities are excluded from income and are reported in other comprehensive income, net of tax. The amortization of premiums and accretion of discounts are recognized in interest income over the life of the related investment securities as an adjustment to yield using the effective interest method. Dividend and interest income are recognized when earned. Realized gains and losses for securities sold are included in income on the trade date and are derived using the specific identification method for determining the cost of securities sold.

If the fair value of a security is less than its amortized cost basis as of the balance sheet date, management must determine if the security has an other than temporary impairment ("OTTI") loss. In estimating OTTI losses, the Company considers, (i) whether it has decided to sell the security, (ii) whether it is more likely than not that the Company will have to sell the security before its market value recovers, and (iii) whether the present value of expected cash flows is sufficient to recover the entire amortized cost basis. When assessing the security's expected cash flows, the Company considers, among other things, (i) the length of time and the extent to which the fair value has been less than cost and (ii) the financial condition and near-term prospects of the issuer.

#### Loans held-for-sale

Loans held-for-sale include the majority of originated residential mortgage loans, certain Small Business Administration ("SBA") loans, and a pool of indirect automobile loans, which the Company has the intent and ability to sell. The Company has elected to account for residential mortgage loans held-for-sale under the fair value option ("FVO"). The fair value of committed residential mortgage loans held-for-sale is determined by outstanding commitments from investors and the fair value of uncommitted loans is based on current delivery prices in the secondary mortgage market.

Origination fees and costs are recognized in earnings at the time of origination for residential mortgage loans held-for-sale. Adjustments to unrealized gains and losses resulting from changes to fair value are included in noninterest income from mortgage banking activities in the Consolidated Statements of Comprehensive Income.

The SBA and indirect automobile loans held-for-sale are recorded at the lower of cost or fair value. Any loans subsequently transferred to the held for investment portfolio are transferred at the lower of cost or fair value at that time. For SBA loans, fair value is determined on an individual loan basis and is primarily based on loan performance and available market information. For indirect automobile loans, the fair value is determined based on evaluating the estimated market value of the pool being accumulated for sale based on available market information. Origination fees and costs for SBA and indirect automobile loans held-for-sale are capitalized as part of the basis of the loan and are included in the calculation of realized gains and losses upon sale.

Gains and losses on the sales of residential mortgage, SBA and indirect loans are recognized at the settlement date, based on the difference between the net sales proceeds, including the estimated value associated with servicing assets or liabilities, and the net carrying value of the loans sold and are classified in the Consolidated Statements of Comprehensive Income as noninterest income from mortgage banking activities, SBA lending activities, and indirect lending activities, respectively.

#### Loans and Interest Income

Loans that management has the intent and ability to hold for the foreseeable future are reported at principal balance and include net deferred amounts. Net deferred amounts are comprised of deferred loan fees, net of certain origination costs; and indirect dealer reserves. Acquired non-purchased credit impaired loans are initially recorded at their acquisition date fair value. Interest income is recognized in the Consolidated Statements of Comprehensive Income as it is earned, using the effective yield interest method on the daily principal balance. Net deferred amounts including acquisition date premium or discount are recognized as part of interest income over the contractual lives of the underlying loans using the effective interest method. Remaining unamortized fees and costs are charged or credited to income when loans are prepaid.

Past due status is based on the contractual terms of the underlying loan agreement. Generally, the accrual of interest income is discontinued when a loan becomes 90 days past due. A loan may be placed on nonaccrual status sooner if reasonable doubt exists as to the full, timely collection of principal or interest. When a loan is placed on nonaccrual status, previously accrued and uncollected interest is reversed against current period interest income. Subsequent interest collected on nonaccrual loans is recorded as a principal reduction. Nonaccrual loans are returned to accrual status when all contractually due principal and interest amounts are brought current and the future payments are reasonably assured.

Loans identified as nonaccrual are potentially impaired loans. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired loans, provided that management expects to collect all amounts due. A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. In addition, troubled debt restructurings ("TDRs") occur when a borrower is experiencing financial difficulty and the Company has granted an economic concession to the borrower. Prior to modifying a borrower's loan terms, the Company performs an evaluation of the borrower's financial condition and ability to service the loan under the potential modified loan terms. The types of concessions granted are generally interest rate reductions or term extensions. If a loan is accruing at the time of modification, the loan remains on accrual status and is subject to the Company's charge-off and nonaccrual policies. If a loan is on nonaccrual status before it is determined to be a TDR, then the loan remains on nonaccrual status. TDRs may be returned to accrual status if there has been at least a six-month sustained period of repayment performance by the borrower. Interest income recognition on impaired loans is dependent on nonaccrual status. All originated loans whose terms have been modified in a TDR are considered impaired. Impairment is determined through the Company's normal loan administration and review functions. Impaired loans are evaluated based on the present value of expected future cash flows discounted at each loan's original effective interest rate, or at the loan's observable market price, or the fair value of the collateral, if the loan is collateral-dependent. When it has been determined that a loan cannot be collected in whole or in part, the uncollectable portion is charged off against the allowance for loan losses.

The Company has chosen to exercise its buy-back option and repurchased certain delinquent loans under the Government National Mortgage Association ("GNMA") optional repurchase program, which are accounted for in nonaccrual status as loans held for investment. GNMA is a government agency that guarantees certain mortgage backed securities where the collateral is mortgages originated through government insurance programs such as FHA and VA; it does not buy or sell mortgages, or issue securitizations. The Company's loss exposure on these loans is mitigated by the government guarantee in whole or in part. The GNMA optional repurchase program allows financial institutions to buy back individual delinquent mortgage loans that meet certain criteria from the securitized loan pool for which the institution provides servicing. At the servicer's option and without GNMA's prior authorization, the servicer may repurchase such a delinquent loan for an amount equal to 100 percent of the remaining principal balance of the loan, less the principal payments advanced prior to the buyback. This buy-back option is considered a conditional option until the delinquency criteria are met, at which time the option becomes unconditional. When the Company is deemed to have regained effective control over these loans under the unconditional buy-back option, the loans can no longer be reported as sold and must be brought back onto the balance sheet, regardless of whether the Company intends to exercise the buy-back option.

The Company has extended loans to certain officers and directors. The Company does not believe these loans involve more than the normal risk of collectability or present other unfavorable features when originated. None of the related party loans were classified as nonaccrual, past due, restructured, or potential problem loans at December 31, 2018, or 2017.

#### Allowance for Loan Losses

The allowance for loan losses ("ALL") is a valuation allowance for probable incurred credit losses. The ALL is maintained at a level which, in management's opinion, is appropriate to absorb credit losses inherent in the loan portfolio as of the balance sheet date.

The Company delineates between loans accounted for under the contractual yield method, primarily originated or legacy loans, and loans accounted for as purchased credit impaired loans. Further, the Company attributes portions of the ALL to loans that it evaluates individually, and to groups of loans and loan commitments that it evaluates

collectively. The entire allowance attributable to loans accounted for under the contractual yield method is available to absorb all losses inherent within that loan portfolio.

The Company utilizes a historical analysis of the Company's loan portfolio to validate the overall appropriateness of the ALL on at least a quarterly basis. In addition to these objective criteria, the Company subjectively assesses the appropriateness of the ALL with consideration given to current economic conditions, changes to loan policies, the volume and type of lending, composition of the portfolio, the level of classified and criticized loans, seasoning of the loan portfolio, payment status and other factors. The ALL is adjusted through provisions for loan losses charged to operations. Loan losses are charged against the ALL when management believes the uncollectibility of a loan, in whole or in part, is confirmed. Subsequent recoveries, if any, are credited to the ALL.

The ALL for originated loans consists of specific, general, and unallocated components. The specific component is established to the extent that the estimated value of an impaired loan is less than the recorded investment. The Company uses

several sources of information to estimate collateral value such as appraisals, broker price opinions, recent sales of foreclosed properties and other relevant market information supplemented by the Company's internal evaluation. The value estimate assumes an orderly disposition of the property, including costs to sell. The general component covers non-impaired loans and is established for loans grouped into pools based on similar characteristics. General allowance factors are calculated for each pool of loans based on historical loss experience, current economic trends, changes in internal risk ratings, current underwriting standards, and other qualitative factors that management believes might impact the estimated losses in each pool. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. The unallocated component of the allowance reflects a margin for the imprecision inherent in estimates of the range of the probable credit losses. The ALL for acquired loans is evaluated at each reporting date subsequent to acquisition. For acquired performing loans, an allowance is determined for each loan pool using a methodology similar to that described above for originated loans and then compared to the remaining fair value discount for that pool. For purchased credit impaired loans, estimated cash flows expected to be collected are re-evaluated at each reporting date for each loan pool. These evaluations require the continued use and updating of key assumptions and estimates such as default rates, loss severity given default, and prepayment speed assumptions, similar to those used for the initial fair value estimate. Management judgment must be applied in developing these assumptions. Decreases in cash flows expected to be collected for purchased credit impaired loans is generally recognized by recording an allowance for loan losses. Subsequent increases in cash flows result in a reversal of the allowance for loan losses to the extent of prior charges, or in the prospective recognition of interest income. Purchased credit impaired loans are not reported with impaired loans or troubled debt restructurings, even if they would otherwise qualify for such treatment. The appropriateness of the ALL is evaluated on at least a quarterly basis using an established process determined by management and the Credit Review Department. Nonperforming commercial and construction loans with outstanding balances exceeding \$50,000, as well as certain other performing loans with greater than normal credit risks, are individually reviewed to determine the level of allowance required to be specifically allocated to these loans. For the general component of the ALL, the loan portfolio is segregated by type of loan, evaluated for exposure to risks, and allocated a loss percentage factor for each homogeneous portfolio. While allocations of the ALL may be made for specific loans, the entire ALL is available for any loan that, in management's judgment, should be charged off. The Company believes that the ALL is appropriate as of the balance sheet date. The ALL evaluation does not include the effects of expected losses on specific loans or groups of loans that are related to future events or expected changes in economic conditions. While management uses the best information available to make its evaluation, future adjustments to the ALL may be necessary if there are significant changes in economic conditions. In addition, regulatory agencies, as an integral part of their examination process, conduct periodic reviews and may require additions to the ALL based on their judgment about information available to them at the time of their examination. In addition, the Company has established a reserve for outstanding loan commitments and letters of credit that is not included in the ALL. This reserve is included in other liabilities on the Consolidated Balance Sheets with changes reported as part of other noninterest expense, not included in the provision for loan losses, in the Consolidated Statements of Comprehensive Income.

#### Premises and Equipment

Land is recorded at cost. Office equipment, furnishings, and buildings, including leasehold improvements, are recorded at cost less accumulated depreciation and amortization. Depreciation is computed using the straight-line method over an estimated useful life of 20 to 39 years for buildings and three to 15 years for furniture and equipment. Leasehold improvements to premises and equipment under operating leases are amortized using the straight-line method over the remaining lease term or estimated useful life, whichever is shorter. Branch renovation and expansion projects in process are included in buildings and improvements and are depreciated beginning with the date the projects are completed. Maintenance and repairs and minor replacements are charged to expense when incurred. Gains and losses on routine dispositions are reflected in earnings.

#### Valuation of Goodwill, Intangible Assets and Other Purchase Accounting Adjustments

The Company accounts for its acquisitions as business combinations which requires the use of the acquisition method of accounting. Under this method, the Company is required to record the assets acquired, including identified intangible assets, and liabilities assumed, at their respective fair values at the acquisition date, which in many



instances involves using estimates based on third party valuations, such as appraisals, or internal valuations based on discounted cash flow analysis or other valuation techniques. The determination of the useful lives of intangible assets such as core deposit intangible is subjective, as is the amortization method for such intangible assets. Core deposit intangibles are amortized over their estimated useful lives, ranging up to 10 years.

Business combinations may also result in recording goodwill. Goodwill and other intangible assets with an indefinite useful life are reviewed and tested at least annually for impairment or more often if events or changes in circumstances indicate that the carrying amount may exceed fair value.

#### Other Real Estate

Other Real Estate (“ORE”) represents property acquired through acquisition, foreclosure or deed in lieu of foreclosure in satisfaction of loans. ORE is initially reported at the lower of cost or fair value, less estimated selling costs. Fair value is normally determined on the basis of current appraisals, comparable sales, and other estimates of value obtained principally from independent sources. At the time of foreclosure or initial possession of collateral, any excess of the loan balance over the fair value of the real estate held as collateral is treated as a charge against the ALL. After the transfer to ORE, the fair value less estimated selling costs becomes the new cost basis for the ORE. Costs to complete houses foreclosed during construction are capitalized.

The Company reviews the fair value of ORE on a quarterly basis. Subsequent changes in value are recorded as part of other noninterest expense in the Consolidated Statements of Comprehensive Income. In assessing fair value, management considers circumstances such as change in economic conditions since the last appraisal, stale appraisals or imprecision and subjectivity in the appraisal process. Generally, a new appraisal is received at least annually on each ORE property. Gains or losses on sales of ORE are recorded in other noninterest income and operating costs after acquisition are recorded in other noninterest expense on the Consolidated Statements of Comprehensive Income.

#### Bank Owned Life Insurance

Bank owned life insurance (“BOLI”) is long-term life insurance on the lives of certain current and former employees where the insurance policy benefits and ownership are retained by the Company. BOLI is recorded at its cash surrender value on the Consolidated Balance Sheets. Changes in the cash surrender value and gains from the death benefit are recorded in noninterest income on the Consolidated Statements of Comprehensive Income. The cash value accumulation on BOLI is permanently tax deferred if the policy is held to the insured person's death and certain other conditions are met.

#### Certain Transfers of Financial Assets and Servicing Rights

Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (i) the assets have been isolated from the Company, (ii) the transferee obtains the right, free of conditions that constrain it from taking advantage of that right to pledge or exchange the transferred assets, and (iii) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

The Company sells certain residential mortgage loans, indirect automobile loans, and SBA loans to third parties. All such transfers are accounted for as sales since the Company does not engage in securitization activities with respect to such loans. Gains or losses upon sale, in addition to servicing fees, are recorded as part of noninterest income from mortgage banking activities, indirect lending activities, and SBA lending activities, as applicable, in the Consolidated Statements of Comprehensive Income. Servicing fees are based on a contractual percentage of the outstanding loan principal balance and are recorded as income when earned. In calculating the gain on the sale of SBA loans, the Company’s investment in the loan is allocated among the unguaranteed portion of the loan retained, the servicing asset on the amount retained, and the guaranteed portion of the loan sold, based on the relative fair market value of each portion. The gain on the sold portion of the loan is recognized based on the difference between the sale proceeds and the allocated investment in the portion sold. The difference between the portion retained (i.e., the participating interest) and its relative fair value at the date of sale based on the cash premium bid is recorded as a loan discount and accreted into interest income using the interest method. If the transferred guaranteed portion of an SBA loan does not meet the definition of a participating interest, the transfer of the guaranteed portion is accounted for as a secured borrowing, rather than a sale.

While the Company may retain a portion of certain sold SBA and indirect automobile loans, its continuing involvement in the portion of the loan that was sold is limited to certain servicing responsibilities. When the Company sells a residential mortgage loan, it does not retain any portion of that loan and its continuing involvement in such transfers is limited to certain servicing responsibilities. The Company is not required to provide additional financial support to any of these entities and has not provided any support it was not obligated to provide.

When the contractually specified servicing fees on loans sold with servicing retained are expected to be more than adequate compensation to a servicer for performing the servicing, a capitalized servicing asset is recognized. When the expected income to a servicer for performing loan servicing is not expected to adequately compensate a servicer, a capitalized servicing liability is recognized. Servicing assets and servicing liabilities are initially recorded on the

Consolidated Balance Sheets at fair value with the income statement effect recorded in gains on sales of loans. In evaluating its servicing rights and estimating the fair value of the underlying loan pools based on the present value of net future cash flows, management uses a number of assumptions and estimates including: prepayment speeds, discount rates commensurate with the risks involved, potential credit losses, and comparable assumptions used by market participants to value and bid servicing rights available for sale in the market. These assumptions and estimates are corroborated by values received from an independent third party.

Servicing rights are subsequently measured using the amortization method which requires servicing rights to be amortized in proportion to, and over the period of, the estimated future net servicing income of the underlying loans. Servicing fee income, net of amortization of servicing rights, is reported as part of noninterest income from mortgage banking activities, indirect lending activities, and SBA lending activities, as applicable, in the Consolidated Statements of Comprehensive Income. Servicing rights are tested for impairment on at least a quarterly basis. The fair values of servicing rights are subject to significant fluctuations as

a result of changes in estimated and actual prepayment speeds and default rates and losses. When the carrying value exceeds the fair value, impairment is recognized through a valuation allowance which reduces servicing rights on the Consolidated Balance Sheets and reduces noninterest income from mortgage banking activities, indirect lending activities, and SBA lending activities, as applicable, in the Consolidated Statements of Comprehensive Income.

#### Derivative Financial Instruments

The Company maintains a risk management program to manage interest rate risk and pricing risk associated with its mortgage banking activities which includes the use of forward contracts and other derivatives as a normal part of its mortgage banking activities. The Company enters into these derivative contracts to economically hedge risks associated with overall price risk related to interest rate lock commitments (“IRLCs”) and mortgage loans held-for-sale for which the fair value option has been elected. Forward sales commitments are contracts for the delayed delivery or net settlement of the underlying instrument, such as a mortgage loan, where the seller agrees to deliver on a specified future date, either a specified instrument at a specified price or yield or the net cash equivalent of an underlying instrument. These hedges are used to preserve the Company’s position relative to future sales of mortgage loans to third parties in an effort to minimize the volatility of the expected gain on sale from changes in interest rates and the associated pricing changes.

Derivatives expose the Company to credit risk. In the event the counterparty fails to perform, the credit risk at that time would be equal to the net derivative asset position, if any, for that counterparty. The Company minimizes the credit or repayment risk in derivative instruments by entering into transactions with high-quality counterparties that are reviewed periodically. Most counterparties are government sponsored enterprises.

Derivatives are carried at fair value in the Consolidated Balance Sheets in other assets or other liabilities with changes included in noninterest income from mortgage banking activities. Fair value changes occur as a result of interest rate movements as well as changes in the value of the associated servicing. The Company’s derivative contracts are not subject to master netting arrangements.

#### Acquired Loans and FDIC Indemnification Asset

Acquired loans are recorded at fair value in accordance with the fair value methodology consistent with the exit price concept. Credit risk assumptions and any resulting credit discounts are included in the determination of fair value. As a result, an allowance for credit losses is not recorded at the acquisition date. The determination of fair value includes estimates related to discount rates, expected prepayments and the amount and timing of undiscounted expected principal, interest, and other cash flows.

The Company reports its acquired loans separately as purchased credit impaired (“PCI”) or non-purchased credit impaired. Acquired loans with evidence of credit quality deterioration since origination and for which it is probable that all contractually required payments will not be collected are considered to be PCI loans. At the time of acquisition, loans are accounted for individually or aggregated into loan pools with similar risk characteristics, which include: whether the loan is performing according to contractual terms at the time of acquisition; the loan type based on regulatory reporting guidelines for mortgage, consumer, or commercial loans; the nature of collateral; the interest rate type, whether fixed or variable; and the loan payment type, primarily whether the loan is amortizing or interest-only.

The Company uses certain loan information for each of these pools, including outstanding principal balance, estimated expected losses, weighted average maturity, weighted average term to re-price (if a variable rate loan), weighted average margin, and weighted average interest rate, to estimate the expected cash flows. For PCI loans, expected cash flows at the acquisition date in excess of the fair value of loans are recorded as interest income over the life of the loans using a level yield method if the timing and amount of future cash flows is reasonably estimable. For purchased loans that were not deemed PCI as of acquisition date, the difference between the fair value and unpaid principal balance of the loan at acquisition referred to as a purchase premium or purchase discount, is amortized or accreted to interest income over the estimated life of the loans using a method that approximates the interest method.

Subsequent to acquisition, the Company projects the acquired loans’ cash flows at least quarterly for each PCI loan and/or loan pool. Increases in estimated cash flows above those expected at acquisition are recognized on a prospective basis as interest income over the remaining life of the loan or loan pool. Decreases in expected cash flows subsequent to acquisition result in recognition of a provision for loan losses. PCI loans are placed on nonaccrual status when the Company cannot reasonably estimate cash flows on a loan or loan pool.

Certain loans and ORE acquired in past FDIC-assisted transactions (collectively referred to as “covered assets”) are covered by Loss Share Agreements (“Loss Share Agreements”) between the Bank and the FDIC, which affords the Bank significant protection against future losses. Under the Loss Share Agreements, the Bank recorded a receivable from the FDIC equal to the reimbursable portion of the estimated losses on the covered assets. The receivable (“FDIC indemnification asset”) is measured separately from the covered assets as it is not contractually embedded in the covered assets and not transferable with the covered assets should a decision be made to dispose of them. The fair value of the FDIC indemnification asset was estimated at the acquisition date using projected cash flows related to the Loss Share Agreements based on the expected reimbursements for losses and the applicable loss sharing percentages. These

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cash flows were discounted to reflect the uncertainty of the timing and receipt of the expected FDIC reimbursements. These amounts do not include reimbursable amounts related to future covered expenditures. The Company partially offsets any recorded provision for loan losses related to covered loans by recording an increase in the FDIC indemnification asset based on the expected decrease in the cash flow of covered loans. An increase in cash flows on covered loans results in a decrease in the FDIC indemnification asset, which is recognized in the future as negative accretion through other noninterest income on the Consolidated Statements of Comprehensive Income over the shorter of the remaining life of the FDIC indemnification asset or the underlying loans. The Company incurs expenses related to the covered assets, which are reimbursable as incurred under the Loss Share Agreements and are included in quarterly claims made to the FDIC.

The Loss Share Agreements also include “clawback” provisions. The clawback provisions require the Company to make payments to the FDIC to the extent that specified cumulative loss floors are not met. Improvement in the performance of covered assets in excess of current expectations, particularly in regard to improvements in recoveries and/or reduced losses, through expiration of the recovery periods could result in reduced levels of cumulative losses that trigger the clawback provisions within any or all of the applicable loss share agreements.

On June 27, 2018, the Bank entered into an agreement with the FDIC to terminate the loss share agreements entered into with the FDIC in 2011 and 2012. Fidelity made a cash payment of approximately \$632,000 to the FDIC as consideration for the early termination of the agreements. As a result, at December 31, 2018 there were no loans covered by Loss Share Agreements.

#### Income Taxes

Income tax expense is the total of the current year income tax due or refundable and the change in deferred tax assets and liabilities. Deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are recovered or settled. The effect on deferred tax assets and liabilities of a subsequent change in tax rates is recognized in the provision for income taxes for the period that includes the enactment date.

In assessing the realization of the net deferred tax asset, management considers whether it is more likely than not that some portion or all of the net deferred tax asset will not be realized. A valuation allowance is recognized for a net deferred tax asset if, based on the weight of available evidence, it is more-likely-than-not that some portion or all of the deferred tax asset will not be realized. The ultimate realization of deferred tax assets is dependent on the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies by jurisdiction and entity in making this assessment.

A tax position is recognized as a benefit only if it is “more-likely-than-not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. For financial accounting purposes, interest and penalties accrued, if any, are classified as other expense in the Consolidated Statements of Comprehensive Income.

#### Tax Cuts and Jobs Act

Public Law No. 115-97, known as the Tax Cuts and Jobs Act (the “Tax Act”), was enacted on December 22, 2017 and reduced the U.S. Federal corporate tax rate from 35% to 21% effective January 1, 2018. Additionally, on December 22, 2017, the SEC issued Staff Accounting Bulletin No. 118 (“SAB 118”), which provides guidance on accounting for provisions of the Tax Act. SAB 118 provides a measurement period of up to one year from the enactment date to complete the accounting. Any adjustments during this measurement period were to be included in net earnings from continuing operations as an adjustment to income tax expense in the reporting period when such adjustments are determined. Based on the information available and current interpretation of the provisions of the Tax Act, the Company completed the remeasurement of its net deferred tax liability at December 31, 2017 which reduced income tax expense by \$4.9 million for the fourth quarter of 2017. No further material adjustments have been recorded related to the remeasurement of the Company's net deferred tax liability balance as a result of the Tax Act. During 2018, the Company completed its accounting under SAB 118.

#### Deposits

Deposits from related parties held by the Company through the Bank amounted to \$100.4 million, and \$61.8 million at December 31, 2018, and 2017, respectively.

#### Share-Based Compensation

The Company permits the grant of stock options, stock appreciation rights, restricted stock, and other incentive awards and uses the fair value method of recognizing expense for share-based compensation. Compensation cost is measured at the grant date based on the value of the award and is recognized on a straight-line basis over the vesting period. For additional information on the Company's share-based compensation plans, see Note 13, "Employee Benefits."

#### Earnings Per Common Share ("EPS")

Basic EPS is computed by dividing net income available to common equity by the weighted average number of common shares outstanding during the period. All outstanding unvested restricted shares are considered participating securities for this calculation. Diluted EPS includes the dilutive effect of additional potential common shares issuable under contracts (e.g., options,

warrants). Potentially dilutive shares are determined using the treasury stock method.

#### Fair Value

Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The Company reports the fair value of its financial assets and liabilities based on three levels of the fair value hierarchy as described below:

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

assets or liabilities;

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly, or indirectly;

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

A financial instrument's level within the hierarchy is based on the lowest level of input that is significant to the fair value measurement.

#### Revenue Recognition

In the ordinary course of business, the Company recognizes revenue as services are rendered, or as the transactions occur, and as the collectability is reasonably assured. For the Company's revenue recognition accounting policies, see Note 21. Revenue Recognition.

#### Recently Adopted Accounting Pronouncements

In March 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2018-05, "Income Taxes (Topic 740): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118 (SAB 118). This ASU was effective upon issuance. The adoption of this ASU did not have a significant impact on the Company's Consolidated Financial Statements.

In February 2018, the FASB issued ASU No. 2018-03, "Technical Corrections and Improvements to Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities ("ASU 2018-03"). This guidance amended ASU No. 2016-01, "Financial Instruments - Overall: Recognition and Measurement of Financial Assets and Financial Liabilities" ("ASU 2016-01") on recognizing and measuring financial instruments to clarify certain aspects of the guidance originally issued in January 2016. The adoption of this Update effective January 1, 2018 did not have a significant impact on the Company's Consolidated Financial Statements.

In February 2018, the FASB issued ASU No. 2018-02, "Income Statement-Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income" ("ASU 2018-02"), that allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act that passed U.S. Congress in December 2017. The Company elected to early adopt this guidance effective January 1, 2018. The adoption of ASU 2018-02 resulted in a reclassification of stranded tax effects of \$80,000 from accumulated other comprehensive income (loss) to retained earnings.

In May 2017, the FASB issued ASU No. 2017-09, "Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting," ("ASU 2017-09") that provides guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. The adoption of this ASU effective January 1, 2018 did not have a significant impact on the Company's Consolidated Financial Statements.

In March 2017, the FASB issued ASU No. 2017-07, "Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost," ("ASU 2017-07") that will change how employers who sponsor defined benefit pension and/or other postretirement benefit plans present the net periodic benefit cost in the income statement. The adoption of this ASU effective January 1, 2018 did not have a significant impact on the Company's Consolidated Financial Statements.

In January 2017, the FASB issued ASU No. 2017-04, "Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment," ("ASU 2017-04") which simplifies the accounting for goodwill impairment by removing Step 2 of the goodwill impairment test. The new guidance is effective for public business entities for fiscal years beginning after December 15, 2019, and is required to be applied prospectively, with early adoption permitted for any impairment tests performed on testing dates after January 1, 2017. The early adoption of this ASU in the fourth quarter of 2017 did not have a significant impact on the Company's Consolidated Financial Statements.



In December 2016, the FASB issued ASU No. 2016-20, "Technical Corrections and Improvements to Topic 606: Revenue from Contracts with Customers." ASU 2016-20 updates the new revenue standard by clarifying issues that had arisen from ASU No. 2014-09 but does not change the core principle of the new standard. In August 2015, the FASB issued ASU No. 2015-14, "Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date" which deferred the effective date of ASU No. 2014-09, "Revenue from Contracts with Customers," ("ASU 2014-09") by one year to annual reporting periods beginning after December 15, 2017, and interim reporting periods therein. The FASB had previously issued ASU 2014-09 in May 2014. The

Company adopted the guidance on January 1, 2018 utilizing the modified retrospective approach. The Company did not record a cumulative effect adjustment to opening retained earnings as the adoption of ASU 2014-09 did not have a significant impact on the Company's Consolidated Financial Statements. The Company also completed its evaluation of the expanded disclosure requirements for disaggregation of revenue and other information regarding material contracts and began presenting the required disclosures in its Consolidated Financial Statements for the quarter ended March 31, 2018. See Note 21. Revenue Recognition for more information.

In November 2016, the FASB issued ASU No. 2016-18, "Statement of Cash Flows (Topic 230) - Restricted Cash," ("ASU 2016-18"). The ASU was to be applied retrospectively beginning in fiscal year 2018, including interim periods therein with early adoption permitted, including adoption in an interim period, with retrospective application. The adoption of this ASU effective January 1, 2018 did not have a significant impact on the Company's Consolidated Financial Statements.

In August 2016, the FASB issued ASU No. 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments," ("ASU 2016-15") intended to reduce diversity in practice in how certain cash receipts and cash payments are classified in the statement of cash flows. The adoption of this ASU effective January 1, 2018 did not have a significant impact on the Company's Consolidated Financial Statements.

In March 2016, the FASB issued ASU No. 2016-09, "Improvements to Employee Share-Based Payment Accounting" as part of its simplification initiative. This ASU affected all entities that issue share-based payment awards to their employees. Effective January 1, 2016, the Company elected early adoption of ASU 2016-09. As a result of adoption, the Company recognized a \$556,000 tax benefit during the year ended December 31, 2016. As part of this adoption, the Company did not adjust prior periods. The Company has elected to record compensation cost based on the number of actual forfeited awards. The adoption of this guidance did not have a significant impact on our Consolidated Financial Statements.

In January 2016, the FASB issued ASU No. 2016-01, "Financial Instruments - Overall: Recognition and Measurement of Financial Assets and Financial Liabilities" ("ASU 2016-01"). The Company adopted this ASU effective January 1, 2018. The adoption of this ASU did not have a significant impact on the Company's Consolidated Financial Statements.

#### Recently Issued Accounting Pronouncements Not Yet Adopted

In August 2018, the FASB issued Accounting Standards Update ("ASU") 2018-13, "Fair Value Measurement (Topic 820), which changes the fair value measurement disclosure requirements of ASC 820. The ASU is effective for all entities for fiscal years beginning after December 15, 2019, including interim periods therein with early adoption permitted for any eliminated or modified disclosures upon issuance of this ASU. The adoption of this ASU is not expected to have a significant impact on the Company's Consolidated Financial Statements.

In August 2017, the FASB issued ASU No. 2017-12, "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities," ("ASU 2017-12") that is intended to improve and simplify rules relevant to hedge accounting. This ASU refines and expands hedge accounting for both financial (e.g., interest rate) and commodity risks. ASU 2017-12 is intended to improve transparency and accounting through a focus on: (1) measurement and hedging strategies; (2) presentation and disclosure; and (3) easing the administrative burden that hedge accounting can create for an entity. Entities will (a) measure the hedged item in a partial-term fair value hedge of interest rate risk by assuming the hedged item has a term that reflects only the designated cash flows being hedged; (b) consider only how changes in the benchmark interest rate affect a decision to settle a pre-payable instrument before its scheduled maturity when calculating the fair value of the hedged item; and (c) measure the fair value of the hedged item using the benchmark rate component of the contracted coupon cash flows determined at inception. The amendments in this ASU are effective on January 1, 2019 for public business entities. The adoption of this ASU did not have a significant impact on the Company's Consolidated Financial Statements based on its current hedging strategies.

In March 2017, the FASB issued ASU No. 2017-08, "Receivables - Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities," ("ASU 2017-08") that amends the amortization period for certain purchased callable debt securities held at a premium. The guidance is effective for public business entities for fiscal years beginning after December 15, 2018, and interim periods therein. Early adoption is permitted, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. These

amendments should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the adoption period. In addition, in the period of adoption, disclosures should be provided about a change in accounting principle. The adoption of this ASU is not expected to have a significant impact on the Company's Consolidated Financial Statements.

In June 2016, the FASB issued ASU No. 2016-13 which significantly changes how entities will measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. In issuing the standard, the FASB is responding to criticism that today's guidance delays recognition of credit losses. The standard will replace today's "incurred loss" approach with an "expected loss" model. The new model, referred to as the current expected credit loss ("CECL") model, will apply to: (1) financial assets subject to credit losses and measured at amortized cost, and (2) certain off-balance sheet credit exposures. This includes, but is not limited to, loans, leases, held-to-maturity securities, loan commitments, and financial guarantees. The CECL model does not apply to available-for-sale ("AFS") securities. For AFS securities with unrealized losses, entities will

measure credit losses in a manner similar to what they do today, except that the losses will be recognized as allowances rather than reductions in the amortized cost of the securities. As a result, entities will recognize improvements to estimated credit losses immediately in earnings rather than as interest income over time, as they do today. All other things being equal, higher credit losses will result in lower regulatory capital ratios for the Company. The ASU also simplifies the accounting model for purchased credit-impaired securities and loans. ASU 2016-13 also expands the disclosure requirements regarding an entity's assumptions, models, and methods for estimating the allowance for loan and lease losses. In addition, entities will need to disclose the amortized cost balance for each class of financial asset by credit quality indicator, disaggregated by the year of origination. The standard will take effect for SEC filers for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early application for all organizations will be permitted for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Entities will apply the standard's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is adopted. The Company has established a working group which includes representatives from various internal departments with the expertise needed to implement the guidance. The working group has assigned key tasks to complete and established a timeline to be followed. The team is meeting regularly to review progress on the assigned tasks and to share current information on industry practices. Members of the working group are also attending conferences and meetings with peer banks to keep current on evolving interpretations of the guidance. As part of its implementation plan, the Company has allocated staff and put resources in place to evaluate the appropriate model options and is collecting, reviewing, and validating historical loan data for use in these models. The Company is implementing a software package supported by a third-party vendor to automate the calculation of the allowance for loan losses under the new methodology. Management is continuing to evaluate the impact that the guidance will have on the Company's Consolidated Financial Statements and its regulatory capital ratios through its effective date.

In February 2016, the FASB issued ASU No. 2016-02, "Leases". Under the new guidance, lessees will be required to recognize the following for all leases (with the exception of short-term leases): 1) a lease liability, which is the present value of a lessee's obligation to make lease payments, and 2) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. All entities will classify leases to determine how to recognize lease-related revenue and expense. Quantitative and qualitative disclosures will be required by lessees and lessors to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. The intention is to require enough information to supplement the amounts recorded in the financial statements so that users can understand more about the nature of an entity's leasing activities. In transition, lessees are required to recognize and measure leases at the beginning of the earliest period presented in the financial statements using a modified retrospective approach. In July 2018, the FASB issued ASU No. 2018-11, "Leases - Targeted Improvements" to provide entities with relief from the costs of implementing certain aspects of the new leasing standard, ASU No. 2016-02. Specifically, under the amendments in ASU 2018-11: (1) entities may elect not to recast the comparative periods presented when transitioning to the new lease standard, and (2) lessors may elect not to separate lease and non-lease components when certain conditions are met. The amendments have the same effective date as ASU 2016-02 (January 1, 2019 for the Company). The Company elected both transition options. As the Company elected the transition option provided in ASU No. 2018-11, the modified retrospective approach was applied on January 1, 2019 (as opposed to January 1, 2017). The Company elected certain relief options offered in ASU 2016-02 including the package of practical expedients, including the option not to recognize right-of-use assets and lease liabilities that arise from short-term leases (i.e., leases with terms of twelve months or less). The Company has several lease agreements, such as branches and mortgage offices, which are currently considered operating leases, and therefore, not recognized on the Company's consolidated statements of condition. The new guidance will require these lease agreements to be recognized on the consolidated statements of condition as a right-of-use asset and a corresponding lease liability. Therefore, the Company's evaluation indicates the provisions of ASU No. 2016-02 will impact the Company's consolidated statements of condition, along with the Company's regulatory capital ratios. The new guidance did not have a material impact on the Company's consolidated statements of income. The Company has implemented a new software supported by a third-party vendor to help automate the calculation of the right of use asset and the corresponding lease liability. In January 2019, the Company recorded a right-of-use asset and related lease liabilities of approximately \$17 million and \$19 million, respectively, as

a result of the new lease standard.

Other accounting pronouncements that have recently been issued by the FASB or other standard-settings bodies are not expected to have a material impact on the Company's financial position, results of operations or cash flows.

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## 2. Business Combinations

The Company accounts for its acquisitions as business combinations. As such, the purchase price is allocated to the fair value of the assets acquired and liabilities assumed as of the acquisition date. Determining the fair value of assets and liabilities, particularly illiquid assets and liabilities, is a complicated process involving significant judgment regarding estimates and assumptions used to calculate estimated fair value. Purchase price allocations on completed acquisitions may be modified through the measurement period which cannot exceed one year from the acquisition date. If the Company recognizes adjustments to provisional amounts that are identified during the measurement period, the adjustments will be reported in the period in which the amounts are determined. Fair value adjustments based on updated estimates could materially affect the goodwill, if any, recorded on the acquisition. The Company may incur losses on the acquired loans that are materially different from losses originally projected in the fair value estimate. Acquisition-related costs are expensed as incurred.

The acquisition of American Enterprise Bankshares, Inc., (“AEB”), in March 2016 resulted in the recording of \$5.2 million in goodwill. For the annual goodwill impairment evaluation, management bypassed the qualitative assessment for each respective reporting unit and performed Step 1 of the goodwill impairment test. Step 1 of the goodwill impairment test requires the Company to compare the fair value of its reporting unit with its carrying amount, including goodwill. Accordingly, the Company determined the fair value of its reporting unit and compared the fair value to the reporting unit’s carrying amount. The Company determined that its reporting unit’s fair value exceeded its carrying amount; therefore, the Company concluded its goodwill was not impaired.

The effects of the acquired assets and liabilities have been included in the consolidated financial statements since their respective acquisition date. Pro forma results have not been disclosed as those amounts are not significant to the consolidated financial statements.

### American Enterprise Bankshares, Inc.

On March 1, 2016, the Company acquired AEB, the holding company for American Enterprise Bank of Florida, a Jacksonville, Florida-based community bank. The Company acquired all of the outstanding common stock of the former AEB shareholders, including common shares issued upon conversion of subordinated debentures prior to the acquisition. Total consideration of \$22.8 million was issued in the transaction. AEB merged with and into the Company and American Enterprise Bank of Florida merged with and into Fidelity Bank. With this acquisition, the Company expanded and strengthened its retail branch footprint by adding two branches in the Jacksonville, Florida area. The Company projects cost savings will be recognized in future period as the conversion and integration activities related to the acquisition were completed in July 2016.

AEB shareholders received 0.299 shares of Fidelity common stock for each share of AEB common stock, as well as a cash payment for any fractional shares, resulting in the issuance of 1,470,068 shares of Fidelity common stock. All unexercised AEB stock options at the closing date were settled for cash at the volume weighted average price of Fidelity common stock (“VWAP”) as defined in the merger agreement between AEB and Fidelity.

The following table represents the fair value at March 1, 2016 of assets and liabilities acquired in the acquisition of AEB:

(in thousands)

Assets	
Cash and cash equivalents	\$36,259
Investment securities	4,556
Loans	147,304
Premises and equipment	7,145
Other real estate	809
Core deposit intangible	1,310
Deferred tax asset	5,877
Other assets	365
Fair value of assets acquired	\$203,625

Liabilities

Deposits

Noninterest-bearing demand deposits	\$64,366
Interest-bearing deposits	117,458
Total deposits	181,824
Other liabilities	4,206
Fair value of liabilities assumed	\$186,030

The following table summarizes the total consideration paid in the AEB acquisition:

(\$ in thousands)	Number of Shares	Amount
Equity consideration		
Common stock issued	1,470,068	\$22,727
Total equity consideration		22,727
Non-equity consideration		
Cash		32
Total consideration paid		22,759
Fair value of net assets assumed		17,595
Goodwill		\$5,164

FDIC Indemnification Asset

Certain loans and other real estate acquired in the past FDIC-assisted acquisitions of Decatur First Bank and Security Exchange Bank were covered by Loss Share Agreements between the Bank and the FDIC which affords the Bank significant protection against future losses. Under the Loss Share Agreements, the FDIC has agreed to reimburse the Bank for 80% of all losses incurred in connection with those covered assets for a period of five years for non-single family loans and other real estate and 80% of all losses incurred in connection with covered single family loans for a period of 10 years.

Effective December 31, 2017, the Decatur First Bank non-single family Loss Share Agreement between the Bank and the FDIC expired and losses on non-single family loans and other real estate assets covered under this agreement are no longer eligible to be claimed after filing the fourth quarter of 2016 loss share certificate with the FDIC. Claims for losses on covered Decatur First Bank single family loans continued to be eligible for reimbursement under the single family Loss Share Agreement between the Bank and the FDIC until 2021; provided, however, that the Bank and the FDIC terminated this agreement in June 2018, as discussed above.

Effective June 30, 2017, the Security Exchange Bank non-single family Loss Share Agreement between the Bank and the FDIC expired and losses on non-single family loans and other real estate assets covered under this agreement are no longer eligible to be claimed after filing the second quarter of 2017 loss share certificate with the FDIC. There

were no single family loans included in the Loss Share Agreement for Security Exchange Bank. Because the FDIC will reimburse the Company for 80% of losses incurred on the covered assets during the recovery period, the FDIC Indemnification asset was recorded at fair value at the acquisition date. The FDIC indemnification asset is adjusted quarterly based on changes in expected losses and remittances received. New loans made after the date of the transactions are not covered by the provisions of the Loss Share Agreements.



On June 27, 2018, the Bank entered into an agreement with the FDIC to terminate the loss share agreements entered into with the FDIC. Fidelity made a payment of approximately \$632,000, which had been accrued for as of December 31, 2017, to the FDIC as consideration for the early termination of the agreements. As a result, as of December 31, 2018, there were no loans covered by Loss Share Agreements.

A summary of activity for the FDIC indemnification asset, included in other assets in the accompanying Consolidated Balance Sheets, follows:

(in thousands)	For the Year	
	Ended	
	December 31,	December 31,
	2018	2017
Beginning balance	\$4	\$ 1,555
Amortization, net	(4 )	(1,280 )
Accretion income	—	121
Additional estimated covered losses	—	94
Claim payments received from the FDIC	—	(486 )
Ending balance	\$—	\$ 4

### 3. Regulatory Matters

FSC is regulated by the Board of Governors of the Federal Reserve Board and is subject to the securities registration and public reporting regulations of the SEC. The Bank is regulated by the Federal Deposit Insurance Corporation (“FDIC”) and the Georgia Department of Banking and Finance.

The Bank must comply with regulatory capital requirements established by the regulators. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Our capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. These capital standards require us to maintain minimum ratios of “Tier 1” capital to total risk-weighted assets and total capital to risk-weighted assets of 6.00% and 8.00%, respectively. Tier 1 capital is comprised of total shareholders’ equity calculated in accordance with generally accepted accounting principles, excluding accumulated other comprehensive income, less intangible assets and disallowed portions of our loan servicing rights, and total capital is comprised of Tier 1 capital plus certain adjustments, the largest of which is our qualifying subordinated debt, as well as the allowable portion of the allowance for loan losses. Risk-weighted assets refer to our on- and off-balance sheet exposures, adjusted for their related risk levels using formulas set forth in FDIC regulations.

In addition to the risk-based capital requirements described above, we are subject to a leverage capital requirement, which calls for a minimum ratio of Tier 1 capital to quarterly average total assets of 4.00%. The Bank is also subject to a Common Equity Tier 1 (“CET1”) capital to total risk-weighted assets ratio of 4.50%. CET1 Capital is comprised of Tier 1 capital less amounts attributable to qualifying non-cumulative perpetual preferred stock and minority interests in consolidated subsidiaries.

Beginning January 1, 2016, minimum capital ratios are subject to a capital conservation buffer. In order to avoid limitations on distributions, including dividend payments, and certain discretionary bonus payments to executive officers, the Bank must hold a capital conservation buffer above its minimum risk-based capital requirements. This capital conservation buffer is calculated as the lowest of the differences between the actual CET1 ratio, Tier 1 Risk-Based Capital Ratio, and Total Risk-Based Capital Ratio and the corresponding minimum ratios. At December 31, 2016, the required minimum capital conservation buffer was 0.625% and will increase in subsequent years by 0.625% until it is fully phased in on January 1, 2019 at 2.50%. At December 31, 2018, the capital conservation buffers of FSC and the Bank were 5.04% and 5.22%, respectively.

The following tables set forth the capital requirements for the Bank under FDIC regulations and the Bank's capital ratios at December 31, 2018, and 2017:

Fidelity Bank	December 31, 2018		December 31, 2017	
(\$ in thousands)	Amount	Percent	Amount	Percent
Common Equity Tier 1 Capital:				
Actual	\$396,577	9.72 %	\$355,580	8.78 %
Minimum	183,600	4.50 %	182,245	4.50 %
Tier 1 Capital:				
Actual	\$412,577	10.11 %	\$371,407	9.17 %
Minimum	244,853	6.00 %	243,014	6.00 %
Total Risk-Based Capital:				
Actual	\$529,784	12.98 %	\$487,149	12.03 %
Minimum	326,523	8.00 %	323,956	8.00 %
Tier 1 Capital Leverage Ratio:				
Actual		8.72 %		8.34 %
Minimum		4.00 %		4.00 %

The Company is not subject to the provisions of prompt corrective action. The FRB, as the primary regulator of FSC, has established minimum capital requirements as a function of its oversight of bank holding companies.

The following tables depict FSC's capital ratios at December 31, 2018, and 2017, in relation to the minimum capital ratios established by the regulations of the FRB:

Fidelity Southern Corporation	December 31, 2018		December 31, 2017	
(\$ in thousands)	Amount	Percent	Amount	Percent
Common Equity Tier 1 Capital:				
Actual	\$388,975	9.54 %	\$349,133	8.86 %
Minimum	183,479	4.50 %	177,225	4.50 %
Tier 1 Capital:				
Actual	\$433,975	10.64 %	\$393,818	10.00 %
Minimum	244,723	6.00 %	236,291	6.00 %
Total Risk-Based Capital:				
Actual	\$539,789	13.24 %	\$498,166	12.65 %
Minimum	326,156	8.00 %	315,071	8.00 %
Tier 1 Capital Leverage Ratio:				
Actual		9.18 %		8.85 %
Minimum		4.00 %		4.00 %

Generally, dividends that may be paid by the Bank to FSC are subject to certain regulatory limitations. In particular, under Georgia banking law applicable to Georgia state chartered commercial banks such as the Bank, the approval of the GDBF will be required if the total of all dividends declared in any calendar year by the Bank exceeds 50% of the Bank's net profits for the prior year or if certain other provisions relating to classified assets and capital adequacy are not met. FSC invested no capital in the Bank during 2018 or 2017 in the form of capital infusions. In 2018, the Bank paid dividends of \$9.3 million to FSC and no dividends were paid by LionMark to FSC. In 2017, the Bank and LionMark paid dividends of \$9.0 million and \$1.5 million, respectively, to FSC.

Also, under current Federal regulations, the Bank is limited in the amount it may loan to its non-bank affiliates, including FSC. As of December 31, 2018, and 2017, there were no loans outstanding from the Bank to FSC.

#### 4. Investment Securities

Management's primary objective in managing the investment securities portfolio includes maintaining a portfolio of high quality investments with competitive returns while providing for pledging and liquidity needs within overall asset and liability management parameters. The Company is required under federal regulations to maintain adequate liquidity to ensure safe and sound operations. As such, management regularly evaluates the investment portfolio for

cash flows, the level of loan production, current interest rate risk strategies and the potential future direction of market interest rate changes. Individual investment securities differ in terms of default, interest rate, liquidity, and expected rate of return risk.

The following table summarizes the amortized cost and fair value of investment securities and the related gross unrealized gains and losses at December 31, 2018, and 2017:

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		December 31, 2018		
(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Investment securities available-for-sale:				
Obligations of U.S. Government sponsored enterprises	\$22,145	\$ 53	\$ (240 )	\$21,958
Municipal securities	9,824	278	(39 )	10,063
SBA pool securities	11,036	—	(298 )	10,738
Residential mortgage-backed securities	185,464	2,270	(256 )	187,478
Commercial mortgage-backed securities	21,929	—	(564 )	21,365
Total available-for-sale	\$250,398	\$ 2,601	\$ (1,397 )	\$251,602
Investment securities held-to-maturity:				
Municipal securities	\$8,504	\$ 8	\$ (486 )	\$8,026
Residential mortgage-backed securities	7,719	48	(286 )	7,481
Commercial mortgage-backed securities	3,903	—	—	3,903
Total held-to-maturity	\$20,126	\$ 56	\$ (772 )	\$19,410
		December 31, 2017		
(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Investment securities available-for-sale:				
Obligations of U.S. Government sponsored enterprises	\$22,182	\$ 141	\$ (98 )	\$22,225
Municipal securities	9,318	340	(23 )	9,635
SBA pool securities	13,031	6	(127 )	12,910
Residential mortgage-backed securities	50,251	803	(76 )	50,978
Commercial mortgage-backed securities	24,721	6	(354 )	24,373
Total available-for-sale	\$119,503	\$ 1,296	\$ (678 )	\$120,121
Investment securities held-to-maturity:				
Municipal securities	\$8,588	\$ 53	\$ —	\$8,641
Residential mortgage-backed securities	9,100	99	(156 )	9,043
Commercial mortgage-backed securities	4,001	—	—	4,001
Total held-to-maturity	\$21,689	\$ 152	\$ (156 )	\$21,685

The Company held 32 and 19 investment securities available-for-sale that were in an unrealized loss position at December 31, 2018 and 2017, respectively. There were seven and six investment securities held-to-maturity that were in an unrealized loss position at December 31, 2018, and 2017, respectively.

The following table reflects the gross unrealized losses and fair values of the investment securities with unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position.

(in thousands)	December 31, 2018			
	Less than 12 Months		12 Months or Longer	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Investment securities available-for-sale:				
Obligations of U.S. Government sponsored enterprises	\$4,978	\$ (24 )	\$14,841	\$ (216 )
Municipal securities	532	(5 )	1,021	(34 )
SBA pool securities	—	—	10,738	(298 )
Residential mortgage-backed securities	32,556	(101 )	8,228	(155 )
Commercial mortgage-backed securities	—	—	21,365	(564 )
Total available-for-sale	\$38,066	\$ (130 )	\$56,193	\$ (1,267 )
Investment securities held-to-maturity:				
Municipal securities	\$6,431	\$ (486 )	\$—	\$—
Residential mortgage-backed securities	—	—	6,492	(286 )
Total held-to-maturity	\$6,431	\$ (486 )	\$6,492	\$ (286 )

(in thousands)	December 31, 2017			
	Less than 12 Months		12 Months or Longer	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Investment securities available-for-sale:				
Obligations of U.S. Government sponsored enterprises	\$14,974	\$ (98 )	\$—	\$—
Municipal securities	—	—	1,050	(23 )
SBA pool securities	3,285	(42 )	4,979	(85 )
Residential mortgage-backed securities	1,835	(8 )	5,383	(68 )
Commercial mortgage-backed securities	10,051	(89 )	12,360	(265 )
Total available-for-sale	\$30,145	\$ (237 )	\$23,772	\$ (441 )
Investment securities held-to-maturity:				
Residential mortgage-backed securities	\$—	\$—	\$7,652	\$ (156 )
Total held-to-maturity	\$—	\$—	\$7,652	\$ (156 )

At December 31, 2018, and 2017, the unrealized losses on investment securities related to market interest rate fluctuations since purchase and not credit losses. Management does not have the intent to sell the temporarily impaired securities and it is not more likely than not that the Company will be required to sell the investments before recovery of the amortized cost, which may be maturity. Accordingly, as of December 31, 2018, management has reviewed its portfolio for other-than-temporary-impairment and believes the impairment detailed in the table above is temporary. Therefore, no other-than-temporary impairment loss has been recognized in the Company's Consolidated Statements of Comprehensive Income.

The amortized cost and fair value of investment securities at December 31, 2018 and 2017 are categorized in the following table by remaining contractual maturity. The amortized cost and fair value of securities not due at a single maturity (i.e., mortgage-backed securities) are shown separately and are calculated based on estimated average remaining life:

(in thousands)	December 31, 2018		December 31, 2017	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Investment securities available-for-sale:				
Obligations of U.S. Government sponsored enterprises				
Due after one year through five years	\$21,142	\$20,919	\$21,179	\$21,160
Due after five years through ten years	1,003	1,039	1,003	1,065
Municipal securities				
Due after one year through five years	1,055	1,021	1,503	1,488
Due after five years through ten years	2,435	2,539	2,753	2,877
Due after ten years	6,334	6,503	5,062	5,270
SBA pool securities				
Due after five years through ten years	6,730	6,569	7,967	7,931
Due after ten years	4,306	4,169	5,064	4,979
Residential mortgage-backed securities	185,464	187,478	50,251	50,978
Commercial mortgage-backed securities	21,929	21,365	24,721	24,373
Total available-for-sale	\$250,398	\$251,602	\$119,503	\$120,121

Investment securities held-to-maturity:

Municipal securities				
Due after five years through ten years	\$1,588	\$1,595	\$1,588	\$1,641
Due after ten years	6,916	6,431	7,000	7,000
Residential mortgage-backed securities	7,719	7,481	9,100	9,043
Commercial mortgage-backed securities	3,903	3,903	4,001	4,001
Total held-to-maturity	\$20,126	\$19,410	\$21,689	\$21,685

For the investment securities available-for-sale called or sold during 2018 and 2017, there were no gross gains or losses. For the investment securities available-for-sale called or sold during 2016, gross gains totaled \$578,000 and no gross losses.

There were no sales of, nor transfers from, investment securities held-to-maturity during 2018 or 2017. There were no transfers from investment securities available-for-sale to investment securities held-to-maturity in 2018 or 2017.

The following table summarizes the fair value of investment securities that were pledged as collateral at December 31, 2018 and 2017:

(in thousands)	December 31,	
	2018	2017
Public deposits	\$121,790	\$60,415
Securities sold under repurchase agreements	20,600	19,485
Total pledged securities	\$142,390	\$79,900

#### 5. Loans Held-for-Sale

Residential mortgage loans held-for-sale are carried at fair value and SBA and indirect automobile loans held-for-sale are carried at the lower of cost or fair value. The following table summarizes loans held-for-sale at December 31, 2018 and 2017:

(in thousands)	December 31,	
	2018	2017
Residential mortgage loans at fair value	\$225,342	\$269,140
SBA	13,960	13,615
Indirect automobile	—	75,000

Total loans held-for-sale \$239,302 \$357,755

During 2018 and 2017, the Company transferred \$5.0 million and \$5.9 million, respectively, to the held for investment residential mortgage portfolio.

The Company had residential mortgage loans held-for-sale with unpaid principal balances of \$160.1 million and \$154.2 million pledged to the FHLB at December 31, 2018 and 2017, respectively.

#### 6. Loans

Loans outstanding, by class, are summarized in the following table at carrying value and include net unamortized costs of \$29.7 million, and \$35.9 million, at December 31, 2018, and 2017, respectively. Acquired loans represent previously acquired loans, which includes \$2.3 million loans covered under Loss Share Agreements with the FDIC at December 31, 2017. No loans were covered under loss share agreements at December 31, 2018. Legacy loans represent existing portfolio loans originated by the Bank prior to each acquisition, additional loans originated subsequent to each acquisition and Government National Mortgage Association ("GNMA") optional repurchase loans (collectively, "legacy loans").

	December 31, 2018		
	Loans		
(in thousands)	Legacy	Acquired	Total
Commercial	\$799,057	\$105,103	\$904,160
SBA	150,519	6,093	156,612
Total commercial loans	949,576	111,196	1,060,772
Construction	277,573	1,836	279,409
Indirect automobile	1,569,274	—	1,569,274
Installment loans and personal lines of credit	27,289	881	28,170
Total consumer loans	1,596,563	881	1,597,444
Residential mortgage	577,471	16,624	594,095
Home equity lines of credit	143,097	10,661	153,758
Total mortgage loans	720,568	27,285	747,853
Total loans	\$3,544,280	\$141,198	\$3,685,478
	December 31, 2017		
	Loans		
(in thousands)	Legacy	Acquired	Total
Commercial	\$675,544	\$135,655	\$811,199
SBA	133,186	8,022	141,208
Total commercial loans	808,730	143,677	952,407
Construction	243,112	5,205	248,317
Indirect automobile	1,716,156	—	1,716,156
Installment loans and personal lines of credit	24,158	1,837	25,995
Total consumer loans	1,740,314	1,837	1,742,151
Residential mortgage	461,194	28,527	489,721
Home equity lines of credit	131,049	17,321	148,370
Total mortgage loans	592,243	45,848	638,091
Total loans	\$3,384,399	\$196,567	\$3,580,966

#### Related-Party Loans

The Company conducts transactions with its directors and executive officers, including companies in which such officers or directors have beneficial interests. The Company does not believe these loans involve more than the normal risk of collectability or present other unfavorable features when originated. None of the related party loans were classified as nonaccrual, past due, restructured, or potential problem loans at December 31, 2018 or 2017.

The following table is a summary of activity with respect to related-party loans during 2018 and 2017:

	December 31,	
(in thousands)	2018	2017



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Balance at January 1,	\$3,423	\$3,518
Additions	24,890	102
Repayments	(184 )	(197 )
Balance at December 31,	\$28,129	\$3,423

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## Nonaccrual Loans

The accrual of interest income is generally discontinued when a loan becomes 90 days past due. Past due status is based on the contractual terms of the loan agreement. A loan may be placed on nonaccrual status sooner if reasonable doubt exists as to the full, timely collection of principal or interest. When a loan is placed on nonaccrual status, previously accrued and uncollected interest on loans held for investment is reversed against current period interest income. If a borrower on a residential mortgage loan previously sold makes no payment for three consecutive months, the Company, as servicer, may exercise its option to repurchase the delinquent loan from its securitized loan pool in an amount equal to 100% of the loan's remaining principal balance less the principal payments advanced to the pool prior to the buyback, in which case no previously accrued interest would be reversed since the loan was previously sold. Interest advanced to the pool prior to the buyback is capitalized for future reimbursement as part of the government guarantee. Subsequent interest collected on nonaccrual loans is recorded as a principal reduction. Nonaccrual loans are returned to accrual status when all contractually due principal and interest amounts are brought current and the future payments are reasonably assured.

Loans in nonaccrual status are presented by class of loans in the following table. Delinquent residential mortgage loans repurchased under the GNMA optional repurchase program are included in nonaccrual loans although the Company's loss exposure on these loans is mitigated by the government guarantee in whole or in part. Purchased credit impaired ("PCI") loans are considered to be performing due to the application of the accretion method and are excluded from the table below:

(in thousands)	December 31,	
	2018	2017
Commercial	\$12,001	\$11,314
SBA	5,076	2,503
Total commercial loans	17,077	13,817
Construction	242	4,520
Indirect automobile	1,320	1,912
Installment loans and personal lines of credit	261	440
Total consumer loans	1,581	2,352
Residential mortgage	33,518	23,169
Home equity lines of credit	2,328	3,154
Total mortgage loans	35,846	26,323
Total nonaccrual loans	\$54,746	\$47,012

If such nonaccrual loans had been on a full accrual basis, interest income that would have been recorded on these loans was approximately \$1.9 million, \$2.2 million, and \$1.6 million, in 2018, 2017, and 2016, respectively.

Residential mortgage loans on nonaccrual status include \$29.1 million and \$19.5 million in repurchased GNMA government-guaranteed loans at December 31, 2018 and 2017, respectively.

There were \$6.7 million and \$6.3 million in loans greater than 90 days delinquent and still accruing at December 31, 2018 and December 31, 2017, respectively, primarily consisting of nonaccrual loans in accruing PCI pools.

Accruing loans delinquent 30-89 days, 90 days or more (including PCI loans), and troubled debt restructured loans ("TDRs") accruing interest, presented by class of loans at December 31, 2018 and 2017, were as follows:

(in thousands)	December 31, 2018			December 31, 2017		
	Accruing	Accruing	TDRs	Accruing	Accruing	TDRs
	Delinquent	Delinquent		Delinquent	Delinquent	
	30-89 Days	90 Days or More	Accruing	30-89 Days	90 Days or More	Accruing
Commercial	\$1,788	\$ 6,022	\$ 8,005	\$3,821	\$ 5,722	\$ 8,468
SBA	4,335	—	1,408	5,560	70	3,800
Construction	2,595	44	—	—	102	—
Indirect automobile	3,197	4	2,585	3,971	87	1,960

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Installment loans and personal lines of credit	4	—	27	449	—	33
Residential mortgage	12,611	663	3,803	7,447	268	495
Home equity lines of credit	208	13	400	831	64	51
Total	\$24,738	\$ 6,746	\$ 16,228	\$22,079	\$ 6,313	\$ 14,807

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## TDR Loans

The following table presents TDRs that occurred during 2018 and 2017, along with the type of modification. Modified PCI loans are not removed from their accounting pool and accounted for as TDRs, even if those loans would otherwise be deemed TDRs.

(in thousands)	Year Ended December 31, 2018		Year Ended December 31, 2017	
	Interest	Rate	Interest	Rate
Commercial	\$ 188	\$ 2,103	\$ 2,753	\$ 4,355
Indirect automobile	—	1,397	—	—
Installment loans and personal lines of credit	—	3,143	—	33
Residential mortgage	2,211	5,780	1,528	784
Home equity lines of credit	—	302	—	—
Total	\$ 2,399	\$ 12,725	\$ 4,281	\$ 5,172

During the year ended December 31, 2018, the amount of loans which were restructured in the previous twelve months and subsequently re-defaulted during 2018 was \$7.5 million, consisting of commercial, installment, mortgage loans and home equity lines of credit. During the year ended December 31, 2017, \$2.9 million in loans were restructured in the previous twelve months and subsequently re-defaulted during 2017, which were commercial, indirect automobile, installment and mortgage loans. The Company defines subsequently redefaulted as a payment default (i.e., 30 days contractually due) within 12 months of the restructuring date.

The Company had TDRs with a balance of \$24.6 million and \$20.7 million at December 31, 2018 and 2017, respectively. Net charge-offs for TDR loans at December 31, 2018 and 2017 were insignificant. Net charge-offs/recoveries on such loans are factored into the rolling historical loss rate, which is used in the calculation of the allowance for loan losses.

The Company is not committed to lend additional amounts as of December 31, 2018, and did not commit to lend additional amounts in 2018, or 2017, to customers with outstanding loans classified as TDRs.

## Pledged Loans

Presented in the following table is the unpaid principal balance of loans held for investment that were pledged to the Federal Home Loan Bank of Atlanta (“FHLB of Atlanta”) as collateral for borrowings under a blanket lien arrangement at December 31, 2018 and 2017:

(in thousands)	December 31,	
	2018	2017
Commercial real estate	\$ 294,275	\$ 242,695
Home equity lines of credit	104,556	94,526
Residential mortgage	407,713	351,591
Total	\$ 806,544	\$ 688,812

Indirect automobile loans with an unpaid principal balance of approximately \$330.0 million at December 31, 2018 and 2017, were pledged to the Federal Reserve Bank of Atlanta (“FRB”) as collateral for potential Discount Window borrowings under a blanket lien arrangement.

## Impaired Loans

The following tables present by class the unpaid principal balance, recorded investment, and related allowance for impaired legacy loans and acquired non PCI loans at December 31, 2018 and 2017. Legacy impaired loans include all TDRs and all other nonaccrual loans, excluding nonaccrual loans below the Company’s specific review threshold.

(in thousands)	December 31, 2018			December 31, 2017		
	Unpaid Principal Balance	Recorded Investment <sup>(1)</sup>	Related Allowance	Unpaid Principal Balance	Recorded Investment <sup>(1)</sup>	Related Allowance
Impaired Loans with Allowance						
Commercial	\$ 15,460	\$ 14,557	\$ 1,371	\$ 11,877	\$ 11,824	\$ 839
SBA	2,338	1,886	127	6,634	5,664	294

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Installment loans and personal lines of credit	1,626	310	93	343	290	219
Residential mortgage	4,368	4,357	472	4,838	4,799	616
Home equity lines of credit	659	558	202	831	745	633
Loans	\$24,451	\$ 21,668	\$ 2,265	\$24,523	\$ 23,322	\$ 2,601

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(in thousands)	December 31, 2018		December 31, 2017	
	Unpaid Principal Balance	Recorded Investment (1)	Unpaid Principal Balance	Recorded Investment (1)
Impaired Loans with No Allowance				
Commercial	\$8,280	\$ 7,223	\$14,839	\$ 12,509
SBA	7,039	4,972	1,815	1,133
Construction	965	242	5,995	4,520
Installment loans and personal lines of credit	—	—	1,445	163
Residential mortgage	34,507	33,564	21,955	21,398
Home equity lines of credit	1,975	1,797	2,452	2,318
Loans	\$52,766	\$ 47,798	\$48,501	\$ 42,041

(1) The primary difference between the unpaid principal balance and recorded investment represents charge-offs previously taken; it excludes accrued interest receivable due to materiality. Related allowance is calculated on the recorded investment, not the unpaid principal balance.

Included in impaired loans with no allowance are \$29.1 million and \$19.5 million in government-guaranteed residential mortgage loans at December 31, 2018 and 2017, respectively. These loans are collateralized by first mortgages on the underlying real estate collateral and are individually reviewed for a specific allowance. The Company's loss exposure on the repurchased government-guaranteed loans is mitigated by the government guarantee in whole or in part.

The average recorded investment in impaired loans and interest income recognized for 2018, 2017, and 2016, by class, are summarized in the table below. Impaired loans include legacy impaired loans, which include all TDRs, and all other nonaccrual loans.

(in thousands)	For the Year Ended					
	December 31, 2018		December 31, 2017		December 31, 2016	
	Average Recorded Investment	Average Interest Recognized	Average Recorded Investment	Average Interest Recognized	Average Recorded Investment	Average Interest Recognized
Commercial	\$23,171	\$ 458	\$23,098	\$ 658	\$16,915	\$ 819
SBA	7,488	313	7,770	221	11,574	407
Construction	1,632	9	5,500	184	5,709	290
Indirect automobile	3,220	318	2,616	264	2,117	234
Installment loans and personal lines of credit	425	190	473	194	422	120
Residential mortgage	35,317	1,107	18,657	548	7,970	174
Home equity lines of credit	3,124	47	2,549	104	1,204	117
Total	\$74,377	\$ 2,442	\$60,663	\$ 2,173	\$45,911	\$ 2,161

#### Credit Quality Indicators

The Company uses an asset quality ratings system to assign a numeric indicator of the credit quality and level of existing credit risk inherent in a loan ranging from 1 to 8, where a higher rating represents higher risk. Management regularly reviews loans in the portfolio to assess credit quality indicators and to determine appropriate loan classification and grading in accordance with the Company's internal loan policy. These ratings are adjusted periodically as the Company becomes aware of changes in the credit quality of the underlying loans through its ongoing monitoring of the credit quality of the loan portfolio.

Indirect automobile loans typically receive a risk rating only when being downgraded to an adverse rating which typically occurs when payments of principal and interest are greater than 90 days past due. The Company uses a number of factors, including FICO scoring, to help evaluate the likelihood consumer borrowers will pay their credit obligations as agreed. The weighted-average FICO score for the indirect automobile portfolio was 762 at December 31, 2018 and 762 at December 31, 2017.

The following are definitions of the asset rating categories:

Pass – These categories include loans rated satisfactory with high, good, average or acceptable business and credit risk.

- Special Mention – A special mention asset has potential weaknesses that deserve management’s close attention.
  - Substandard – A substandard asset is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. A substandard asset has a well-defined weakness, or weaknesses, that jeopardize the liquidation of the debt.
- Doubtful – Doubtful assets have all the weaknesses inherent in assets classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.
- Loss – Loss assets are considered uncollectable and of such little value that their continuance as recorded assets is not

warranted.

The following tables present the recorded investment in loans, by loan class, and risk rating category, as of December 31, 2018 and 2017:

Asset Rating	December 31, 2018							
	Commercial	SBA	Construction	Indirect Automobile	Installment loans and personal lines of credit	Residential Mortgage	Home Equity Lines of Credit	Total
Pass	\$859,770	\$144,977	\$ 256,813	\$—	\$ 27,759	\$ 556,622	\$ 150,338	\$1,996,279
Special Mention	14,410	4,674	22,306	—	69	512	800	42,771
Substandard	29,980	6,961	290	5,632	342	36,961	2,620	82,786
Doubtful	—	—	—	—	—	—	—	—
Loss	—	—	—	—	—	—	—	—
Ungraded Performing	904,160	156,612	279,409	5,632	28,170	594,095	153,758	2,121,836
Total	\$904,160	\$156,612	\$ 279,409	\$ 1,569,274	\$ 28,170	\$ 594,095	\$ 153,758	\$3,685,478

Asset Rating	December 31, 2017							
	Commercial	SBA	Construction	Indirect Automobile	Installment loans and personal lines of credit	Residential Mortgage	Home Equity Lines of Credit	Total
Pass	\$758,271	\$129,629	\$ 235,987	\$—	\$ 25,229	\$ 461,650	\$ 145,082	\$1,755,848
Special Mention	21,264	6,847	7,699	—	231	—	—	36,041
Substandard	31,664	4,732	4,631	4,972	535	28,071	3,288	77,893
Doubtful	—	—	—	—	—	—	—	—
Loss	—	—	—	—	—	—	—	—
Ungraded Performing	811,199	141,208	248,317	4,972	25,995	489,721	148,370	1,869,782
Total	\$811,199	\$141,208	\$ 248,317	\$ 1,716,156	\$ 25,995	\$ 489,721	\$ 148,370	\$3,580,966

#### Acquired Loans

The carrying amount and outstanding balance at December 31, 2018 of the PCI loans from acquisitions prior to 2018 was \$21.5 million and \$27.5 million, respectively. The carrying amount and outstanding balance of the PCI loans from acquisitions prior to 2017 was \$26.6 million and \$35.3 million, respectively, at December 31, 2017.

Changes in accretible yield, or income expected to be collected on PCI loans at December 31, 2018 and 2017, were as follows:

(in thousands)	December 31,	
	2018	2017
Beginning balance	\$3,005	\$4,403
Accretion of income	(1,724 )	(2,950 )
Other activity, net <sup>(1)</sup>	1,385	1,552
Ending balance	\$2,666	\$3,005

<sup>(1)</sup> Includes changes in cash flows expected to be collected due to changes in timing of liquidation events, prepayment assumptions, etc.



## 7. Allowance for Loan Losses

A summary of changes in the ALL by loan portfolio type is as follows:

(in thousands)	For the Year Ended December 31, 2018						
	Commercial						
	Loans						
	Commercial	SHA	Construction	Consumer	Mortgage	Unallocated	Total
Beginning balance	\$7,846	\$1,968	\$ 2,396	\$10,758	\$ 5,928	\$ 876	\$29,772
Charge-offs	(772 )	(306 )	(38 )	(5,461 )	(628 )	—	(7,205 )
Recoveries	565	52	754	1,560	132	—	3,063
Net (charge-offs) / recoveries	(207 )	(254 )	716	(3,901 )	(496 )	—	(4,142 )
Provision for loan losses	2,250	552	(263 )	2,253	1,605	(876 )	5,521
Ending balance	\$9,889	\$2,266	\$ 2,849	\$ 9,110	\$ 7,037	\$ —	\$31,151
	For the Year Ended December 31, 2017						
	Commercial						
	Loans						
	Commercial	SHA	Construction	Consumer	Mortgage	Unallocated	Total
Beginning balance	\$9,331	\$1,978	\$ 2,176	\$ 9,812	\$ 5,755	\$ 779	\$29,831
Charge-offs	(2,824 )	(221 )	(13 )	(5,978 )	(43 )	—	(9,079 )
Recoveries	2,587	61	911	1,242	99	—	4,900
Net (charge-offs) / recoveries	(237 )	(160 )	898	(4,736 )	56	—	(4,179 )
Decrease in FDIC indemnification asset	(155 )	—	—	—	—	—	(155 )
Provision for loan losses <sup>(1)</sup>	(1,093 )	150	(678 )	5,682	117	97	4,275
Ending balance	\$7,846	\$1,968	\$ 2,396	\$10,758	\$ 5,928	\$ 876	\$29,772
	For the Year Ended December 31, 2016						
	Commercial						
	Loans						
	Commercial	SHA	Construction	Consumer	Mortgage	Unallocated	Total
Beginning balance	\$8,582	\$2,433	\$ 1,711	\$ 8,668	\$ 4,294	\$ 776	\$26,464
Charge-offs	(2,349 )	(387 )	—	(5,233 )	(1,047 )	—	(9,016 )
Recoveries	923	82	2,157	1,486	201	—	4,849
Net (charge-offs) / recoveries	(1,426 )	(305 )	2,157	(3,747 )	(846 )	—	(4,167 )
Increase (decrease) in FDIC indemnification asset	331	—	(1,145 )	93	24	—	(697 )
Provision for loan losses <sup>(1)</sup>	1,844	(150 )	(547 )	4,798	2,283	3	8,231
Ending balance	\$9,331	\$1,978	\$ 2,176	\$ 9,812	\$ 5,755	\$ 779	\$29,831

<sup>(1)</sup> Net of benefit attributable to FDIC indemnification asset

As discussed in Note 1, "Summary of Significant Accounting Policies," the ALL consists of specific allowances on loans individually evaluated for impairment and a general allowance for groups of loans with similar risk characteristics that are collectively evaluated for impairment. The allowance also includes a component to reflect the impact of changes in expected cash flows on acquired PCI loans.

The following tables present, by loan portfolio type, the balance in the ALL disaggregated on the basis of the Company's impairment measurement method and the related recorded investment in loans:

		December 31, 2018						
		Commercial Loans						
(in thousands)		Commercial	SBA	Construction	Consumer	Mortgage	Unallocated	Total
Individually evaluated		\$1,371	\$127	\$ —	\$93	\$674	\$ —	—\$2,265
Collectively evaluated		8,517	2,139	2,823	9,017	6,363	—	28,859
Acquired with deteriorated credit quality		1	—	26	—	—	—	27
Total ALL		\$9,889	\$2,266	\$2,849	\$9,110	\$7,037	\$ —	—\$31,151
Individually evaluated		21,780	6,858	242	310	40,276	—	69,466
Collectively evaluated		864,935	149,433	279,118	1,597,126	703,893	—	3,594,505
Acquired with deteriorated credit quality		17,445	321	49	8	3,684	—	21,507
Total loans		\$904,160	\$156,612	\$279,409	\$1,597,444	\$747,853	\$ —	—\$3,685,478
		December 31, 2017						
		Commercial Loans						
(in thousands)		Commercial	SBA	Construction	Consumer	Mortgage	Unallocated	Total
Individually evaluated		\$839	\$294	\$ —	\$219	\$1,249	\$ —	\$2,601
Collectively evaluated		6,935	1,674	2,371	10,539	4,567	876	26,962
Acquired with deteriorated credit quality		72	—	25	—	112	—	209
Total ALL		\$7,846	\$1,968	\$2,396	\$10,758	\$5,928	\$876	\$29,772
Individually evaluated		\$24,333	\$6,797	\$4,520	\$453	\$29,260	\$ —	\$65,363
Collectively evaluated		766,143	133,955	243,344	1,741,635	603,895	—	3,488,972
Acquired with deteriorated credit quality		20,723	456	453	63	4,936	—	26,631
Total loans		\$811,199	\$141,208	\$248,317	\$1,742,151	\$638,091	\$ —	\$3,580,966

The ALL for acquired loans is evaluated at each reporting date subsequent to acquisition. Total loans includes acquired loans of \$141.2 million, and \$196.6 million, at December 31, 2018, and 2017, respectively, which were recorded at fair value when acquired. The ALL for acquired loans is evaluated at each reporting date subsequent to acquisition. For acquired performing loans, an allowance is determined for each loan pool using a methodology similar to that used for originated loans and then compared to the remaining fair value discount for that pool. For PCI loans, decreases in cash flows expected to be collected is generally recognized by recording an allowance for loan losses. Subsequent increases in cash flows result in a reversal of the allowance for loan losses to the extent of prior charges, or in the prospective recognition of interest income.

#### 8. Other Real Estate and Property Acquired in the Settlement of Loans

The following table summarizes ORE and personal property acquired in the settlement of loans, the latter of which is included in other assets on the Consolidated Balance Sheets. There were no ORE amounts covered under Loss Share Agreements with the FDIC at December 31, 2018 and 2017.

(in thousands)	December 31,	
	2018	2017
ORE, net	\$8,290	\$7,621
Personal property acquired in the settlement of loans	1,696	2,392
Total	\$9,986	\$10,013

The following table segregates the ORE by type:

	December 31,	
(in thousands)	2018	2017
Commercial	\$2,598	\$1,422
Residential	400	258
Undeveloped property	5,292	5,941
Total ORE, net	\$8,290	\$7,621

The following table summarizes the changes in ORE for 2018, and 2017:

	For the Year	
	Ended	
	December 31,	
(in thousands)	2018	2017
Beginning balance	\$7,621	\$14,814
Transfers of loans to ORE	1,973	2,127
Sales	(780 )	(8,262 )
Write-downs	(524 )	(1,058 )
Ending balance	\$8,290	\$7,621

The recorded investment of residential mortgage loans held for investment formally in the process of foreclosure proceedings was approximately \$6.9 million, and \$3.0 million, at December 31, 2018, and 2017, respectively. Of these amounts, \$6.0 million and \$2.1 million, respectively, are residential mortgage loans where the Company has the intent to convey the property to the respective government agency guaranteeing the loan. Upon foreclosure, a separate other receivable in the amount expected to be recovered from the guarantee will be recognized and reported as part of other assets in the accompanying Consolidated Balance Sheets.

#### 9. Premises and Equipment

Premises and equipment are summarized as follows:

	December 31,	
(in thousands)	2018	2017
Land	\$32,133	\$30,860
Buildings and improvements	68,108	63,983
Furniture, fixtures, and equipment	37,374	35,161
Subtotal	137,615	130,004
Less accumulated depreciation and amortization	(43,916 )	(41,541 )
Premises and equipment, net	\$93,699	\$88,463

Depreciation and amortization expense totaled \$4.4 million for each of the years ended December 31, 2018, and 2017, and \$5.0 million for the year 2016.

#### 10. Deposits

The following table summarizes total deposits by category:

	December 31, 2018		December 31, 2017	
(\$ in thousands)	Amount	% of Total	Amount	% of Total
Noninterest-bearing demand deposits	\$1,214,534	30.5 %	\$1,125,598	29.1 %
Interest-bearing deposits:				
Demand	474,440	11.9	478,428	12.4
Money market and savings	1,365,276	34.3	1,339,028	34.6
Time deposits	835,285	21.0	860,613	22.3
Brokered time deposits	92,043	2.3	63,533	1.6
Total deposits	\$3,981,578	100.0 %	\$3,867,200	100.0 %

Brokered time deposits are obtained under master certificates through investment banking firms.



At December 31, 2018, the aggregate scheduled remaining maturities for all time deposits (deposits with stated maturities, consisting primarily of certificates of deposit, and IRAs including brokered time deposits) were as follows:

(in thousands)	Total Time Deposits
Scheduled remaining maturity:	
2019	\$704,735
2020	178,583
2021	27,599
2022	7,695
2023	8,431
Thereafter	285
Total time deposits	\$927,328

Time deposits that meet or exceed the FDIC insurance limit of \$250,000 were \$176.7 million and \$178.5 million at December 31, 2018 and 2017, respectively.

#### 11. Borrowings

##### Short-term borrowings

Short-term borrowings mature either overnight or have a remaining fixed maturity not to exceed one year. The following schedule details the Company's short-term borrowings:

(\$ in thousands)	December 31,	
	2018	2017
Repurchase agreements at an average period-end rate of 0.26% and 0.19% for 2018 and 2017, respectively	\$14,759	\$25,580
FRB Discount Window with variable interest of 3.00% for 2018	1	—
FHLB Fixed Rate Credit Advances with an interest rate of 2.46% for 2018 and interest rates ranging from 1.41% to 1.42% for 2017	125,000	125,000
Total short-term borrowings	\$139,760	\$150,580

Repurchase agreements consist primarily of balances in the transaction accounts of commercial customers swept nightly to an overnight investment account. All short-term repurchase agreements are collateralized with investment securities consisting of municipal securities and residential mortgage backed securities. The Company regularly monitors the liquidity and market value of the pledged collateral and may be obligated to provide additional collateral based on the fair value of the underlying securities and/or deposit amounts.

Term fixed rate advances with the FHLB are collateralized with pledged qualifying real estate loans or investment securities subject to a prepayment penalty. Term fixed rate advances outstanding at December 31, 2018, and 2017, had remaining terms less than one year.

At December 31, 2018, and 2017, the Company had a line of credit with the FHLB, set to a percentage of total assets, to borrow additionally up to approximately \$590.7 million, and \$490.7 million, respectively, with a maximum term up to 20 years. The available borrowing amounts are based on collateral available under a blanket lien arrangement and its holdings of FHLB stock. The Company increases or decreases its holdings of FHLB stock based on the level of FHLB borrowings. The Company had approximately \$215.0 million, and \$205.0 million, in unsecured federal funds lines available with various financial institutions as of December 31, 2018, and 2017, respectively.

The Company also maintains levels of free securities available for liquidity and additional pledging requirements which totaled \$118.0 million, and \$58.2 million, as of December 31, 2018, and 2017, respectively.

Additionally, the FRB discount window available borrowing capacity is based on its available collateral which consists of indirect automobile loans pledged under a blanket lien arrangement was \$235.1 million, and \$236.5 million, as of December 31, 2018, and 2017, respectively. The Company considers the availability under the FRB discount window as a source of short-term funding under unforeseen circumstances and not as a permanent borrowing source.



Additional information on the Company's short-term borrowings is shown in the table below:

(\$ in thousands)	2018	2017	2016		
Outstanding at December 31,	\$ 139,760	\$ 150,580	\$ 243,351		
Maximum month-end outstanding balance	463,810	266,439	352,603		
Average daily outstanding balance	244,090	134,425	262,674		
Average rate during the year	1.86	% 0.69	% 0.54	%	
Average rate at year end	2.23	% 1.21	% 0.58	%	

Subordinated debt

Subordinated debt outstanding at the periods indicated is summarized as follows:

(\$ in thousands)	December 31,	
	2018	2017
Subordinated Debt:		
Floating rate 30-year capital securities with interest adjusted and paid quarterly at three-month LIBOR plus 3.10%, with a rate of 5.92% and 4.77%	\$ 15,464	\$ 15,464
Floating rate 30-year capital securities with interest adjusted and paid quarterly at three-month LIBOR plus 1.89%, with a rate of 4.68% and 3.49%	10,310	10,310
Floating rate 30-year capital securities with interest adjusted and paid quarterly at three-month LIBOR plus 1.40%, with a rate of 4.19% and 2.99%	20,619	20,619
Subordinated notes at an annual fixed rate of 5.875% until May 31, 2025 with interest paid semiannually until June 1, 2025, thereafter, at a floating rate equal to three-month LIBOR plus 3.63% from June 1, 2025 to May 31, 2030, with interest paid quarterly until maturity	75,000	75,000
Principal amount of subordinated debt	121,393	121,393
Less unamortized debt issuance costs	686	806
Subordinated debt, net	\$ 120,707	\$ 120,587

Neither the Company nor the Bank had any advances or repayments of subordinated debt during 2018. On May 29, 2015, the Bank issued \$75.0 million in aggregate principal amount of subordinated notes (the "Notes"). The Notes are due May 31, 2030 and bear a fixed rate of interest of 5.875% per year until May 31, 2025. From June 1, 2025 to the maturity date, the interest rate will be a floating rate equal to the three-month LIBOR plus 363 basis points. Interest on the Notes is payable semiannually beginning December 1, 2015 through June 1, 2025 and payable quarterly from September 1, 2025 through the maturity date. The Notes were priced at 100% of their par value. The Notes are callable by the Bank at their par value in whole or in part on June 1, 2025 or any interest payment date thereafter. The Notes contain certain restrictions on the merger or consolidation of the Company or the sale or transfer of its assets into another entity. In addition, notice shall be provided to the debt holders for certain events, including minimum leverage ratio and other regulatory events. At December 31, 2018, and 2017, the Company was in compliance with all covenants and provisions of the Notes. The Notes qualify as Tier 2 regulatory capital for the Bank and the Company. All subordinated debt, a total of \$121.4 million, matures more than five years after December 31, 2018 with no other long term debt maturing within the next five years. Subordinated debt of \$75.0 million, \$15.5 million, \$10.3 million, and \$20.6 million, will mature in 2030, 2033, 2035, and 2037, respectively.

The Company has three business trust subsidiaries that are variable interest entities: Fidelity Southern Statutory Trust I ("FSSTI"), Fidelity Southern Statutory Trust II ("FSSTII"), and Fidelity Southern Statutory Trust III ("FSSTIII") (collectively, the "Trust Subsidiaries"). The \$1.4 million in common securities issued by the Trust Subsidiaries were all purchased by the Company, and are classified by the Company as other assets.

Trust preferred securities totaling \$45.0 million are classified as subordinated debt and were sold to third-party investors. In addition, the \$1.4 million borrowed from the Trust Subsidiaries to purchase their respective common securities is classified as subordinated debt. The trust preferred securities are redeemable in whole, or in part at a redemption price of 100% by the Trust Subsidiaries. The trust preferred security holders may only terminate the business trusts under defined circumstances such as default, dissolution, or bankruptcy. The trust preferred security holders and other creditors, if any, have no recourse to the Company and may only look to the assets of each Trust Subsidiary to satisfy all debts and obligations.

There was no other indebtedness to directors, executive officers, or principal holders of equity securities in excess of 5% of shareholders' equity at December 31, 2018, or 2017, respectively.



## 12. Income Tax

The components of income tax expense for the years ended December 31, 2018, 2017, and 2016, were as follows:

(in thousands)	For the Years Ended		
	December 31,		
	2018	2017	2016
Current:			
Federal	\$9,049	\$12,487	\$13,493
State	794	539	640
Total current taxes	9,843	13,026	14,133
Deferred:			
Federal	2,814	1,467	6,279
State	1,103	766	1,731
Total deferred taxes	3,917	2,233	8,010
Total income tax expense	\$13,760	\$15,259	\$22,143

A reconciliation of income tax expense computed at the statutory federal income tax rate to actual income tax expense is presented in the following table for the years ended December 31, 2018, 2017, and 2016:

(\$ in thousands)	For the Years Ended December 31,					
	2018		2017		2016	
	Amount	%	Amount	%	Amount	%
Taxes at statutory rate	\$12,092	21.0 %	\$19,269	35.0 %	\$21,318	35.0 %
Increase (reduction) in income taxes resulting from:						
State income tax, net of credits and Federal income tax	1,499	2.6	771	1.4	1,541	2.5
Employee compensation and benefit plans, net	333	0.6	(211 )	(0.4 )	(654 )	(1.0 )
Tax exempt interest income	(126 )	(0.2 )	(167 )	(0.3 )	(230 )	(0.4 )
Benefit due to enactment of federal tax reform	—	—	(4,903 )	(8.9 )	—	—
Other, net	(38 )	(0.1 )	500	0.9	168	0.3
Income tax expense	\$13,760	23.9 %	\$15,259	27.7 %	\$22,143	36.4 %

Deferred taxes are provided using the asset and liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

The Tax Cuts and Jobs Act ("Tax Act"), which was enacted on December 22, 2017, made significant changes to the U.S. tax law, including the reduction of the corporate income tax rate from 35% to 21%. As a result of enactment, we remeasured our deferred tax assets and liabilities based upon the newly enacted U.S. statutory federal income tax rate of 21%, which is the tax rate at which these assets and liabilities are expected to reverse in the future and, as noted above, recognized a tax benefit related to the remeasurement of \$4.9 million during 2017.

On December 22, 2017, the SEC staff issued Staff Accounting Bulletin No. 118 ("SAB 118"), which provided guidance on accounting for the tax effects of the Tax Act. SAB 118 provided a measurement period that should not extend beyond one year from the Tax Act enactment date for companies to complete the accounting under ASC 740, Income Taxes. The Company's 2017 financial results reflected the income tax effects of the Tax Act for which the accounting under ASC 740 was complete and provision amounts for those specific income tax effects of the Tax Act for which the accounting under ASC 740 is incomplete but a reasonable estimate could be determined. During 2018, the Company completed its accounting under SAB 118.

As of December 31, 2018, and 2017, net deferred income tax liabilities totaling \$11.1 million, and \$7.0 million, respectively, are recorded on the Company's Balance Sheet. The tax effects of temporary differences that give rise to significant portions of deferred tax assets and deferred tax liabilities at December 31, 2018, and 2017, are presented in the table below:

(in thousands)	December 31,		December 31,	
	2018	2017	2018	2017
	Assets	Liabilities	Assets	Liabilities
Allowance for loan losses	\$7,863	\$ —	\$7,575	\$ —
Mortgage servicing rights	—	25,359	—	21,566
Accelerated depreciation	—	1,988	—	1,637
Deferred loan fees, net	8	—	553	—
Deferred compensation	2,831	—	2,334	—
ORE	337	—	317	—
State tax carryforward	1,956	—	2,312	—
Unrealized gains on investment securities available-for-sale	—	301	—	159
Stock benefits/compensation	1,006	—	1,032	—
FDIC acquired assets	290	—	306	—
Loan mark-to-market adjustment	277	—	479	—
Net operating losses	1,371	—	1,497	—
Deductible prepaids	—	170	—	333
Other	1,189	377	660	379
Total	\$17,128	\$ 28,195	\$17,065	\$ 24,074

Net deferred tax liability \$(11,067) \$(7,009)

Based on management's belief that it is more likely than not that all net deferred tax asset benefits will be realized, there was no valuation allowance at December 31, 2018, and 2017. At December 31, 2018, the Company had \$1.8 million in state tax credit carryforwards which expire between 2021 and 2028. There are federal net operating losses of \$6.5 million that will begin to expire in 2030. There are also state net operating losses of approximately \$12.0 million that begin expiring in 2029.

The Company is subject to the possibility of a tax audit in numerous jurisdictions in the U.S. until the applicable expiration of the statutes of limitations. For federal and state purposes, the Company is no longer subject to tax examinations by tax authorities for tax years before 2015.

There were no unrecognized tax benefits at December 31, 2018, or 2017 that, if recognized, would affect the Company's effective tax rate.

### 13. Employee Benefits

Fidelity maintains various benefit plans for its employees. The Company maintains a 401(k) defined contribution retirement savings plan (the "Plan") for employees age 21 or older. Employees' contributions to the Plan are voluntary, and the Company matches 50% of the first 6% of participants' contributions in the Company's common stock, which is immediately transferable. For the years ended December 31, 2018, 2017, and 2016, the Company contributed \$2.7 million, \$2.4 million, and \$2.0 million, respectively, net of forfeitures, to the Plan.

During the second quarter of 2018, the Company established the Fidelity Southern Corporation 2018 Omnibus Incentive Plan (the "2018 Incentive Plan"), that permits the grant of stock options, stock appreciation rights, restricted stock, and other incentive awards. The aggregate number of shares reserved and available for issuance pursuant to Awards granted under the Plan shall be 1,250,000 shares, reduced by grants under the Prior Plan after December 31, 2017, plus a number of additional shares underlying awards outstanding as of March 8, 2018 under the 2016 Incentive Plan ("Prior Plan") that thereafter terminate or expire unexercised, or are cancelled, forfeited or lapse for any reason. From and after the Effective Date, no further awards are to be granted under the Prior Plan, and the Prior Plan shall remain in effect only so long as awards granted thereunder shall remain outstanding. As of December 31, 2018, there were no grants awarded under the new 2018 Incentive Plan. As of December 31, 2018, there were 1,224,332 shares available to be issued under the 2018 Omnibus Incentive Plan. The Company's policy is to issue shares from the

Company's authorized and unissued shares to satisfy incentive awards.

The Fidelity Southern Corporation Equity Incentive Plan (the "2006 Incentive Plan"), as amended, permits the grant of stock options, stock appreciation rights, restricted stock, and other incentive awards. The maximum number of shares of common stock that may be issued under the 2006 Incentive Plan is 5,000,000 shares, all of which may be stock options, but not to exceed 1,000,000 shares other than stock options. Generally, no award shall be exercisable or become vested or payable more than 10 years after the date of grant. Options granted under the 2006 Incentive Plan vest ratably over the service period. As permissible under the 2006 Incentive Plan, shares were added back into the 2006 Incentive Plan if they have been forfeited, expired, or withheld

for tax purposes. The Company's policy is to issue shares from the Company's authorized and unissued shares to satisfy incentive awards.

Compensation expense related to share-based payments totaled \$8.1 million, \$4.6 million, and \$3.5 million, for the years ended December 31, 2018, 2017, and 2016, respectively. The Company realized a tax benefit of \$117,000, \$353,000, and \$170,000, from options exercised during the years ended December 31, 2018, 2017, and 2016, respectively. As of December 31, 2018, there was \$2.1 million of total unrecognized compensation expense related to nonvested share-based compensation arrangements granted under the 2006 Incentive Plan. The cost is expected to be recognized over a weighted average period of 1.5 years.

#### Stock Options

The fair value of each option award is estimated as of the grant date using the Black-Scholes option pricing model, which discounts the value of each option's estimated future cash flow using certain assumptions outlined in the table below:

	For the Years Ended		
	December 31,		
	2018	2017	2016
Weighted average fair value per share of awards issued	\$5.13	\$4.97	\$4.72
Assumptions:			
Expected volatility	27.61 %	28.65 %	29.41 %
Expected dividends	2.02 %	2.05 %	2.69 %
Risk-free rate	2.37 %	1.71 %	1.35 %
Expected term (years)	4.5	4.5	4.4
Expected forfeiture rate	— %	— %	— %

The expected volatility assumption is based on the historical volatility of the Company's common stock. The expected dividend yield is estimated using the current annual dividend level and the most recent stock price of the Company's common stock at the date of grant. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant. The expected term represents the period of time that the options granted are expected to be outstanding in years. Beginning January 1, 2016, the Company began accounting for forfeitures as incurred.

A summary of stock option activity for 2018, 2017, and 2016, is presented below:

	Number of Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value <sup>(1)</sup>	Weighted Average Remaining Contractual Life (Years)
Outstanding at December 31, 2015	451,999	\$ 13.41		
Granted	395,000	17.87		
Exercised	(78,666 )	11.83	\$ 735	
Forfeited or expired	(21,000 )	14.88		
Outstanding at December 31, 2016	747,333	15.89		
Granted	562,500	23.38		
Exercised	(222,676 )	13.86	1,937	
Forfeited or expired	(25,833 )	22.55		
Outstanding at December 31, 2017	1,061,324	20.13		
Granted	70,000	23.75		
Exercised	(163,331 )	16.57	1,271	
Forfeited or expired	(52,666 )	22.40		
Outstanding at December 31, 2018	915,327	\$ 20.91	\$ 4,677	2.92
Exercisable at December 31, 2016	184,671	\$ 12.68		
Exercisable at December 31, 2017	182,350	15.95		
Exercisable at December 31, 2018	382,524	19.39	\$ 2,535	2.47

Vested and expected to vest at December 31, 2016	747,333	\$ 15.89		
Vested and expected to vest at December 31, 2017	1,061,324	20.13		
Vested and expected to vest at December 31, 2018	915,327	20.91	\$ 4,677	2.92

<sup>(1)</sup>Aggregate intrinsic value is in thousands and is based on the market price as of the period ending date

The fair value of stock options vested in 2018, 2017, and 2016 was \$1.8 million, \$1.1 million, and \$333,000, respectively.

## Restricted Stock

A summary of the status of the Company's restricted stock activity for 2018, 2017, and 2016 is presented below:

	Number of Shares	Weighted Average Grant-Date Fair Value
Outstanding at December 31, 2015	157,883	\$ 8.02
Granted	318,197	16.85
Vested	(113,580 )	7.76
Forfeited	(2,500 )	6.15
Outstanding at December 31, 2016	360,000	15.92
Granted	284,948	23.41
Vested	(155,496 )	14.25
Forfeited	(10,000 )	6.15
Outstanding at December 31, 2017	479,452	21.11
Granted	—	—
Vested	(418,150 )	21.11
Forfeited	(8,333 )	17.87
Outstanding at December 31, 2018	52,969	21.64

The shares of restricted stock granted under the 2006 Incentive Plan during the last three years were comprised of service-based shares, which were awarded to numerous individuals based on years of service, and shares issued for certain executives and senior managers. During the year ended December 31, 2018, the Company awarded no shares for service awards. During the years ended December 31, 2017, and 2016, the Company awarded 5,494 shares, and 18,197 shares, respectively, for service awards which vested immediately.

The market price of the Company's common stock at the date of grant is used to estimate the fair value of the restricted stock awards. Compensation expense for the restricted stock awards is generally equal to the fair value of the restricted stock awards and is amortized to compensation expense over the vesting period of each award.

The Company recorded compensation expense of \$120,000, and \$115,000 during 2017, and 2016, respectively, associated with these shares. Dividends are paid on awarded, unvested restricted stock.

There was no restricted stock granted to executives or senior managers during 2018. During the year ended December 31, 2017, the Company granted 279,454 restricted shares of common stock at an average fair value of \$23.43 per share to certain executives and senior managers, which vest ratably over three years. During the year ended December 31, 2016, the Company granted 300,000 restricted shares of common stock at a fair value of \$17.87 per share to certain executives and senior managers, which vest ratably over three years.

The fair value of restricted stock vested in 2018, 2017, and 2016 was \$8.8 million, \$2.3 million, and \$897,000, respectively.

## Salary Continuation Agreements

On December 23, 2014, the Company entered into Salary Continuation Agreements ("SERP Agreements") with certain key officers, which became effective as of January 1, 2015. These agreements are unfunded, noncontributory and are nonqualified under Section 401 of the Internal Revenue Code. The SERP Agreements provide defined benefits based on years of service and salary and are subject to a vesting schedule. The benefits are entirely unvested until the tenth anniversary of employment and vest 20% per year thereafter.

The total liability associated with the SERP Agreements at December 31, 2018, and 2017 was \$7.1 million and \$5.2 million, respectively. Service and interest costs recognized in salaries and employee benefits in the Consolidated Statements of Comprehensive Income totaled \$2.1 million for the year ended December 31, 2018. Service and interest costs recognized in salaries and employee benefits in the Consolidated Statements of Comprehensive Income totaled \$1.7 million for each of the years ended December 31, 2017, and 2016. There were no cash payments under the SERP Agreements during 2018 or 2017. The plan is not currently funded.



The following table is an estimate of the benefits that will be paid in accordance with the SERP Agreements during the indicated time periods:

(in thousands)	Amount
2019	\$—
2020	5,926
2021	—
2022	125
2023	250
Thereafter	11,759
Total estimated benefit payments	\$18,060

At December 31, 2018 and 2017, the present value of the remaining SERP Agreements obligation was \$12.7 million and \$11.5 million and the discount rate to calculate the present value was 3.34% and 3.84%, respectively.

#### 14. Commitments and Contingencies

The approximate future minimum rental commitments, before considering renewal options that generally are present, as of December 31, 2018, under the Company's noncancelable operating leases with initial or remaining terms in excess of one year are shown in the following table:

(in thousands)	Amount
2019	\$6,081
2020	5,585
2021	4,326
2022	2,354
2023	1,402
Thereafter	84
Total	\$19,832

Many of these leases provide for periodic adjustment of rentals based on changes in various economic indicators while others also include renewal options and escalation clauses under various terms.

Rental expense for all leases amounted to \$6.3 million, \$5.6 million, and \$5.0 million in 2018, 2017, and 2016, respectively.

Due to the nature of their activities, the Company and its subsidiaries are at times engaged in various legal proceedings that arise in the normal course of business, some of which were outstanding at December 31, 2018.

Although the ultimate outcome of all claims and lawsuits outstanding as of December 31, 2018 cannot be ascertained at this time, it is the opinion of management that these matters, when resolved, will not have a material adverse effect on the Company's results of operations or financial condition.

The FRB requires that banks maintain cash on hand and reserves in the form of average deposit balances at the FRB based on the Bank's average deposits. At December 31, 2018, and 2017, the Bank exceeded the FRB required reserve balance.

#### 15. Shareholders' Equity

Shareholders' equity at December 31, 2018 and 2017, was \$446.2 million and \$401.6 million, respectively. The \$44.6 million increase in shareholders' equity over December 31, 2017 was primarily attributable to net income earned of \$43.8 million and common stock issuance under employee programs of \$13.3 million during 2018, offset by cash dividends declared on common shares during 2018 of \$13.0 million.

At December 31, 2015, as a result of the Company's participation in the U.S. Treasury Capital Purchase Program, there was a Warrant outstanding with the ability to purchase 1,000,000 shares of the Company's common stock, respectively, as adjusted for dividends. During 2016, the Company received Warrant exercise notices for cash exercises, resulting in the issuance of 1,000,000 shares of common stock, for an aggregate \$2.7 million. At December 31, 2018, and 2017, there was no Warrant outstanding.

On May 5, 2017, the Company filed a shelf registration statement with the SEC for up to \$100.0 million of common stock, preferred stock, warrants, or debt securities, to be issued from time to time for general corporate purposes which may include funding bank and non-bank subsidiaries, financing business expansion, or refinancing or extending the maturity of debt obligations and investments at the holding company level. The amount was available to be issued as



of June 15, 2017, which was the date that the SEC issued a Notice of Effectiveness. As of December 31, 2018, the Company has not issued any securities under the shelf registration statement.

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Earnings per common share (“EPS”) were calculated as follows:

(in thousands, except per share data)	For the Years Ended		
	December 31,		
	2018	2017	2016
Net income	\$43,823	\$39,796	\$38,766
Weighted average common shares outstanding – basic <sup>(1)</sup>	27,155	26,602	25,497
Effect of dilutive stock options and warrants <sup>(2)</sup>	104	120	317
Weighted average common shares outstanding – diluted	27,259	26,722	25,814

EPS:

Basic	\$1.61	\$1.50	\$1.52
Diluted	\$1.61	\$1.49	\$1.50

<sup>(1)</sup> Includes participating securities related to unvested restricted stock awards, net of forfeitures during the period

<sup>(2)</sup> Effect of dilutive stock options and warrants includes the dilutive effect of additional potential common shares issuable under contracts

As of December 31, 2018, 2017, and 2016, there were 552,498, 542,500, and 456,666, common stock options which were not included in the potentially dilutive stock options and warrants, respectively. These shares were not included in the computation of diluted EPS because they were anti-dilutive in the period (i.e., the options’ exercise price was greater than the average market price of the common shares for the given period).

#### 16. Fair Value of Financial Instruments

##### Valuation Methodologies and Fair Value Hierarchy

The primary financial instruments that the Company carries at fair value include investment securities available-for-sale, derivative instruments including Interest Rate Lock Commitments (“IRLCs”), and residential mortgage loans held-for-sale.

Debt securities issued by U.S. Government corporations and agencies, debt securities issued by U.S. states and political subdivisions, and agency residential and commercial mortgage-backed securities classified as available-for-sale are reported at fair value utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent third party pricing service. We have processes in place to evaluate such third party pricing services to ensure information obtained and valuation techniques are appropriate. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond’s terms and conditions, among other things. The investments in the Company’s portfolio are generally not quoted on an exchange but are actively traded in the secondary institutional markets.

The fair value of mortgage loans held-for-sale is based on what secondary markets are currently offering for portfolios with similar characteristics. The fair value measurements consider observable data that may include market trade pricing from brokers and investors and the mortgage-backed security markets. As such, the Company classifies these loans as Level 2.

The Company classifies IRLCs on residential mortgage loans held-for-sale, which are derivatives under ASC 815-10-15, on a gross basis within other assets or other liabilities. The fair value of these commitments, while based on interest rates observable in the market, is highly dependent on the ultimate closing of the loans. These “pull-through” rates are based on both the Company’s historical data and the current interest rate environment and reflect the Company’s best estimate of the likelihood that a commitment will ultimately result in a closed loan. The loan servicing value is also included in the fair value of IRLCs. Because these inputs are not transparent in market trades, IRLCs are considered to be Level 3 assets.

Derivative instruments are primarily transacted in the secondary mortgage and institutional dealer markets and priced with observable market assumptions at a mid-market valuation point, with appropriate valuation adjustments for liquidity and credit risk. For purposes of valuation adjustments to its derivative positions, the Company has evaluated liquidity premiums that may be demanded by market participants, as well as the credit risk of its counterparties and its own credit if applicable. To date, no material losses due to a counterparty’s inability to pay any net uncollateralized

position have occurred. Derivatives instruments are considered to be Level 3.

The credit risk associated with the underlying cash flows of an instrument carried at fair value was a consideration in estimating the fair value of certain financial instruments. Credit risk was considered in the valuation through a variety of inputs, as applicable, including, the actual default and loss severity of the collateral, and level of subordination. The assumption used to estimate credit risk applied relevant information that a market participant would likely use in valuing an instrument. Because mortgage loans held-for-sale are generally sold within a few weeks of origination, they are unlikely to demonstrate any of the credit weaknesses discussed above and as a result, the amount of any credit related adjustments to fair value during the years ended December 31, 2018 and 2017 was insignificant.

Recurring Fair Value Measurements

The following tables present certain information regarding financial assets measured at fair value on a recurring basis at December 31, 2018 and 2017. There were no transfers between Level 1, 2, and 3 during the year ended December 31, 2018:

(in thousands)	Total	Fair Value Measurements at December 31, 2018	
		Quoted Prices in Active Markets for Identifiable Assets (Level 1)	Significant Unobservable Inputs (Level 3)
Investment securities available-for-sale	\$251,602	\$ 251,602	\$ —
Mortgage loans held-for-sale	225,342	—	225,342
Other assets <sup>(1)</sup>	5,402	—	5,402
Other liabilities <sup>(1)</sup>	(3,492 )	—	(3,492 )

(in thousands)	Total	Fair Value Measurements at December 31, 2017	
		Quoted Prices in Active Markets for Identifiable Assets (Level 1)	Significant Unobservable Inputs (Level 3)
Investment securities available-for-sale	\$120,121	\$ 120,121	\$ —
Mortgage loans held-for-sale	269,140	—	269,140
Other assets <sup>(1)</sup>	4,168	—	4,168
Other liabilities <sup>(1)</sup>	(691 )	—	(691 )

<sup>(1)</sup> Includes mortgage-related IRLCs and derivative financial instruments to hedge interest rate risk. IRLCs recorded on a gross basis.

The following table presents a reconciliation of all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the years ended December 31, 2018 and 2017. The changes in the fair value of economic hedges are recorded in noninterest income from mortgage banking activities in the Consolidated Statements of Comprehensive Income and are designed to partially offset the change in fair value of the financial instruments referenced in the following table:

(in thousands)	As of or for the Year Ended December 31,			
	2018		2017	
	Other Assets <sup>(1)</sup>	Other Liabilities <sup>(1)</sup>	Other Assets <sup>(1)</sup>	Other Liabilities <sup>(1)</sup>
Beginning balance	\$4,168	\$ (691 )	\$7,111	\$ (1,065 )
Total gains (losses) included in earnings:				
Issuances	26,725	(7,459 )	24,763	(3,924 )
Settlements and closed loans	(25,496)	4,658	(28,018)	4,298
Expirations	5	—	312	—



Nonrecurring Fair Value Measurements

Certain financial assets held by the Company are not included in the tables above, but are measured at fair value on a nonrecurring basis. The following tables present the assets that had changes in their recorded fair value and still held at the end of the reporting period by level within the fair value hierarchy based on the inputs used to estimate the fair value at the measurement date.

(in thousands)	Total Fair Value	Fair Value Measurements at December 31, 2018	
		Quoted Prices in Active Markets for Identifiable Assets (Level 1)	Significant Unobservable Inputs (Level 2) Significant Unobservable Inputs (Level 3)
Impaired loans	\$16,283	\$—	—\$ 16,283
ORE, net	1,556	—	1,556
Residential mortgage servicing rights	56,737	—	56,737

(in thousands)	Total Fair Value	Fair Value Measurements at December 31, 2017	
		Quoted Prices in Active Markets for Identifiable Assets (Level 1)	Significant Unobservable Inputs (Level 2) Significant Unobservable Inputs (Level 3)
Impaired loans	\$23,257	\$—	—\$ 23,257
ORE, net	4,993	—	4,993
Residential mortgage servicing rights	57,895	—	57,895
SBA servicing rights	1,027	—	1,027

## Quantitative Information about Level 3 Fair Value Measurements

The following table shows the valuation technique and range, including weighted average, of the significant unobservable inputs and assumptions used in the fair value measurement of the Company's Level 3 assets and liabilities:

(\$ in thousands)	Fair Value at		Valuation Technique	Unobservable Inputs	Range/Weighted	Range/Weighted
	December 31, 2018	December 31, 2017			Average at December 31, 2018	Average at December 31, 2017
Nonrecurring:						
Impaired loans	\$16,283	\$23,257	Appraised value less estimated selling costs	Estimated selling costs	0.00% - 10.00% 9.69%	0.00% - 10.00% 10.00%
Other real estate	1,556	4,993	Discounted appraisals less estimated selling costs	Estimated selling costs	0.00% - 10.00% 9.38%	0.00% - 10.00% 9.61%
Residential mortgage servicing rights	56,737	57,895	Discounted cash flows	Discount rate	10.27% - 11.75% 10.64%	9.64% - 11.13% 9.95%
SBA servicing rights	—	1,027	Discounted cash flows	Discount rate	N/A	13.12%
				Modeled prepayment speeds	N/A	11.33%
Recurring:						
IRLCs	\$4,630	\$3,439	Pricing model	Modeled pull-through ratio	85.00%	83.14%
Forward commitments	(2,720 )	38	Investor pricing	Pricing spreads	99.00% - 104.83% 102.47%	90.00% - 104.94% 102.64%

The tables above exclude the initial measurement of assets and liabilities that were acquired as part of acquisitions accounted for as business combinations. These assets and liabilities were recorded at their fair value upon acquisition and were not remeasured during the periods presented unless specifically required by GAAP. Acquisition date fair values represent either Level 2 fair value measurements (investment securities, ORE, property, equipment, and borrowings) or Level 3 fair value measurements (loans, deposits, and core deposit intangible asset).

Impaired loans are evaluated and valued at the time the loan is identified as impaired, at the lower of cost or fair value less estimated closing costs. A loan is considered impaired if it is probable that the Company will be unable to collect all amounts contractually due according to the terms of the loan agreement. Measuring the impairment of loans using the present value of expected future cash flows, discounted at the loan's effective interest rate, is not considered a fair value measurement. For collateral-dependent loans, fair value is measured based on the value of the collateral securing these loans and is classified as Level 3 in the fair value hierarchy. Collateral may include real estate or business assets, including equipment, inventory and accounts receivable. The value of real estate collateral is determined based on appraisals prepared by qualified licensed appraisers ordered by the Company's internal appraisal department, which is independent of the Company's lending function. If significant, the value of business equipment is based on an appraisal

by qualified licensed appraisers ordered by the Company; otherwise, the equipment's net book value on the business' financial statements is the basis for the value of business equipment. Inventory and accounts receivable collateral are valued based on independent field examiner review or aging reports. Appraised and reported values may be discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business. Impaired loans are evaluated on at least a quarterly basis for additional impairment and adjusted accordingly.

Foreclosed assets are adjusted to fair value less estimated selling costs upon transfer of the loans to ORE, which becomes the new carrying value of the ORE. Subsequently, foreclosed assets are carried at the lower of carrying value or fair value less estimated selling costs. Fair value is based on independent market prices, appraised values of the collateral or management's



estimation of the value of the collateral using market data including recent sales activity for similar assets in the property's market. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the foreclosed asset as nonrecurring Level 2. When an appraised value is not available or management determines there is no observable market price, the Company records the foreclosed asset as nonrecurring Level 3. Appraised and reported values may be discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the property. Management continues to evaluate the appropriateness of appraised values on at least an annual basis. Mortgage and SBA servicing rights are initially recorded at fair value when loans are sold with servicing retained. These assets are then amortized in proportion to and over the period of estimated net servicing income. On at least a quarterly basis, these servicing assets are assessed for impairment based on fair value. Management uses a model operated and maintained by an independent third party to assist in determining fair value which stratifies the servicing portfolio into homogeneous subsets with unique behavior characteristics. The model then converts those characteristics into income and expense streams, adjusts those streams for estimated prepayments, present values the adjusted streams, and combines the present values into a total. If the cost basis of any loan stratification tranche is higher than the present value of the tranche, an impairment is recorded. The Company periodically obtains an independent review of the valuation assumptions to validate the fair value estimate and the reasonableness of the assumptions used in measuring fair value. See Note 19 for additional disclosures related to assumptions used in the fair value calculation for mortgage and SBA servicing rights.

Management makes certain estimates and assumptions related to costs to service varying types of loans and pools of loans, prepayment speeds, the projected lives of loans and pools of loans sold servicing retained, and discount factors used in calculating the present values of servicing fees projected to be received. Management periodically obtains an independent review of the valuation assumptions to validate the fair value estimate and the reasonableness of the assumptions used in measuring fair value.

No less frequently than quarterly, management reviews the status of mortgage loans held-for-sale for which the fair value option has been elected. Management also evaluates pools of servicing assets at least quarterly to determine if there is any impairment to those assets due to such factors as earlier than estimated repayments or significant prepayments. Any impairment identified in these assets results in reductions in their carrying values through a valuation allowance and a corresponding decrease in servicing income.

The significant unobservable input used in the fair value measurement of the Company's IRLCs is the pull-through ratio, which represents the percentage of loans currently in a lock position which management estimates will ultimately close. Generally, the fair value of an IRLCs is positive (negative) if the prevailing interest rate is lower (higher) than the IRLCs rate. Therefore, an increase in the pull-through ratio (i.e., higher percentage of loans are estimated to close) will result in the fair value of the IRLCs increasing if in a gain position, or decreasing if in a loss position. The pull-through ratio is largely dependent on the processing stage that a loan is currently in and the change in prevailing interest rates from the time of the rate lock. The pull-through ratio is estimated based on calculations provided by the secondary marketing department using historical data. The estimated pull-through ratio is periodically reviewed by the Company's Secondary Marketing Department of the Mortgage Banking Division for reasonableness. Forward commitments are instruments that are used to hedge the value of the IRLCs and mortgage loans held-for-sale. The Company takes investor commitments to sell a loan or pool of newly originated loans to an investor for an agreed upon price for delivery in the future. This type of forward commitment is also known as a mandatory commitment. Generally, the fair value of a forward commitment is negative (positive) if the prevailing interest rate is lower (higher) than the current commitment interest rate. The value of these commitments is ultimately determined by the investor that sold the commitment and represents a significant unobservable input used in the fair value measurement of the Company's forward commitments.

#### Fair Value Option

The Company records mortgage loans held-for-sale at fair value. The Company chose to fair value these mortgage loans held-for-sale to better align results with the underlying economic changes in value of the loans and related hedge instruments. Interest income on residential mortgage loans held-for-sale is recorded on an accrual basis in the Consolidated Statements of Comprehensive Income under the heading "Interest income-loans, including fees."

The servicing value is included in the fair value of the mortgage loans held-for-sale and initially recognized at the time the Company enters into IRLCs with borrowers. The mark-to-market adjustments related to mortgage loans held-for-sale and the associated economic hedges are reported in noninterest income from mortgage banking activities in the Consolidated Statements of Comprehensive Income.

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The following table presents the difference between the aggregate fair value and the aggregate unpaid principal balance of loans held-for-sale for which the fair value option (“FVO”) has been elected as of December 31, 2018 and 2017. There were no loans held-for-sale measured under FVO that were 90 days or more past due or in nonaccrual status at December 31, 2018 or 2017.

(in thousands)	Aggregate Fair Value December 31, 2018	Aggregate Unpaid Principal Balance at December 31, 2018	Aggregate Fair Value Over Unpaid Principal
Residential mortgage loans held-for-sale	\$ 225,342	\$ 218,494	\$ 6,848

(in thousands)	Aggregate Fair Value December 31, 2017	Aggregate Unpaid Principal Balance at December 31, 2017	Aggregate Fair Value Over Unpaid Principal
Residential mortgage loans held-for-sale	\$ 269,140	\$ 262,315	\$ 6,825

The net fair value gain (loss) related to mortgage banking activities for items measured at fair value pursuant to election of FVO was \$23,000, \$4.2 million, and \$(2.8) million for the years ended December 31, 2018, 2017, and 2016, respectively.

#### Fair Value of Financial Instruments

The estimated fair value of a financial instrument is the current amount that would be exchanged between willing parties, other than in a forced liquidation. Fair value is best determined based upon quoted market prices. In cases where quoted market prices for the Company’s various financial instruments are not available, fair values are based on settlements using present value or other valuation techniques. Those techniques are significantly affected by the imprecision in estimating unobservable inputs and the assumptions used, including the discount rate and estimates of future cash flows. While the Company believes its valuation methods are appropriate, the derived fair value estimates cannot be substantiated by comparison to independent markets, and, in many cases, could not be realized in immediate settlement of the instruments. In that regard, the aggregate fair value amounts presented in the tables below do not represent the underlying value of the Company.

The following tables include the carrying amount and estimated fair value, as well as the level within the fair value hierarchy, of the Company’s financial instruments. The fair value estimates presented are based upon relevant information available to management as of December 31, 2018 and 2017:

(in thousands)	Carrying Amount	Fair Value Measurements at December 31, 2018			
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Financial instruments (assets):					
Cash and cash equivalents	\$ 212,293	\$ 212,293	\$ —	—	—\$ 212,293
Investment securities available-for-sale	251,602	—	251,602	—	251,602
Investment securities held-to-maturity	20,126	—	15,507	3,903	19,410
Total loans, net <sup>(1)</sup>	3,893,629	—	225,342	3,404,277	3,629,619
Financial instruments (liabilities):					

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Noninterest-bearing demand deposits	1,214,534	—	—	1,214,534	1,214,534
Interest-bearing deposits	2,767,044	—	—	2,760,520	2,760,520
Short-term borrowings	139,760	—	139,760	—	139,760
Subordinated debt	120,707	—	113,141	—	113,141

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(in thousands)	Carrying Amount	Fair Value Measurements at December 31, 2017			Total Fair Value
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Financial instruments (assets):					
Cash and cash equivalents	\$ 186,302	\$ 186,302	\$ —	\$ —	\$ 186,302
Investment securities available-for-sale	120,121	—	120,121	—	120,121
Investment securities held-to-maturity	21,689	—	17,684	4,001	21,685
Total loans, net <sup>(1)</sup>	3,908,949	—	269,140	3,466,838	3,735,978
Financial instruments (liabilities):					
Noninterest-bearing demand deposits	1,125,598	—	—	1,125,598	1,125,598
Interest-bearing deposits	2,741,602	—	—	2,739,204	2,739,204
Short-term borrowings	150,580	—	150,580	—	150,580
Subordinated debt	120,587	—	114,402	—	114,402

<sup>(1)</sup> Includes \$225,342 and \$269,140 in residential mortgage loans held-for-sale at December 31, 2018, and 2017, respectively, for which the Company has elected FVO.

The carrying amounts reported in the Consolidated Balance Sheets for cash and cash equivalents reasonably approximate the fair values of those assets. For investment securities, fair value equals quoted market prices, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities or dealer quotes.

Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type. The fair value of performing loans is calculated by discounting scheduled cash flows through the remaining maturities using estimated market discount rates that reflect the credit and interest rate risk inherent in the loans along with a market risk premium and liquidity discount.

Fair value for significant nonperforming loans is estimated taking into consideration recent external appraisals of the underlying collateral for loans that are collateral dependent. If appraisals are not available or if the loan is not collateral dependent, estimated cash flows are discounted using a rate commensurate with the risk associated with the estimated cash flows. Assumptions regarding credit risk, cash flows, and discount rates are judgmentally determined using available market information and specific borrower information.

The fair value of deposits with no stated maturities, such as noninterest-bearing demand deposits, savings, interest-bearing demand, and money market accounts, is equal to the amount payable on demand. The fair value of time deposits is based on the discounted value of contractual cash flows based on the discount rates currently offered for deposits of similar remaining maturities.

The fair value of the Company's borrowings is estimated based on the quoted market price for the same or similar issued or on the current rates offered for debt of the same remaining maturities.

For off-balance sheet instruments, fair values are based on rates currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing for loan commitments and letters of credit. Fees related to these instruments were immaterial at December 31, 2018 and 2017, and the carrying amounts represent a reasonable approximation of their fair values. Loan commitments, letters and lines of credit, and similar obligations typically have variable interest rates and clauses that deny funding if the customer's credit quality deteriorates. Therefore, the fair values of these items are not significant and are not included in the foregoing schedule.

#### 17. Financial Instruments With Off-Balance Sheet Risk

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial

instruments, which include commitments to extend credit and letters of credit, involve to varying degrees elements of credit and interest rate risk in excess of the amount recognized in the consolidated financial statements. These commitments are generally exercisable at the market rate prevailing at the date the underlying transaction will be completed. The contract or notional amounts of these instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

The Company's exposure to credit loss, in the event of nonperformance by customers for commitments to extend credit and letters of credit, is represented by the contractual or notional amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for recorded loans. Loan commitments and other off-balance sheet exposures are evaluated by Credit Review quarterly and reserves are provided for risk as deemed appropriate.

Commitments to extend credit are agreements to lend to customers as long as there is no violation of any condition established in the agreement. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not

necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the borrower. Collateral held varies, but may include accounts receivable, inventory, property, plant and equipment, and income-producing commercial properties.

Standby and import letters of credit are commitments issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Company holds collateral supporting those commitments as deemed necessary.

The Company has undertaken certain guarantee obligations for commitments to extend credit and letters of credit that have certain characteristics. As noted in Note 16 to the Consolidated Financial Statements, the fair value of the fees related to these instruments is insignificant to the Company.

Financial instruments with off-balance sheet risk at December 31, 2018, and 2017, are summarized in the following table:

(in thousands)	December 31,	
	2018	2017
Loan commitments:		
Commercial real estate, construction, and land development	\$ 147,631	\$ 141,128
Commercial	216,382	140,835
SBA	20,218	32,480
Home equity	151,277	119,660
Mortgage loans	85,719	65,503
Lines of credit	25,049	8,255
Standby letters of credit and bankers acceptances	270	2,578
Total loan commitments	\$ 646,546	\$ 510,439

#### 18. Derivative Financial Instruments

(Losses)/gains of \$(1.6) million, \$(2.6) million, and \$2.7 million were recorded for the years ended December 31, 2018, 2017, and 2016, respectively, for all mortgage-related derivatives, and are recorded in the Consolidated Statements of Comprehensive Income as part of noninterest income from mortgage banking activities. The Company's derivative positions were as follows:

(in thousands)	Contract or Notional Amount as of December 31,	
	2018	2017
Forward rate commitments	\$ 390,533	\$ 430,389
Interest rate lock commitments	191,843	172,293
Total derivatives contracts	\$ 582,376	\$ 602,682

The Company's derivative contracts are not subject to master netting arrangements.

#### 19. Certain Transfers of Financial Assets

##### Servicing rights

Loan servicing rights are recorded at the lower of cost or market and are amortized over the remaining service life of the underlying loans. The carrying value of the Company's loan servicing assets is shown in the table below:

(in thousands)	December 31,	
	2018	2017
Servicing rights		
Residential mortgage	\$ 111,414	\$ 100,679
SBA	4,511	4,818
Indirect automobile	4,465	7,118
Total servicing rights	\$ 120,390	\$ 112,615
Residential Mortgage Loans		

The Company originates and sells certain first-lien and second-lien residential mortgage loans to third party investors, primarily Fannie Mae, Ginnie Mae, and Freddie Mac. The Company retains the related mortgage servicing rights (“MSRs”) and receives servicing fees on certain of the first-lien residential mortgage loans. During the years ended December 31, 2018, and 2017, the Company sold \$2.8 billion and \$2.6 billion in residential mortgage loans, respectively.



The net gain on loan sales, MSR amortization and recoveries/impairment, and ongoing servicing fees on the portfolio for loans serviced for others are recorded in the Consolidated Statements of Comprehensive Income as part of noninterest income from mortgage banking activities. During the years ended December 31, 2018, 2017, and 2016, the Company recorded gains on sales of residential mortgage loans of \$68.5 million, \$76.4 million, and \$82.5 million, respectively. During the years ended December 31, 2018, 2017, and 2016, the Company recorded servicing fees of \$25.1 million, \$22.2 million, and \$19.1 million, respectively. Servicing fee income includes servicing fees, late fees, and ancillary fees earned for each period.

On August 30, 2018, the Bank sold MSRs relating to certain single-family mortgage loans serviced for the Fannie Mae and the Freddie Mac, with an aggregate unpaid principal balance of approximately \$1.1 billion, effective as of August 31, 2018. The sale represented approximately 12% of the Bank's total single-family mortgage servicing portfolio as of August 31, 2018.

The table below is an analysis of the activity in the Company's MSRs and impairment:

(in thousands)	For the Years Ended	
	December 31,	
	2018	2017
Residential mortgage servicing rights		
Beginning carrying value, net	\$100,679	\$86,131
Additions	32,362	28,874
Amortization	(13,243 )	(13,660 )
Sales	(16,248 )	—
Recovery (impairment), net <sup>(1)</sup>	7,864	(666 )
Ending carrying value, net	\$111,414	\$100,679

<sup>(1)</sup>Principally reflects changes in market interest rates and prepayment speeds, both of which affect future cash flow projections.

(in thousands)	For the Years	
	Ended	
	December 31,	
	2018	2017
Residential mortgage servicing impairment		
Beginning balance	\$9,818	\$9,152
Additions	1,487	7,081
Recoveries	(6,156 )	(6,415 )
Sales	(3,195 )	—
Ending balance	\$1,954	\$9,818

The fair value of MSRs, key metrics, and the sensitivity of the fair value to adverse changes in model inputs and/or assumptions are summarized below:

(\$ in thousands)	December 31,			
	2018		2017	
Residential Mortgage Servicing Rights				
Fair Value	\$116,827		\$103,725	
Composition of residential loans serviced for others:				
Fixed-rate	99.57	%	99.55	%
Adjustable-rate	0.43	%	0.45	%
Total	100.00	%	100.00	%
Weighted average remaining term (years)	26.1		25.7	
Modeled prepayment speed	7.30	%	8.19	%
Decline in fair value due to a 10% adverse change	\$(3,578 )		\$(3,497 )	
Decline in fair value due to a 20% adverse change	(7,002 )		(6,796 )	
Weighted average discount rate	10.64	%	9.95	%
Decline in fair value due to a 10% adverse change	\$(5,290 )		\$(4,299 )	

Decline in fair value due to a 20% adverse change (10,245 ) (8,223 )

The sensitivity calculations above are hypothetical and should not be considered to be predictive of future performance. As indicated, changes in fair value based on adverse changes in model inputs and/or assumptions generally cannot be extrapolated because the relationship of the change in input or assumption to the change in fair value may not be linear. In addition, the effect of an adverse variation in a particular input or assumption on the fair value of the MSRs is calculated without changing any other

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input or assumption. In reality, changes in one factor may result in changes in another (for example, increases in market interest rates may result in lower prepayments), which may magnify or counteract the effect of the change. Information about the asset quality of residential mortgage loans serviced by the Company is shown in the table below.

Residential mortgage loans serviced  (in thousands)	December 31, 2018			Net Charge-offs for the Year Ended December 31, 2018
	Unpaid Principal Balance	Delinquent (days)		
		30 to 89	90+	
Serviced for others	\$9,314,953	\$137,170	\$18,074	\$ —
Held-for-sale <sup>(1)</sup>	218,494	1,361	—	—
Held-for-investment <sup>(2)</sup>	588,815	17,518	24,230	(2 )
Total residential mortgage loans serviced	\$10,122,262	\$156,049	\$42,304	\$ (2 )

<sup>(1)</sup> The fair value of the amount that was 30-89 days past due was \$1.4 million after applicable discount/premium recorded under the fair value option for mortgage loans held for sale. There were no loans held-for-sale that were 90+ days past due.

<sup>(2)</sup> Delinquent loans held-for-investment include repurchased loans covered by Government Agency guarantees that were 30-89 days past due and 90+ days past due of \$4.2 million and \$20.5 million, respectively.

Loans serviced for others are not included in the Consolidated Balance Sheets as they are not assets of the Company.  
Mortgage Recourse Liability

During the last five calendar years, the Company has sold approximately 49,300 loans with an aggregate principal balance of approximately \$12.4 billion. Purchasers generally have recourse to return a sold loan to the Company under limited circumstances for the life of the loan. As seller, the Company has made various representations and warranties related to, among other things, the ownership of the loans, the validity of the liens, the loan selection and origination process, and the compliance with origination criteria established by the purchasers. In the event of a breach of these representations and warranties, the Company is obligated to repurchase loans with identified defects and/or to indemnify the purchasers. Some of these conditions include underwriting errors or emissions, fraud or material misstatements, and invalid collateral values. The contractual obligation arises only when the breach of representations and warranties is discovered and repurchase/indemnification is demanded. Generally, the maximum amount the Company would be required to make would be equal to the unpaid principal balance of such loans that are deemed to have defects that were sold to purchasers, plus accrued interest and certain expenses. To date, the claims to the Company from the purchasers to be reimbursed for realized losses have been de minimis. In addition, the Company's loan sale contracts define a condition in which the borrower defaults during a short period of time as an early payment default ("EPD"). In the event of an EPD, the Company may be required to return the premium paid for the loan, pay certain administrative fees, and may be required to repurchase the loan or indemnify the purchaser unless an EPD waiver is obtained. The Company also makes a number of representations and warranties that it will service the originated loans in accordance with investor servicing guidelines and standards.

Management recognizes the potential risk from costs related to breaches of representations and warranties made in connection with residential loan sales and subsequent required repurchases, indemnifications, and EPD claims. As a result, the Company has established a liability to cover potential costs related to these events based on historical experience, adjusted for any risk factors not captured in the historical losses, current business volume, and known claims outstanding. The recourse liability totaled \$1.4 million at December 31, 2018, and 2017, and management believes this amount is adequate for potential exposure related to loan sale indemnification, repurchase loans, and EPD claims. There is a significant degree of judgment involved in estimating the recourse liability as the estimation process is inherently uncertain and subject to imprecision. Management will continue to monitor the adequacy of the reserve level and may decide that further additions to the reserve are appropriate in the future. However, there can be no assurance that the current balance of this reserve will prove sufficient to cover actual future losses.

It should be noted that the Company's historical loan sale activity began to increase at a time when underwriting requirements were strengthened from prior years and limited documentation conventional loans (i.e., non-government

insured) were no longer eligible for purchase in the secondary market. Accordingly, the population of conventional loans the Company has sold has been underwritten based on fully documented information. While this does not eliminate all risk of repurchase or indemnification costs, management believes it significantly mitigates that risk.

#### SBA Loans

The Company customarily executes certain transfers of selected government loans, primarily SBA loans, with third parties in the secondary market. These loans are typically partially guaranteed by the SBA or otherwise credit enhanced and are generally secured by business property such as real estate, inventory, equipment, and accounts receivable. During the years ended December 31, 2018, and 2017, the Company sold \$66.5 million and \$47.5 million in SBA loans, respectively.

The Company retains the unguaranteed portion of the loans sold and receives servicing fees to service the loans as required under various government lending programs. The net gain on SBA loan sales, amortization and recoveries/impairment of servicing rights, and ongoing servicing fees are recorded in the Consolidated Statements of Comprehensive Income as part of noninterest income from SBA lending activities. During the years ended December 31, 2018, 2017, and 2016, the Company recorded gains

on sales of SBA loans of \$6.2 million, \$4.2 million, and \$4.5 million, respectively. During the year ended December 31, 2018, the Company recorded servicing fees of \$2.2 million. During each of the years ended December 31, 2017, and 2016, the Company recorded servicing fees of \$2.5 million.

The table below is an analysis of the activity in the Company's SBA loan servicing rights and impairment:

(in thousands)	For the Years Ended December 31,	
	2018	2017
SBA loan servicing rights		
Beginning carrying value, net	\$4,818	\$5,707
Additions	1,358	1,240
Amortization	(1,797 )	(1,995 )
Recovery (impairment), net	132	(134 )
Ending carrying value, net	\$4,511	\$4,818

(in thousands)	For the Years Ended December 31,	
	2018	2017
SBA servicing rights impairment		
Beginning balance	\$134	\$—
Additions	—	134
Recoveries	(132 )	—
Ending balance	\$2	\$134

The fair value of the SBA loan servicing rights, key metrics, and the sensitivity of the fair value to adverse changes in the model inputs/assumptions are summarized below:

(\$ in thousands)	December 31,	
	2018	2017
SBA loan servicing rights		
Fair value	\$4,629	\$5,275
Composition of loans serviced for others:		
Fixed-rate	— %	— %
Adjustable-rate	100.00 %	100.00 %
Total	100.00 %	100.00 %
Weighted average remaining term (years)	19.7	18.9
Modeled prepayment speed	15.10 %	11.33 %
Decline in fair value due to a 10% adverse change	\$(194 )	\$(181 )
Decline in fair value due to a 20% adverse change	(373 )	(351 )
Weighted average discount rate	13.75 %	13.13 %
Decline in fair value due to a 10% adverse change	\$(166 )	\$(199 )
Decline in fair value due to a 20% adverse change	(321 )	(384 )

The sensitivity calculations above are hypothetical and should not be considered to be predictive of future performance. As indicated, changes in fair value based on adverse changes in model inputs and/or assumptions generally cannot be extrapolated because the relationship of the change in input or assumption to the change in fair value may not be linear. In addition, the effect of an adverse variation in a particular input or assumption on the value of the SBA loan servicing rights is calculated without changing any other input or assumption. In reality, changes in one factor may magnify or counteract the effect of the change.



Information about the asset quality of SBA loans serviced by the Company is shown in the table below:

SBA loans serviced  (in thousands)	December 31, 2018			Net
	Unpaid Principal Balance	Delinquent (days) 30 to 89	90+	Charge-offs for the Year Ended December 31, 2018
Serviced for others	\$262,955	\$8,473	\$1,476	\$ —
Held-for-sale	13,960	—	—	—
Held-for-investment	162,113	6,977	2,911	254
Total SBA loans serviced	\$439,028	\$15,450	\$4,387	\$ 254

Loans serviced for others are not included in the Consolidated Balance Sheets as they are not assets of the Company.

#### Indirect Automobile Loans

The Company purchases, on a nonrecourse basis, consumer installment contracts secured by new and used vehicles purchased by consumers from franchised motor vehicle dealers and select independent dealers. A portion of the indirect automobile loans originated is sold with servicing retained and the Company receives servicing fees. During the years ended December 31, 2018, and 2017, the Company sold \$133.9 million, and \$431.2 million in indirect automobile loans, respectively.

The gain on loan sales, amortization of servicing rights, and ongoing servicing fees are recorded in the Consolidated Statements of Comprehensive Income as part of noninterest income from indirect lending activities. During the years ended December 31, 2018, 2017, and 2016, the Company recorded gains on sales of indirect automobile loans of \$1.4 million, \$6.7 million, and \$9.1 million, respectively. During the year ended December 31, 2018, the Company recorded servicing fees of \$7.4 million. During each of the years ended December 31, 2017, and 2016, the Company recorded servicing fees of \$9.2 million.

The table below is an analysis of the activity in the Company's indirect automobile loan servicing rights:

(in thousands)	For the Years Ended December 31,	
	2018	2017
Indirect automobile loan servicing rights		
Beginning carrying value	\$7,118	\$7,457
Additions	890	3,012
Amortization	(3,543 )	(3,351 )
Ending carrying value	\$4,465	\$7,118

The Company has not recorded impairment on its indirect automobile loan servicing rights.

The fair value of the indirect automobile loan servicing rights, key metrics, and the sensitivity of the fair value to adverse changes in model inputs/assumptions are summarized below:

(\$ in thousands)	December 31,	
	2018	2017
Indirect loan servicing rights		
Fair value	\$4,491	\$7,436
Composition of loans serviced for others:		
Fixed-rate	100 %	100 %
Adjustable-rate	— %	— %
Total	100 %	100 %
Weighted average remaining term (years)	4.1	4.5
Modeled prepayment speed	22.59 %	20.59 %
Decline in fair value due to a 10% adverse change	\$(155 )	\$(192 )
Decline in fair value due to a 20% adverse change	(226 )	(377 )
Weighted average discount rate	7.87 %	7.18 %

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Decline in fair value due to a 10% adverse change    \$(41 )    \$(69 )

Decline in fair value due to a 20% adverse change    (82 )    (137 )

The sensitivity calculations above are hypothetical and should not be considered to be predictive of future performance. As indicated, changes in fair value based on adverse changes in model inputs and/or assumptions generally cannot be extrapolated because the relationship of the change in input or assumption to the change in fair value may not be linear. In addition, the effect of an adverse variation in a particular input or assumption on the fair value of the indirect automobile loan servicing rights is

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calculated without changing any other input or assumption. In reality, changes in one factor may magnify or counteract the effect of the change.

Information about the asset quality of the indirect automobile loans serviced by the Company is shown in the table below:

Indirect automobile loans serviced  (in thousands)	December 31, 2018			Net Charge-offs for the Year Ended December 31, 2018
	Unpaid Principal Balance	Delinquent (days) 30 to 89      90+		
Serviced for others	\$705,555	\$2,604	\$1,631	\$ 3,168
Held-for-investment	1,569,274	4,063	2,828	3,859
Total indirect automobile loans serviced	\$2,274,829	\$6,667	\$4,459	\$ 7,027

Loans serviced for others are not included in the Consolidated Balance Sheets as they are not assets of the Company.

#### 20. Other Noninterest Income and Expense

Other noninterest income and expense for the years ended December 31, 2018, 2017, and 2016, consisted of the following:

(in thousands)	Years Ended December 31,		
	2018	2017	2016
Other noninterest income:			
Gain on sale of ORE, net	\$24	\$659	\$859
Other operating income	1,385	1,044	1,145
Total	\$1,409	\$1,703	\$2,004

#### Other noninterest expenses:

Communications	\$5,437	\$5,549	\$4,938
Lending expenses	7,545	5,656	7,222
ORE expenses, net	1,649	1,245	2,667
Employee expenses	3,159	3,508	3,722
Advertising and promotion	2,853	2,059	2,188
FDIC insurance premium	3,613	3,430	2,682
Other operating expenses	15,005	14,977	13,896
Total	\$39,261	\$36,424	\$37,315

#### 21. Revenue Recognition

On January 1, 2018, the Company adopted ASU No. 2014-09, "Revenue from Contracts with Customers" (Topic 606) and all subsequent ASUs that modified Topic 606. As stated in Note 1. Summary of Significant Accounting Policies, the implementation of the new guidance did not have a material impact on the measurement or recognition of revenue. The Company did not record a cumulative effect adjustment to opening retained earnings. Results for reporting periods beginning after January 1, 2018 are presented under Topic 606, while prior period amounts were not adjusted and continue to be reported in accordance with our historic accounting under Topic 605.

Topic 606 does not apply to revenue associated with financial instruments, including revenue from loans and securities. In addition, certain noninterest income streams such as fees associated with our servicing rights activities, financial guarantees, derivatives, and certain credit card fees are also not in scope of the new guidance. Topic 606 is applicable to noninterest revenue streams such as trust and asset management income, deposit related fees, interchange fees, merchant income, and annuity and insurance commissions. However, the recognition of these revenue streams did not change significantly upon adoption of Topic 606. Substantially all of the Company's revenue is generated from contracts with customers. Noninterest revenue streams in-scope of Topic 606 are discussed below.

Service Charges on Deposit Accounts

Service charges on deposit accounts fees are mainly composed of maintenance fees, service fees, stop payment fees, and non-sufficient funds ("NSF") fees. The Company's performance obligation for account analysis fees and monthly service fees is generally satisfied, and the related revenue recognized, over the period in which the service is provided. Check orders and other deposit account related fees are largely transactional based, and therefore, the Company's performance obligation is satisfied, and related revenue recognized, at a point in time. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customers' accounts.

#### Debit Card Fees, Credit Card Fees, and Merchant Fees

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

#### Trust and Wealth Management

Trust and wealth management income is primarily comprised of fees earned from personal trust administration, estate settlement, investment management, employee benefit plan administration, custody, United States tax code sections 1031/1033 exchanges ("Sections 1031/1033 exchanges") and escrow accounts. Personal trust administration, investment management, employee benefit plan administration and custody fees are generally earned/accrued monthly with billings typically done monthly, and are based on the assets/trust under management or administration and services with certain annual minimum fees provided as outlined in the applicable fee schedule. Sections 1031/1033 exchanges and escrow accounts fees are based on a contractual agreement. The Company's fiduciary obligations are generally satisfied over time and the resulting fees are recognized monthly, based upon the monthly average market value of the assets under management and the applicable fee rate. Payment is typically received in the following month. The Company does not earn performance-based incentives.

#### Insurance Commissions

The Company earns insurance commissions through LionMark Insurance Company, Inc., a wholly owned subsidiary that markets credit loss protection insurance products on an agency basis. The contract between the Company and the Agent is primarily for vendor single interest coverage ("VSI insurance") and does not involve goods or services that are distinct in nature. The performance obligation is essentially completed upon the sale of the individual VSI insurance contracts.

#### Gain or Loss of ORE

The Company recognizes the sale of ORE, along with any associated gain or loss, when control of the property transfers to the buyer. Generally, the standard includes the following indicators that control of a promised asset has been transferred:

1. The seller has a present right to payment for the asset.
2. The buyer has legal title of the asset.
3. The seller has transferred physical possession of the asset.
4. The buyer has the significant risks and rewards of ownership of the asset.
5. The buyer has accepted the asset.

The Company at times may finance an ORE sale and will need to apply judgment in evaluating, at contract inception, whether the contract conditions are met, including whether it is probable that the Company shall collect substantially all of the entitled consideration by assessing both the buyer's intent and ability (i.e., capacity) to pay substantially all the amount to which the Company is entitled. The Company enhanced its ORE internal business operating procedures to ensure that such financed ORE sale gain or loss is recognized once all the new standard requirements are met.

The following table presents noninterest income, segregated by revenue streams in-scope and out-of-scope of Topic 606, for the years ended December 31, 2018, 2017, and 2016:

(\$ in thousands)	For the Years Ended		
	December 31,		
	2018	2017	2016
Noninterest income:			
In-scope of Topic 606:			
Service charges on deposit accounts	\$6,427	\$6,019	\$5,941
Other fees and charges	8,670	7,907	7,257
Trust and wealth management	2,283	1,288	628
Other:			
Insurance commissions	469	837	1,821
Gains on ORE	24	668	1,374
Total other	\$493	\$1,505	\$3,195
Noninterest income (in-scope of Topic 606)	17,873	16,719	17,021
Noninterest income (out-of-scope of Topic 606)	120,978	118,233	124,304
Total noninterest income	\$138,851	\$134,952	\$141,325

#### Contract Balances

Typically, a contract asset balance occurs when an entity performs a service for a customer before the customer payment of consideration, creating a contract receivable, or before payment is due, creating a contract asset. On the other hand, a contract liability balance is an entity's obligation to transfer a service to a customer for which the entity has already received payment of consideration from the customer. The Company's noninterest revenue streams are largely based on transactional activity, or standard month-end revenue accruals such as asset management fees, and insurance commissions based on the terms and conditions of the associated contracts. Consideration is often received immediately or shortly after the Company satisfies its performance obligation and revenue is recognized. The Company does not typically enter into long-term revenue contracts with customers, and therefore, does not experience significant contract balances. As of December 31, 2018, 2017, and 2016, the Company did not have any significant contract balances.

#### Contract Acquisition Costs

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

## 22. Condensed Financial Information of Fidelity Southern Corporation (Parent Company Only)

Financial information pertaining only to Fidelity Southern Corporation is as follows:

## Condensed Balance Sheets

(in thousands)	December 31,	
	2018	2017
<b>Assets</b>		
Cash held at bank subsidiary	\$ 10,700	\$ 9,121
Land	109	109
Investment in bank subsidiary	468,609	423,034
Investments in and amounts due from non-bank subsidiaries	2,450	2,121
Subordinated loan to bank subsidiary	10,000	10,000
Other assets	847	3,689
Total assets	\$492,715	\$448,074
<b>Liabilities</b>		
Subordinated debt	\$46,393	\$46,389
Other liabilities	81	53
Total liabilities	46,474	46,442
<b>Shareholders' Equity</b>		
Preferred stock	—	—
Common stock	230,841	217,555
Accumulated other comprehensive income	985	383
Retained earnings	214,415	183,694
Total shareholders' equity	446,241	401,632
Total liabilities and shareholders' equity	\$492,715	\$448,074

## Condensed Statements of Income

(in thousands)	Years Ended December 31,		
	2018	2017	2016
<b>Interest income</b>			
Deposits in bank subsidiary	\$—	\$—	\$7
Subordinated loan to bank subsidiary	536	437	385
Total interest income	536	437	392
Interest expense on subordinated debt	1,999	1,550	1,311
Net interest expense	(1,463 )	(1,113 )	(919 )
<b>Noninterest income</b>			
Dividends from subsidiaries <sup>(1)</sup>	9,300	10,500	6,800
Other	116	107	104
Total noninterest income	9,416	10,607	6,904
Noninterest expense	2,354	1,269	1,983
Gain before income taxes and equity in undistributed net income of subsidiaries	5,599	8,225	4,002
Income tax benefit	(953 )	(299 )	(1,083 )
Income before equity in undistributed net income of subsidiaries	6,552	8,524	5,085
Equity in undistributed net income of subsidiaries	37,271	31,272	33,681
Net income	\$43,823	\$39,796	\$38,766

<sup>(1)</sup> Dividend income is primarily received from the bank subsidiary

## Condensed Statements of Cash Flows

(in thousands)	Years Ended December 31,		
	2018	2017	2016
<b>Operating Activities:</b>			
Net income	\$43,823	\$39,796	\$38,766
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in undistributed income of subsidiaries	(37,271 )	(31,272 )	(33,681 )
Decrease (increase) in other assets	2,842	(860 )	(1,466 )
Increase (decrease) in other liabilities	32	(76 )	69
Share based compensation included in undistributed earnings	8,111	4,624	3,544
Net cash provided by operating activities	17,537	12,212	7,232
<b>Investing Activities:</b>			
Net increase in investment in subsidiaries	(8,111 )	(4,624 )	(1,729 )
Net cash used in investing activities	(8,111 )	(4,624 )	(1,729 )
<b>Financing Activities:</b>			
Repurchase of common stock	(4,469 )	(1,673 )	(821 )
Proceeds from issuance of common stock	9,644	9,295	10,153
Cash dividends paid	(13,022 )	(12,748 )	(12,187 )
Net cash used in financing activities	(7,847 )	(5,126 )	(2,855 )
Net increase in cash and cash equivalents	1,579	2,462	2,648
Cash and cash equivalents, beginning of year	9,121	6,659	4,011
Cash and cash equivalents, end of year	\$10,700	\$9,121	\$6,659

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure  
None.

Item 9A. Controls and Procedures

Report of Management on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2018, based on the framework set forth in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) (2013 framework). Based on that evaluation, management concluded that our internal control over financial reporting was effective as of December 31, 2018, as included in Item 8 of this report.

The effectiveness of internal control over financial reporting as of December 31, 2018 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as included in Item 8 of this report.

Evaluation of Disclosure Controls and Procedures

Pursuant to Rule 13a-15(b) under the Securities Exchange Act of 1934, Fidelity carried out an evaluation, with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, Fidelity's Chief Executive Officer and Chief Financial Officer concluded that Fidelity's disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There has been no change in Fidelity's internal control over financial reporting during the three months ended December 31, 2018, that has materially affected, or is reasonably likely to materially affect, Fidelity's internal control over financial reporting.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information about the Board of Directors of Fidelity

The following table sets forth certain information regarding those individuals currently serving as our directors as of February 28, 2019:

Name	Age	Year Elected	Business Experience During Past Five Years and Other Information
James B. Miller, Jr. Chairman & CEO Executive Committee	78	1979	<p>Chairman of the Board and Chief Executive Officer of Fidelity since 1979. President of Fidelity from 1979 to April 2006. A director of Fidelity Bank, a wholly owned subsidiary of Fidelity, since 1976; President of Fidelity Bank from 1977 to 1997 and from December 2003 through September 2004; Chief Executive Officer of Fidelity Bank from 1977 to 1997, and from December 2003 until to April 2017. Chairman of Fidelity Bank since 1998. Chairman of LionMark Insurance Company, a wholly owned subsidiary, since November 2004. Chairman of Berlin American Companies and other family investment companies since 1977. A director of Interface, Inc., the world's largest carpet tile manufacturing company, since 2000, and of American Software Inc., a software development company, since 2002.</p> <p>Mr. Miller's education and experience as an attorney and experience running a company in Germany, in addition to the years of experience employed as an executive officer of Fidelity, serving on Fidelity's Board of Directors, as well as serving on the boards of various community organizations and public companies, qualify him to serve as a director.</p>
Major General (Ret) David R. Bockel Audit Committee Chair, Nominating & Governance Committee	74	1997	<p>State Chairman, Georgia Employer Support of the Guard and Reserve since October 2015. President, Bravo Victor Fund for Cobb Veterans' Court since May 2015. Veterans Program Liaison for the Governor's Office of Workforce Development from July 2013 to December 2014. Executive Director, Reserve Officers Association of the United States in Washington, DC from 2008 to 2011. Executive Director, Georgia Military Affairs Coordinating Committee, Georgia Chamber of Commerce, from October 2011 until July 2013. Vice Chairman, USO of Georgia since February 2012. Army Reserve Ambassador, Georgia, since 2015. A director of Fidelity Bank since 1997.</p> <p>Major General (Ret) Bockel's previous experience as founder and head of Bockel &amp; Company, an advertising and marketing company, his military experience commanding 18,000 soldiers with responsibility for military facilities and equipment over five states, and his previous positions qualify him to serve as a director.</p>
Rodney D. Bullard Audit Committee	44	2018	<p>Vice President of Community Affairs, Chick-fil-A, Inc. and Executive Director of Chick-fil-A Foundation since 2011. Assistant United States Attorney for the Northern District of Georgia from 2009 to 2011. Legislative Liaison/Counsel in the Office of the Secretary of the Air Force, The Pentagon from 2006 to 2009. A director of Fidelity Bank since February 2018.</p>



Mr. Bullard's qualifications to serve as director include degrees earned in the Advanced Management Program, Harvard Business School; MBA, Terry College of Business, University of Georgia; and Juris Doctor Degree, Duke Law School, and his various business and legal positions held during his career.

Wm. Mllard Choate Nominating & Governance Committee	66	2010	Founder and President of Choate Construction Company, a commercial construction and interior construction firm with offices headquartered in Atlanta, Georgia, since 1989. A director of Fidelity Bank since April 2010.  The experience Mr. Choate received founding his company and establishing all operations, procedures, banking, insurance and bonding relationships, marketing, preconstruction estimating, and technology, in addition to his degrees in economics and business, qualify him to serve as a director.
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Name	Age	Year First Elected	Business Experience During Past Five Years and Other Information
Dr. Donald A. Harp, Jr. Lead Director Compensation Committee Executive Committee	80	2008	Adjunct Professor, Candler School of Theology, Emory University, since September 2008. Minister Emeritus of Peachtree Road United Methodist Church since July 2008, after serving as Senior Minister for 20 years. Board of Trustees, Young Harris College. Member, Winship Cancer Board of Advisors. A director of Fidelity Bank since 2008 and Lead Director of Fidelity since 2011.  Dr. Harp brings to the Board of Directors his experience of over 20 years managing a \$7 million church budget and 60 member staff as Senior Minister of Peachtree Road United Methodist Church from 1988 to July 2008, as well as his membership on many non-profit boards and experience as mayor pro-tem of a city with budget and other management responsibilities, which qualify him to serve as a director.
Kevin S. King, Esq. Chair, Compensation Committee Executive Committee	71	1998	An attorney in Georgia from 1972 to present. A director of Fidelity Bank since 1998.  Mr. King's qualifications to serve as director include degrees earned in accounting and law, and various business and legal positions over 40 years, including executive vice president/general counsel, a member of several for profit and non-profit boards, and as a lawyer in private practice.
William C. Lankford, Jr. Chair, Audit Committee	69	2010	Member of Moore Stephens Tiller, LLC, from 1979 to August 2018. A director of Fidelity Bank since January 2010.  Mr. Lankford's position as a CPA, serving as Managing Member of his firm from 1990 to 2009, with broad accounting, tax, and business experience gained from being in public practice for over 40 years, qualify him to serve as a director.
Gloria A. O'Neal Nominating & Governance	69	2018	Ms. O'Neal is a community activist. She brings unique experience to the Board. She has served on many non-profit boards, including Rotary, was Court appointed Special Advocate for DeKalb County. She is a Board member of Dahlonga Baptist Church and serves as Secretary; Treasurer of a weekday preschool in Dahlonga; and active in community outreach activities for the Baptist Church. In 2014, after 33 years of service, she retired from Fidelity Bank to pursue her volunteer work. Ms. O'Neal last served at Fidelity Bank as Executive Vice President and Chief Risk Officer, after having been Internal Auditor. She has extensive experience with risk management, regulatory requirements, credit administration, operations, financial reporting, and most aspects of banking.  Ms. O'Neal's extensive banking experience qualifies her to serve as a director.
H. Palmer Proctor, Jr.	51	2004	President of Fidelity since April 2006. Chief Executive Officer of Fidelity Bank since April 2017. President of Fidelity Bank since October 2004. Director and Secretary/Treasurer of LionMark Insurance Company, a wholly owned subsidiary,

Executive  
Committee

since November 2004. A director of Fidelity Bank since 2004. A director of Brown and Brown, Inc., an independent insurance intermediary, since 2012. Chairman, Georgia Bankers Association from 2017 to 2018.

As an executive of Fidelity and Fidelity Bank, Mr. Proctor offers expertise in financial services and a unique understanding of our markets, operations, and competition, which qualify him to serve as a director.

Name	Age	Year First Elected	Business Experience During Past Five Years and Other Information
W. Clyde Shepherd III Compensation Committee	58	2003	<p>President of Plant Improvement Co., Inc., a highway construction/real property lessor company located in Atlanta, Georgia, since 1997. President or Vice President/Secretary of Toco Hill, Inc., a real estate/lessor and investment company located in Atlanta, Georgia, since 1983. Manager and partner of WCS Investment Partnership, LLLP, an active investment holding company located in DeKalb County and Walton County, Georgia, since 2003. A director of Fidelity Bank since 1998.</p> <p>Mr. Shepherd's extensive business experience as head of highway construction, investment, and real property lessor companies, as well as degrees earned in the fields of finance and economics, qualify him to serve as a director.</p>
Rankin M. Smith, Jr. Compensation Committee Nominating & Governance Committee	71	1987	<p>Owner and Manager of Seminole Plantation, a shooting preserve located in Thomasville, Georgia, since 1991. Member of the Board of Advisors of the Farmers &amp; Merchants Bank, Monticello, FL, since March 2011. Director of Archbold Medical Foundation from 2005 to present, and Chairman of the Board of Trustees of Thomas University since 2015. A director of Fidelity Bank since 1987.</p> <p>Mr. Smith brings to the Board of Directors his many years of experience as a member and executive of various organizations, which qualify him to serve as a director.</p>

There are no family relationships between any director, executive officer, or nominee for director of Fidelity or any of its subsidiaries.

#### Audit Committee

Fidelity's Audit Committee of the Board oversees the financial and accounting reporting process, assures that an audit program is in place to protect the assets of Fidelity, assures that adequate internal controls exist, oversees the internal audit function, and reviews the Report of Management on Internal Control Over Financial Reporting and related testing and documentation. The Audit Committee is responsible for the appointment, fee negotiation, and oversight of the external auditor.

The Board of Directors of Fidelity has determined that all of the members of the Audit Committee have sufficient knowledge in financial and accounting matters to serve on the Audit Committee. In addition, each member of the Audit Committee is independent and qualifies as an "audit committee financial expert" as defined by Item 407(d)(5)(ii) of Regulation S-K of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The current member composition of the Audit Committee satisfies the NASDAQ Marketplace Rules applicable to companies with stock listed for quotation on the NASDAQ Global Select Market. Members of the Audit Committee are William C. Lankford, Jr. (Chairman); Major General (Ret) David R. Bockel; and Rodney D. Bullard.

#### Process for Nominating Directors to the Board

The Nominating & Governance Committee of the Board utilizes the Director Qualifications Standards and Procedures for Identifying and Evaluating Candidates, which sets out the process for selecting nominees for directors based on their character, judgment, diversity, financial and entrepreneurial acumen, ability to work with others, and their ability to act for the benefit of the Company and its shareholders. The Board of Directors and Nominating & Governance Committee of the Board will consider all director/shareholder nominees properly recommended by any Fidelity shareholders in accordance with the standards described above. Any shareholder wishing to recommend a candidate for consideration as a possible director nominee for election at an upcoming meeting of shareholders must own at least 1,000 shares of Common Stock and must provide timely written notice to the Board of Directors in accordance with the procedures included in the Director Qualifications Standards and Procedures for Identifying and Evaluating

Candidates. The following is a summary of these procedures:

In order to be considered timely, a nomination for the election of a director must be received by November 1 immediately preceding the next annual meeting of the shareholders;

• A shareholder nomination for director must set forth, as to each nominee:

• The name of the candidate for nomination as a director;

• A signed written statement by the nominee that he/she would serve, if elected;

• The number of shares of Common Stock of the Company that are beneficially owned by the nominee and the period of time the shares have been held;

• The curriculum vitae of the nominee; and

• Any other document evidencing the fact that the proposed nominee meets all of the requirements.

The Director Qualifications Standards and Procedures for Identifying and Evaluating Candidates are available under the Investor Relations section of our website at [www.fidelitysouthern.com](http://www.fidelitysouthern.com).

#### Information about the Executive Officers of Fidelity

Set forth below is information regarding the current executive officers of Fidelity who are not also directors:

Name	Age	Information
Charles D. Christy	61	Executive Vice President and Chief Financial Officer of Fidelity and Fidelity Bank since June 2017. Prior to joining Fidelity, Mr. Christy served as Executive Vice President and Chief Financial Officer of CoastalSouth Bancshares, Inc. from 2010 to 2017, and as Chief Financial Officer of Citizens Republic Bancorp from 2002 to 2010.
David Buchanan	61	Vice President of Fidelity since 1999; Executive Vice President of Fidelity Bank since October 2004; and Senior Vice President of Fidelity Bank from 1995 through September 2004. President of LionMark Insurance Company, a wholly-owned subsidiary, since November 2004.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires Fidelity's directors, executive officers, and persons who own more than 10% of the Common Stock of Fidelity to file reports of ownership changes with the SEC. To the Company's knowledge, during 2018, all reports of beneficial ownership of securities were filed with the SEC in a timely manner except for late filings on January 24, 2018 for David R. Bockel, William Millard Choate, Donald A. Harp, Jr., Kevin S. King, William C. Lankford, Jr., W. Clyde Shepherd III, and Rankin Smith to report the grant of stock options on January 19, 2017; by Rodney D. Bullard and Gloria A. O'Neal who became subject to Section reporting obligations on February 12, 2018; and by Charlie Christy to report the grant of Restricted Stock on June 26, 2018. The failure to timely file these reports was inadvertent and was promptly corrected after discovery of the reporting obligations.

#### Code of Ethics

The Board of Directors of Fidelity has adopted a Conflict of Interest/Code of Ethics Policy (the "Code") applicable to all of its directors and employees, including its Chief Executive Officer and each of its senior financial officers, which complies with applicable regulations under the federal securities laws and the NASDAQ Marketplace Rules. The Code is available under the Investor Relations section of our website at [www.fidelitysouthern.com](http://www.fidelitysouthern.com). Fidelity intends to disclose any amendment or waiver to the Code by posting such information on its website.

#### Item 11. Executive Compensation

##### Compensation Discussion and Analysis

In the paragraphs that follow, we provide an overview and analysis of our compensation program and policies for 2018. Following this Compensation Discussion and Analysis ("CD&A"), you will find a series of tables and narrative disclosure containing specific data about the compensation earned in 2018 by the following individuals, whom we refer to as our named executive officers (our "named executive officers" or "NEOs"):

James B. Miller, Jr., Chairman and Chief Executive Officer;

Charles D. Christy, Chief Financial Officer;

H. Palmer Proctor, Jr., President; and

David Buchanan, Vice President.

##### Objectives of Our Executive Compensation Program

The objectives of our executive compensation program are to:

Provide competitive levels of compensation which take into account not only annual but long-term performance goals and the strategic objectives outlined in our strategic plan, all designed with the ultimate objective of improving shareholder value;

Attract, hire, and retain well-qualified, experienced, ethical, motivated, and dedicated executives;

Evaluate the performance of executive officers in a changing regulatory, economic, interest rate, and credit quality environment;

Reward executives based on corporate performance, the attainment of long-term goals and strategic objectives, the level of each executive's initiative, responsibility, and achievements, and how effectively risk is managed; and

Provide competitive financial security for executives and dependents in the event of a change in control, death, disability, or retirement.



### Elements of 2018 Named Executive Officer Compensation Program

Our compensation program for 2018 was comprised of two primary elements: base salary and long-term equity incentive awards (each as more fully-described below).

#### Base Salary

Base salaries reflect the only fixed portion of our compensation program. The Compensation Committee did not increase our NEOs' base salaries for 2018 from 2017. No changes were made to base salaries for 2018.

(\$ in ones)	2017 Base Salary (\$)	2018 Base Salary (\$)	Percent (%) Change
Mr. Miller	800,000	800,000	—%
Mr. Christy	360,000	360,000	—%
Mr. Proctor	500,000	500,000	—%
Mr. Buchanan	400,000	400,000	—%

#### Long-Term Equity Incentive Awards

Restricted stock awards are granted to executive officers from time to time to enhance the alignment of their objectives with those of shareholders in terms of building value, to provide an opportunity for increased levels of ownership by executive officers, to encourage executive officer retention through longer-term incentives, and to maintain competitive levels of total compensation.

Historically, the Compensation Committee has awarded equity grants periodically and not on an annual basis as is more common in the marketplace. However, in 2018, the Compensation Committee redesigned the Company's incentive plan to allow for annual incentive payouts contingent on prior year performance subject to additional vesting criteria. The Compensation Committee believes this to be an important step to strengthen the alignment of annual compensation to performance (short- and long-term), to align our plan with competitive market practices, and to subject a portion of the annual incentive payout to future stock price performance, which holds management accountable for decisions made during the prior performance year.

#### 2017 Awards

The Compensation Committee determined not to issue equity awards to the NEOs in early 2018 in light of 2017 performance, but awards were made to NEOs in early 2019 in respect of 2018 performance, as described below.

#### 2018 Awards

Previously, our incentive compensation program was based on our Compensation Committee's discretionary assessment of Company and individual performance. However, based on feedback we received from our investor outreach efforts, we redesigned our incentive compensation program with the intent of providing a more transparent and formulaic program where incentive payouts are determined by measuring Company performance against pre-established financial goals. For 2018, the Compensation Committee selected and approved Return on Average Common Tangible Equity and Net Charge-offs to Total Average Loans, as the core financial metrics that determined the incentive payouts. These metrics were selected due to strong alignment with our strategic plan, reinforcement of credit quality, and correlation to shareholder returns. As described in last year's proxy, the Compensation Committee retained the ability to modify initial funding, either up or down, up to 20% ("Strategic Modifier"). To the extent earned, awards will be paid in the form of restricted stock and/or cash, as determined by the Compensation Committee for each year.

Our incentive compensation program design also introduced the concepts of threshold, target, and maximum performance and payout ranges. For instance, while each of the NEOs will continue to have a total incentive payout opportunity of 50% of base salary, the actual payouts will go up or down depending on performance against the pre-established performance goals (threshold, target and maximum). Payouts will fall below this amount, potentially to zero, if performance against the core financial metrics is below targeted levels of performance, and can exceed 50% of salary if performance surpasses targeted performance goals. Payouts relative to performance against the core metrics were capped at 150% of each NEO's incentive target opportunity. By adopting an incentive compensation program that is measured against pre-determined goals with corresponding payouts that are capped, awarding equity on an annual basis, and requiring equity to be subject to additional vesting criteria, we believe our 2018 compensation program was aligned with market best practices and shareholder expectations.

The performance criteria for fiscal 2018 awards were established as follows:

#### 2018 Executive Compensation Plan



Core Financial Metrics - In determining the executives' bonus opportunity, the Company's performance was assessed against the following pre-determined performance objectives:

1. Return on Average Common Tangible Equity (ROATCE)

a. Weighting: 60%

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b. Definition: Net income (excluding the after-tax effect of goodwill and deposit base intangible assets amortization) divided by average tangible common stockholders' equity for the period.

2. Net Charge-Offs

a. Weighting: 40%

b. Definition: Net Charge Offs divided by average loans outstanding.

Performance Ranges:

	ROATCE	Net Charge-Offs	Modifier to be Applied to Target Bonus Opportunity
Below Threshold	NA	NA	0%
Threshold	8.0%	0.50%	50%
Target	9.0%	0.35%	100%
Maximum	9.5%	0.25%	150%
Actual 2018 Results	10.35%	0.11%	150%

\*Straight line interpolation used to determine payouts when performance is between anchor points (i.e. between target and max)

Based upon actual 2018 results, the executives were eligible to receive 150% of their target opportunity, or 75% of their base pay.

Strategic Modifier - As provided in the 2018 Executive Compensation Plan, the Compensation Committee recommended the Company's executives receive an additional 20% bonus for the Strategic Modifier based upon management exceeding the pre-established performance metrics and providing strategic direction which resulted in the following:

• Negotiated the sale of \$1.2 billion of mortgage servicing, allowing the Bank to continue to grow its mortgage divisions while reducing the impact of pending Basel capital rules.

• Successfully de-emphasized indirect, allowing the Bank to reposition its balance sheet into higher yielding assets.

• Maintained strong Core Deposits 78.66% of total assets compared to peer levels of 71.34%, allowing the Bank to maintain favorable deposit betas.

• Opened three new branches; two of which helped the Bank meet its Community Reinvestment Act goals. Maintained excellent relationship with regulators and received favorable results regarding Safety and Soundness, Compliance, and Community Reinvestment Act, allowing the Bank to continue to open new branches and participate in merger and acquisition activities.

The following table shows the incentive compensation payouts earned by our named executive officers, according to the percentages reflected in the table above.

2018 Incentive Awards

(% of Base Salary)

Name	Base Salary	Target Bonus	Modified Target Bonus	Strategic Modifier	Total Bonus	Total Award
James B. Miller, Jr.	\$800,000	50%	75%	20%	95%	\$760,000
Charles Christy	\$360,000	50%	75%	20%	95%	\$342,000
H. Palmer Proctor, Jr.	\$500,000	50%	75%	20%	95%	\$475,000
David Buchanan	\$400,000	50%	75%	20%	95%	\$380,000

Payout Currency - The Compensation Committee granted the 2018 performance award 50% in Cash and 50% in Equity in accordance with the following table:

Final Payout Funding	Payout Mix (Cash/Equity)
Below Threshold	0% / 0%
Between Threshold - Target	100% / 0%
Between Target - 125% of Target	75% / 25%
Greater than 125% of Target	50% / 50%



## Compensation Policies and Highlights

Our compensation programs include, among others, the following best practices:

### What We Do

- ü The Compensation Committee designs our compensation program to provide competitive levels of compensation which take into account not only annual but long-term performance goals and the strategic objectives outlined in our strategic plan, all designed with the ultimate objective of improving shareholder value.
- ü The Compensation Committee has engaged an independent compensation consultant.
- ü We undertake a risk analysis of our compensation plans to determine whether our compensation programs are reasonably likely to have a material adverse effect on us.
- ü We maintain stock ownership guidelines for our executive officers and our non-employee directors.
- ü Our insider trading policy prohibits our directors, officers and other employees from (i) holding company securities in a margin account or otherwise pledging company securities as collateral for a loan (with certain limited exceptions), and (ii) engaging in hedging transactions in the company's securities.
- ü We provide our shareholders a "say-on-pay" advisory vote on an annual basis until the next required vote on the frequency of shareholder votes on executive compensation.
- ü The Compensation Committee is composed solely of independent directors.
- ü We maintain a compensation clawback policy.
- ü We grant options with an exercise price not less than fair market value on the date of grant.

### What We Do Not Do

- X We do not encourage excessive risk-taking behavior through our compensation plans.
- X We do not provide U.S. tax code Section 280G excise tax "gross ups" in our compensation programs.
- X We do not provide any excessive perquisites to our NEOs.
- X No repricing of underwater stock options without shareholder vote.
- X The change in control definition contained in the 2018 Omnibus Incentive Plan is not a "liberal" definition that would be activated on mere shareholder approval of a transaction
- X Our 2018 Omnibus Incentive Plan prohibits payment of current dividends or dividend equivalents on unvested awards.
- X We do not guarantee salary increases or minimum bonuses.
- X We do not provide for uncapped bonuses.

## Benefits and Perquisites

### Perquisites

Perquisites comprise a small part of our total compensation package. The main perquisites we provide are the payment of country club dues and an automobile allowance or use of a company-owned automobile for selected officers. Although these perquisites involve incidental personal value, we believe they are reasonable and consistent with the overall compensation program to assist with attracting and retaining executive officers, and for interaction with customers and potential customers. We also provide signing bonuses from time to time to assist in recruiting top caliber executive officers to lead our company, such as the signing bonus paid to Mr. Christy when he joined the Company in 2017.

### Broad-Based Welfare and Retirement Benefits

The purpose for welfare and retirement benefits is to ensure our compensation packages are competitive and to provide an opportunity for retirement savings. We maintain a number of broad-based welfare benefit plans that are available to all of our employees, including group medical, dental, disability, and life insurance plans, some of which are contributory. Our named executive officers may participate in these plans. We also offer our employees, including the named executive officers, participation in a tax-qualified defined contribution 401(k) plan, which allows savings for retirement on a tax deferred basis.

### Employment and Executive Continuity Agreements

The Company is party to employment agreements or executive continuity agreements with each of our NEOs, which serve as a retention tool as well as providing protection for the Company following a termination of employment through various non-competition covenants. Detailed information regarding these agreements and the benefits they provide is included under "Estimated Payments to Named Executive Officers upon Termination of Employment under

Various Circumstances or a Change in Control” in Item 11 of this Form 10-K.

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#### Salary Continuation Agreements

On December 23, 2014, the Bank entered into Salary Continuation Agreements (“SERP Agreements”) with certain officers of the Bank, including Messrs. Miller, Proctor and Buchanan, which became effective as of January 1, 2015. The Compensation Committee believes that the SERP Agreements are an important element in retaining our executive team by providing a guaranteed level of income following their retirement with us. Additional information regarding these agreements is included under “Nonqualified Deferred Compensation” in Item 11 of this Form 10-K.

#### Officer Split Dollar Agreements

In January 2015, the Bank entered into split dollar agreements and endorsements to provide for the division of death proceeds under certain life insurance policies owned by the Bank on the lives of certain officers of the Bank (including Messrs. Miller, Proctor, Buchanan) with each such officer’s designated beneficiaries (the “Officer Split Dollar Agreements”). The Bank has the right to exercise all incidents of ownership of the life insurance policies and may terminate such policies without the consent of the officers. The Bank maintains at all times ownership of the cash value of the insurance policies. Under the Officer Split Dollar Agreements, if the officer dies prior to termination of his employment with the Bank, the officer’s designated beneficiary will be entitled to a benefit equal to the accrued liability at retirement from the officer’s SERP, limited to 100% of the Net Amount at Risk insurance portion of the proceeds. For purposes of the Officer Split Dollar Agreements, “Net Amount at Risk” means the difference between the total death proceeds payable under the insurance policies less the aggregate cash value of the policies measured as of the date giving rise to the need for such calculation. The officer’s rights under each Officer Split Dollar Agreement may be reduced or eliminated if he fails to cooperate with the Bank or the insurer with regards to the policies. In addition, no benefits will be paid if the officer commits suicide or if the insurer denies coverage for any reason; provided, however, that the Bank will evaluate the reasons for denial and, upon advice of legal counsel and in its sole discretion, consider judicially challenging such denial.

#### Gap Coverage Split Dollar Agreements

During the first quarter of 2015, the Bank entered into additional split dollar agreements and endorsements to provide for the division of death proceeds under certain life insurance policies owned by the Bank on the lives of Messrs. Miller, Proctor, and Buchanan with each such named executive officer’s designated beneficiaries (the “Gap Coverage Split Dollar Agreements”). The purpose of the Gap Coverage Split Dollar agreements is to fund any shortfall between the amount of benefits payable under certain life insurance policies obtained by the Bank in the 1990’s insuring the lives of these named executive officers and the amount of life insurance benefits the employment agreements with these named executive officers provide are to be paid to such named executive officers’ beneficiaries upon death. The Bank may replace the life insurance policies with comparable policies to cover the benefits under the Gap Coverage Split Dollar Agreements. Each Gap Coverage Split Dollar Agreement will terminate if the named executive officer makes a material misstatement, or upon distribution of the life proceeds

#### Other Compensation and Governance Policies

##### Stock Ownership Guidelines

In March 2018, stock ownership guidelines were implemented for senior executives, including the Named Executive Officers, and the non-employee directors. The guidelines establish a minimum level of stock ownership, expressed as a multiple of base salary for executive and a multiple of the annual cash retainer for Directors, which is expected to be achieved within five years. The stock ownership guidelines are as follows:

Messrs. Miller and Proctor      6x base salary

Other Named Executive Officers    2x base salary

Non-Employee Directors      5x annual cash retainer

##### Elimination of Excise Tax Gross-Ups

In March 2018, we renewed the employment agreements with each of James B. Miller, Jr. and H. Palmer Proctor, Jr., but removed the excise tax gross-up provision in each such agreement. Similarly, we amended the executive continuity agreements with each of Charlie Christy and David Buchanan to remove the excise tax gross-up provision in their agreements.

##### Clawback Policy

We maintain a clawback policy, which provides that in the event that the Company is required to prepare an accounting restatement due to its material noncompliance with financial reporting requirements under the U.S. securities laws, the Company will, to the extent permitted by governing law, require reimbursement of compensation, in accordance with the Company's policy, from each executive officer who, at any time after the effective date of the policy and during the three-year period preceding the date on which the Company is required to prepare the accounting restatement, (i) received payment of non-equity incentive compensation, or (ii) realized compensation from equity awards, in either case based on the erroneous financial data, regardless of whether the executive officer engaged in misconduct or otherwise caused or contributed to the requirement for the restatement. The amount of any such non-equity incentive compensation to be recovered shall be equal to the excess of (i) the amount paid to

each executive officer calculated by reference to the erroneous financial data, over (ii) the amount that would have been paid to the executive officer calculated by reference to the corrected financial data.

For the purpose of any such equity award earned based upon the erroneous data, the amount to be recovered shall be equal to the excess of (i) the number of shares (or equivalent value) earned by each executive officer calculated by reference to the erroneous financial data, over (ii) the number of shares (or equivalent value) that would have been earned by the executive officer calculated by reference to the corrected financial data, or such other recovery calculation as may hereafter be specified in final regulations issued by the SEC under the Dodd Frank Act.

#### Hedging, Pledging, and Insider Trading Policy

In 2018, we amended our insider trading policy to prohibit our directors, officers and other employees from (i) holding company securities in a margin account or otherwise pledging company securities as collateral for a loan (except with respect to securities pledged as of January 1, 2018), and (ii) engaging in hedging transactions in the Company's securities. Our insider trading policy also prohibits our employees, officers, and directors from purchasing or selling our securities while in possession of material nonpublic information. In addition to prohibiting any future pledging activity, the Company does not allow any pledged stock to be used to meet any stock ownership and holding requirements.

#### Risk Considerations

We structure our executive compensation arrangements in order to encourage executives to take appropriate risks designed to enhance our performance and increase stockholder value. We believe that providing a balanced mix of stock- and cash-based compensation arrangements tied to both corporate and individual performance goals provides an appropriate balance of incentives for executives and helps to avoid the taking of inappropriate or excessive risks. The Compensation Committee has assessed our compensation objectives, philosophy, policies, procedures and forms of compensation, and has concluded that our compensation program and principles do not create risks that are likely to have a material adverse effect.

With respect to specific elements of compensation:

• Base salary does not encourage risk-taking as it is a fixed amount and but one component of a balanced, multi-component approach to compensation and rewards.

• Our incentive compensation for executive officers is designed to reward achievement of performance metrics, which we believe will create shareholder value. Through a combination of plan design and management procedures, undue risk-taking is mitigated.

• Awards are determined by the Compensation Committee and subject to vesting requirements. We have stock ownership guidelines to ensure that a meaningful portion of an executive officer's net worth is in our common stock and therefore tied to long-term sustainable performance. We believe this negates any motivation to take inappropriate risks associated with business performance.

#### Say on Pay Results

Our Board is committed to engaging with our shareholders and maintaining an open and transparent dialogue in order to most effectively respond to their feedback on topics including our long-term business strategy, governance practices, and compensation program. At our 2018 Annual Meeting, we held an annual advisory vote on executive compensation, and approximately 85% of the votes cast by our shareholders were in favor of our named executive officer compensation for 2017, which was a substantial improvement over the prior year's results. We considered these results to be an endorsement of the improvements that we recently made to our compensation program and practices. Building off of last year's efforts, our Board is committed to improving its engagement with our shareholders and further aligning our compensation program with Company performance and shareholder returns.



## Summary Compensation Table

The following table sets forth the annual total compensation paid by Fidelity and its subsidiaries for 2018, 2017, and 2016 to our named executive officers:

Name	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards <sup>(1)</sup> (\$)	Non-Equity Incentive Plan Compensation (\$)	Change In Pension Value and Nonqualified Deferred Compensation Earnings (\$) <sup>(2)</sup>	All Other Compensation <sup>(3)</sup> (\$)	Total (\$)
James B. Miller, Jr. Chairman and Chief Executive Officer	2018	800,000	-	-	380,000	1,096,566	156,631	2,433,197
	2017	800,000	-	2,931,250	-	997,243	126,409	4,854,902
	2016	800,000	-	2,233,750	400,000	968,060	196,669	4,598,479
Charles D. Christy Chief Financial Officer	2018	360,000	-	-	171,000	-	24,601	555,601
	2017	186,923	100,000 <sup>(4)</sup>	99,992	-	-	5,250	392,165
H. Palmer Proctor, Jr. President	2018	500,000	-	-	237,500	157,089	47,030	941,619
	2017	500,000	-	1,758,750	-	142,894	24,306	2,425,950
	2016	500,000	-	1,340,250	250,000	137,592	91,089	2,318,931
David Buchanan Vice President	2018	400,000	-	-	190,000	367,341	40,893	998,234
	2017	400,000	-	1,172,500	-	338,857	21,347	1,932,704
	2016	400,000	-	893,500	200,000	329,239	73,812	1,896,551

<sup>(1)</sup> In accordance with SEC rules, the stock award column reflects the aggregate grant date fair value of restricted stock granted during the applicable year computed in accordance with FASB ASC 718. The grant date fair value of the restricted shares granted was based on the closing price of our Common Stock on the date of grant.

<sup>(2)</sup> Reflects the aggregate change in the actuarial present value of the NEO's accumulated benefit under all defined benefit and actuarial pension plans (including supplemental plans).

<sup>(3)</sup> Reflects the following for 2018:

(\$ in ones)	Company Car (\$)	Insurance Premiums (\$)	401(k) Matching Contribution (\$)	Health Savings Account (\$)	Club Dues (\$)	Health Insurance (\$)	Misc. (\$)	Total (\$)
Mr. Miller	4,076	138,407	—	—	647	10,125	3,376	156,631
Mr. Christy	—	—	8,250	1,500	—	12,516	2,335	24,601
Mr. Proctor	4,065	8,766	8,250	1,500	8,893	12,516	3,040	47,030
Mr. Buchanan	2,244	14,502	8,250	1,500	—	11,916	2,481	40,893

<sup>(4)</sup> Reflects Mr. Christy's signing bonus paid in connection with his commencement of employment with us on June 26, 2017.

## Employment Agreements

Fidelity and the Bank entered into an employment agreement in December 2014 with James B. Miller, Jr. as Chairman and Chief Executive Officer of Fidelity and Chairman of the Bank and with H. Palmer Proctor, Jr., as President of Fidelity and President and Chief Executive Officer of the Bank, in each case for a three-year period effective January

1, 2015. The Compensation Committee approved the renewal of the employment agreements with Messrs. Miller and Proctor on March 8, 2018 (which renewed agreement no longer provides for an excise tax gross-up payment for purposes of Code Section 280G). The term of each agreement is subject to extension upon mutual agreement; provided, however, that in the event of a change in control, the term of each agreement will automatically be extended until the earlier of the third anniversary of such change in control or the executive's termination of employment. The employment agreements provide for a base salary for each of Messrs. Miller and Proctor of \$800,000 and \$500,000 per year, respectively, and provide that each of Messrs. Miller and Proctor will be eligible for incentive compensation in an amount as determined by the Compensation Committee following its evaluation of corporate and individual performance during the applicable calendar year. The employment agreements provide that, during the period commencing on the date that is one year prior to a change of control and ending at the end of the employment period, each of Messrs. Miller and Proctor: (i) will receive a base salary equal to the greater of the highest base salary in effect during the 12 months prior to the date that is one year prior to a change of control and the highest base salary in effect during the year prior to a change of control; (ii) will receive incentive, retirement and other benefit opportunities no less favorable, in the aggregate, than those provided by Fidelity

during the one year prior to the change in control; and (iii) the method of calculating incentive compensation during the employment period after a change in control may not be changed in any manner that would result in the executive receiving less total incentive compensation from the maximum amount that would have been paid using the methods of calculating incentive compensation in effect prior to the change in control.

The employment agreements provide that Fidelity will indemnify Messrs. Miller and Proctor and advance expenses incurred by them in any proceeding brought against them as a director or officer of Fidelity to the fullest extent permitted under the Articles of Incorporation and Bylaws of Fidelity and the Georgia Business Corporation Code. In the event of a dispute relating to the agreement, Fidelity agrees to pay or reimburse Messrs. Miller and Proctor for all legal fees and expenses incurred, irrespective of the disposition of the dispute, provided that the reasonableness of the fees must be determined by an independent arbitrator, using standard legal principles.

#### Grants of Plan-Based Awards for 2018

There were no grants of plan-based awards to the named executive officers in 2018 for performance in 2017.

#### Outstanding Equity Awards at December 31, 2018

The following table sets forth the outstanding equity awards at December 31, 2018, for the named executive officers:

Name	Stock Awards	
	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(3)</sup>
James B. Miller, Jr.	-	-
Charles D. Christy	2,969 <sup>(1)</sup>	77,253
H. Palmer Proctor, Jr.	-	-
David Buchanan	50,000 <sup>(2)</sup>	1,301,000

<sup>(1)</sup> 1,484 shares vest on June 26, 2019, and 1,485 shares vest on June 1, 2020.

<sup>(2)</sup> 16,667 shares vested on January 22, 2019, 16,666 shares vest on June 15, 2019, and 16,667 shares vest on June 15, 2020.

<sup>(3)</sup> The market value is based on the closing price of the Company's Common Stock on December 31, 2018 (\$26.02).

#### Option Exercises and Stock Vested for 2018

The table below sets forth the value realized upon vesting of restricted stock awards for the named executive officers during 2018.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>(1)</sup>
James B. Miller, Jr. <sup>(2)</sup>	208,333	5,239,993
Charles D. Christy	1,485	39,011
H. Palmer Proctor, Jr. <sup>(3)</sup>	125,000	3,144,000
David Buchanan	33,333	826,993

<sup>(1)</sup> Represents the value realized by multiplying the number of restricted stock awards vesting by the closing price of the Company's Common Stock on the date of vesting.

<sup>(2)</sup> Includes 125,000 shares of Restricted Stock accelerated to vest 12/26/2018: 41,667 shares from grant 01/21/2016, and 83,333 shares from grant 06/15/2017.

<sup>(3)</sup> Includes 75,000 shares of Restricted Stock accelerated to vest 12/26/2018: 25,000 shares from grant 01/21/2016, and 50,000 shares from grant 06/15/2017.

#### Pension Benefits

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The following table presents selective retirement benefit information for 2018 for each named executive officer that was a participant in the Salary Continuation Plan.

Name	Plan Name	Number of Years of Credited Service <sup>(1)</sup>	Present Value of accumulated Benefit (\$) <sup>(2)</sup>	Payments During 2018
James B. Miller, Jr.	Salary Continuation Agreement	4.00	4,265,055	—
Charles D. Christy	N/A	—	—	—
H. Palmer Proctor, Jr.	Salary Continuation Agreement	4.00	525,861	—
David Buchanan	Salary Continuation Agreement	4.00	1,410,629	—

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(1) Credited service years under the SERP Agreements differ from years of actual service with the Company. Vesting under the SERP agreements is based on years of service since employment and the formula used to calculate accumulated benefits under ASC 710 is based on years of plan participation. Each named executive officer's actual number of years of service with the Company is: Mr. Miller, 42; Mr. Proctor, 29; and Mr. Buchanan, 23.

(2) The SERP Agreements are accounted for utilizing ASC 710 with a discount rate of 3.34% as of December 31, 2018. The SERP Agreements between the Bank and Messrs. Proctor and Buchanan provide that each such NEO will receive annual payments of \$300,000 and \$250,000, respectively, upon attaining the age of 65 ("normal retirement age"), with such payments payable monthly over a period of 180 months (15 years). The SERP Agreement between the Bank and Mr. Miller provides that upon attaining the age of 80 ("eligible age"), Mr. Miller is entitled to a single lump sum payment equal to the present value of an annual benefit of \$500,000, based on the assumption that the annual benefit is payable for 15 years in equal monthly installments at the beginning of each month. Each named executive officer is also entitled to certain payments upon termination of employment prior to attaining the age to receive the benefit described above, or in the event of a change in control prior to attaining such age, as follows:

Unless a change in control has previously occurred, upon the executive's termination of employment prior to normal retirement age or eligible age, as applicable, for reasons other than death or termination without cause, Fidelity will pay to Messrs. Proctor and Buchanan, a fixed amount that fully amortizes the "accrual balance" (which is the liability that should be accrued by Fidelity under GAAP) existing at the end of the month immediately before the month in which termination of employment occurs, amortizing that accrual balance over 180 months and taking into account interest at the discount rate or rates established by the administrator, which benefit will be paid in equal monthly installments on the first day of the month, beginning with the later of (x) the seventh month after the executive's termination of employment, or (y) the month immediately after the month in which the executive attains normal retirement age or eligible age, as applicable. The benefit will be paid to the executive in monthly installments for 180 months. In the case of Mr. Miller, an amount equal to the accrual balance, paid in a single lump sum on the first day of the seventh month after the month in which his termination of employment occurs.

If the executive's employment is terminated by Fidelity for "cause" (as defined in the SERP Agreement), then no benefit will be paid.

If the executive dies prior to normal retirement age or eligible age, as applicable, then the executive's beneficiary will be entitled to an amount equal to the accrual balance existing as of the executive's death, paid in a single lump sum. Upon the occurrence of a change in control occurs prior to the executive reaching normal retirement age or eligible age, as applicable, and prior to a termination of employment, Fidelity will pay to the executive an amount equal to the accrual balance in a single lump sum on the date of the change in control.

The payment of the benefits to each NEO is subject to forfeiture provisions if such named executive officer's employment is terminated with cause, or if such named executive officer makes any material misstatement of fact on any application or resume provided to Fidelity or on any application for benefits provided by Fidelity, or is subject to a final removal, or prohibition order issued by an appropriate federal banking agency under the Federal Deposit Insurance Act.

#### 2018 Nonqualified Deferred Compensation

The following table sets forth the nonqualified deferred compensation transactions for the year ended December 31, 2018, and the aggregate balance at December 31, 2018, for the named executive officers:

Name	Executive contributions in last FY <sup>(1)</sup> (\$)	Company contributions in last FY <sup>(2)</sup> (\$)	Aggregate earnings in last FY (\$)	Aggregate balance at last FY <sup>(3)</sup> (\$)
James B Miller, Jr.	-	-	-	-
Charles D. Christy	100,000	-	(8,471)	191,529
H. Palmer Proctor, Jr.	-	-	-	-
David Buchanan	129,800	-	(92,299)	1,863,155

(1) Mr. Buchanan's contribution to the plan is included in the amount reported as "Salary" in the Summary Compensation Table for fiscal year 2018.

(2) Pursuant to the terms of Mr. Christy's offer letter, the Company made an annual contribution of \$100,000 to his deferred compensation account in January 2018.

(3) Includes amounts previously reported in the Summary Compensation Table, in the previous years when earned if that executive officer's compensation was required to be disclosed in a previous year. Amounts previously reported in such years include previously earned, but deferred, salary and non-equity incentive plan compensation.

The Company maintains a nonqualified deferred compensation plan for executive officers pursuant to which they have an opportunity to defer amounts in addition to that which may be deferred under the 401(k) Plan. Under the nonqualified deferred compensation plan, the Board or its designee specifies the employees eligible to participate in the plan and the effective date and

period of each such employee's eligibility to participate. The amount deferred by the participant is deducted each pay period in which the participant has compensation during the period of participation. Upon written notice by December 31st each year, a participant may increase, decrease, or discontinue the deferral election for the following year. A participant's interest in the account is 100% vested and non-forfeitable.

The participant's account is credited with earnings (or losses) determined assuming the amounts credited to the account were invested in the investment funds the participant has selected from the funds made available from time to time under the plan for such purpose.

Unless the participant has specified a date for the commencement of distributions, on the participant's termination of service with, or retirement from, the Company, the amounts credited to the account will be paid in accordance with the most recent effective payment election filed by the participant, commencing as soon as feasible after such termination of service or retirement; provided that any amounts payable to a "specified employee" (as defined in Section 409A) will be delayed for at least six months following his termination of employment (or, if earlier, the date of such participant's death). If the participant becomes disabled, or upon the death of the participant, then his or her account balance will be paid out in a lump sum as soon as practical after such disability or death, as the case may be.

In no event will a distribution of any part of a participant's account be made prior to the earliest of (i) the participant's termination of service unless the participant has specified a later date in an election then in effect, (ii) the date specified by the participant in the most recent election then in effect, (iii) the date the participant becomes disabled, (iv) the death of the participant, or (v) the occurrence of an unforeseeable emergency.

At the end of each year, the Board (or its designee) determines whether there will be an employer contribution credit for the year. Such determination is made on an individual participant basis, with the Board having absolute discretion to determine whether an individual participant will be credited with an employer contribution, the amount of such contribution, and the conditions the participant must satisfy to be credited with such contribution. Although the plan permits Company contributions, there have been no Company contributions to this plan for the past five years, with the exception of \$100,000 contributed to Mr. Christy's deferred compensation account in January 2018, per the terms of his offer letter.

#### Potential Payments Upon Termination or Change in Control

As described above, the Company has entered into agreements and maintains plans that may require the Company to make payments and/or provide benefits to our named executive officers in the event of termination of employment or a change in control. The paragraphs below summarize the material terms of such agreements with our named executive officers.

**Employment Agreements.** The Company maintains an employment agreement with each of Messrs. Miller and Proctor.

**Termination without Cause; Resignation for Good Reason.** Pursuant to the terms of the employment agreement, if Fidelity terminates the executive for any reason other than for cause, death, or total disability, or if the executive terminates employment for good reason, then the executive will receive, upon execution of a general release of claims, the following severance benefits:

- a severance payment equal to three times his "final compensation," less the Employment Agreement Restrictive Covenant Payment (defined below), paid in installments over a 36-month period;
- outplacement services up to a total cost of \$20,000 for up to two years, or until the executive obtains full-time employment, whichever comes first;
- continued participation in Fidelity's employee benefit programs for 18 months after the date of termination on the same basis as other executives; and
- a payment as additional consideration for the restrictive covenants in the employment agreement equal to 60% of the executive's base salary for each year or portion thereof during 18-month restricted period, paid in installments over a 36-month period (the "Employment Agreement Restrictive Covenant Payment").

For purposes of the employment agreements, the term "final compensation" means (i) base salary if the termination of employment occurs more than one year prior to a change of control, or (ii) the highest of the executive's compensation for the 12 month period immediately preceding a change of control, the executive's base salary in effect immediately preceding the change of control, or the executive's base salary set at any time during the employment period if the termination occurs within one year of a change of control.

Termination for Cause; Voluntary Resignation; Death; Disability. Pursuant to the terms of the employment agreement, if Fidelity terminates the executive for cause, or by reason of his death or total disability, or the executive terminates employment without good reason, then the executive will not be entitled to any compensation under the agreement other than the Employment Agreement Restrictive Covenant payment.

Restrictive Covenants. The employment agreements provide that if the executive's employment is terminated for any reason other than by Fidelity, then for a period of 18 months after such termination, he will not engage in a competitive business within a 50 mile radius of Fidelity's headquarters in Atlanta. If the executive's employment is terminated for any reason, then for



a period of 18 months after such termination, the executive will not solicit customers or employees of Fidelity, and will not disclose any confidential information of Fidelity.

**Life Insurance Policies.** The employment agreements provide that Fidelity will maintain during the executive's lifetime, regardless of the termination of his employment or employment agreement for any reason, insurance policies in the aggregate face amount of \$8.0 million, in the case of Mr. Miller, and \$1.5 million, in the case of Mr. Proctor, payable to his designated beneficiaries or his estate.

**Executive Continuity Agreements.** The Company maintains an executive continuity agreement with each of Messrs. Buchanan and Christy.

**Termination without Cause; Resignation for Good Reason.** If, during the one year prior to or following a change in control, the executive is terminated other than for cause, death, or total disability or the executive terminates his employment for good reason, the executive will, upon execution of a general release of claims, receive the following severance benefits:

- an amount equal to one time his "final compensation" (as defined above) less the Continuity Agreement Restrictive Covenant Payment (as defined below), paid in installments over a 12-month period;

- in the case of Mr. Buchanan, continued participation in Fidelity's employee benefit programs for 12 months after the date of termination on the same basis as other executives;

- in the case of Mr. Christy, Fidelity will fully subsidize the otherwise required premium payment for any health care continuation coverage (e.g., COBRA), which is required by applicable law for a period of six months, and if such termination occurs within one year after a change of control, then Fidelity will subsidize such payments for a period of 12 months;

- in the case of Mr. Buchanan, the life insurance policy in the face amount of \$500,000 payable to Mr. Buchanan's beneficiaries will be maintained;

- outplacement services up to a total cost of \$20,000 for up to two years; and

- a payment as additional consideration for the restrictive covenants in his employment agreement equal to 40% of his base salary for each year or portion thereof during 18-month restricted period, paid in installments over a 12-month period (the "Continuity Agreement Restrictive Covenant Payment").

**Termination for Cause; Voluntary Resignation; Death; Disability.** Pursuant to the terms of the continuity agreements, if Fidelity terminates the executive for cause, or by reason of his death or total disability, or the executive terminates employment without good reason, then the executive will not be entitled to any additional compensation under the agreement other than the Continuity Agreement Restrictive Covenant payment.

**Restrictive Covenants.** The continuity agreements provide that if the executive's employment is terminated for any reason, then for a period of 12 months after such termination, he will not engage in a competitive business within a 50 mile radius of Fidelity's headquarters in Atlanta. If the executive's employment is terminated for any reason, then for a period of 12 months after such termination, the executive will not solicit customers or employees of Fidelity, and will not disclose any confidential information of Fidelity.

**Equity Awards.** Pursuant to the agreements evidencing awards granted under the Equity Incentive Plan, as amended (the "Equity Plan") upon the executive's death or disability, an amount equal to 33 1/3% more than the amount at which the Award was vested on the date of termination shall vest on the date of termination up to a maximum of 100% vested. Upon the occurrence of a change in control, the Compensation Committee may, but is not required to, accelerate the vesting of outstanding restricted stock awards.

**Estimated Payments to Named Executive Officers upon Termination of Employment under Various Circumstances or a Change in Control.**

The following tables set forth the estimated value of the payments and benefits described above to each of our NEOs upon termination of employment under various circumstances or a change in control. The amounts shown assume that the triggering events occurred on December 31, 2018. Messrs. Miller, Buchanan, and Proctor will also be entitled to amounts under the Salary Continuation Agreements Plan as described in the Pension Benefits table elsewhere in Item 11 of this Form 10-K.

Name	Termination without Cause or Resignation for Good Reason (With CIC) (1) (\$)	Termination without Cause or Resignation for Good Reason (No CIC) (4) (\$)	Termination for Cause; Voluntary Resignation (\$)	Death or Disability (\$)	Change in Control (No Termination of Employment) (\$)
James B. Miller, Jr.					
Severance Payment	3,540,000	3,540,000	—	—	—
NonCompete Payment	480,000	480,000	480,000	—	—
Benefit Plan Continuation	20,252	20,252	—	—	—
Outplacement Services	20,000	20,000	—	—	—
Acceleration of Equity Awards (2)	—	—	—	—	—
Total	4,060,252	4,060,252	480,000	—	—
Charles D. Christy					
Severance Payment	531,000	—	—	—	—
NonCompete Payment	—	144,000	144,000	—	—
Benefit Plan Continuation	14,851	—	—	—	—
Outplacement Services	20,000	—	—	—	—
Acceleration of Equity Awards (2)	77,253 (3)	—	—	51,468	77,253 (3)
Total	643,104	144,000	144,000	51,468	77,253
H. Palmer Proctor, Jr.					
Severance Payment	2,212,500	2,212,500	—	—	—
NonCompete Payment	300,000	300,000	300,000	—	—
Benefit Plan Continuation	23,335	23,335	—	—	—
Outplacement Services	20,000	20,000	—	—	—
Acceleration of Equity Awards (2)	—	—	—	—	—
Total	2,555,835	2,555,835	300,000	—	—
David Buchanan					
Severance Payment	590,000	—	—	—	—
NonCompete Payment	—	160,000	160,000	—	—
Benefit Plan Continuation	14,397	—	—	—	—
Outplacement Services	20,000	—	—	—	—
Acceleration of Equity Awards (2)	1,301,000 (3)	—	—	1,301,000	1,301,000 (3)
Total	1,925,397	160,000	160,000	1,301,000	1,301,000

(1) Assumes that Messrs. Buchanan, and Christy incur a qualifying termination within one year prior to, or one year following, a change in control.

(2) Value reflects outstanding shares of restricted stock multiplied by a closing stock price of \$26.02 on December 31, 2018.

(3) Assumes that the Compensation Committee elects to accelerate the vesting of outstanding equity awards.

(4) Assumes that Messrs. Buchanan and Christy incur a qualifying termination more than one year prior to, or more than one year following, a change in control.

#### Director Compensation

Director compensation is reviewed periodically by the Compensation Committee and adjustments are recommended to the Board. During 2018, each non-employee director of Fidelity received a \$45,000 annual retainer, paid in four quarterly installments, divided equally between Fidelity and the Bank, and an annual restricted stock award valued at \$45,000 with a two-year vesting requirement. Directors may elect to receive up to 100% of the annual cash retainer in shares of restricted stock. Our Lead Director and the Chairman of each Board Committee received an additional \$10,000 cash retainer to appropriately recognize the additional time and responsibility required of the roles. The

retainers are believed to be competitive and appropriate to attract and retain well-qualified and committed members.

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Name	Fees Earned or Paid in Cash	Restricted Stock Awards (3) (\$)	Total
Major General (Ret) David R. Bockel (1)	\$55,000	51,278	\$106,278
Rodney D. Bullard (2)	\$39,375	—	\$39,375
Wm. Millard Choate (2)	\$55,000	51,278	\$106,278
Dr. Donald A. Harp, Jr. (1)	\$55,000	51,278	\$106,278
Kevin S. King, Esq. (2)	\$55,000	51,278	\$106,278
William C. Lankford, Jr. (1)	\$55,000	51,278	\$106,278
Gloria A. O'Neal(1)	\$45,208	—	\$45,208
W. Clyde Shepherd III (2)	\$45,000	51,278	\$96,278
Rankin M. Smith, Jr. (2)	\$45,000	51,278	\$96,278

(1) Each of these non-employee directors received stock in lieu of cash for 50% of their director fees. The number of shares of stock received by each such director is: Mr. Bockel, 1,108; Dr. Harp, 1,112; Mr. Lankford, 1,099; and Ms. O'Neal, 888.

(2) Each of these non-employee directors received stock in lieu of cash for 100% of their director fees. The number of shares of stock received by each such director is: Mr. Bullard, 1,550; Mr. Choate, 2,186; Mr. King, 1,879; Mr. Shepherd, 1,814; and Mr. Smith, 1,826.

(3) Each non-employee director was awarded 10,000 nonqualified stock options on January 18, 2018, with an option exercise price of \$23.75, an option expiration date of January 18, 2023, and a vesting schedule of one-third for three years beginning January 18, 2019. At December 31, 2018, each non-employee director held the following number of outstanding stock options in the aggregate: Mr. Bockel, 30,000; Mr. Choate, 40,000; Dr. Harp, 33,332; Mr. King, 40,000; Mr. Lankford 29,999; Mr. Shepherd, 40,000; and Mr. Smith 29,999.

Ms. O'Neal and Mr. Bullard did not receive stock options in 2018 because they joined the Board of Directors after the grants were made.

James B. Miller, Jr., the Company's Chairman and Chief Executive Officer, and H. Palmer Proctor, Jr., the Company's President, are not included in the above table as they are employees of the Company and receive no compensation for their services as directors. The compensation received by Messrs. Miller and Proctor as employees of the Company is shown in the Summary Compensation Table above.

#### CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are providing the following information about the relationship of the annual total compensation of our employees and the annual total compensation of Mr. Miller, our Chief Executive Officer. The pay ratio included in this information is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K.

For 2018, our last completed fiscal year:

- The median of the annual total compensation of all employees of the Company (other than our Chief Executive Officer) was \$97,732; and

- The annual total compensation of our Chief Executive Officer, as reported in the Summary Compensation Table presented elsewhere in this Proxy, was \$2,433,197.

Based on this information, for the 2018 fiscal year, the ratio of the annual total compensation of Mr. Miller, our Chief Executive Officer, to the median of the annual total compensation of all employees was 25 to 1.

To identify the median of the annual total compensation of all our employees, as well as to determine the annual total compensation of the "median employee," the methodology and the material assumptions, adjustment and estimates that we used were as follows:

- We selected December 1, 2018, as the date upon which we would identify the "median employee."

- The Compensation Committee identified the median employee by examining the 2018 total cash compensation of all individuals who were employed by the Bank on December 31, 2018, (whether employed on a full-time, part-time, or seasonal basis).

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After identifying the median employee, the annual total compensation for such employee was calculated using the same methodology used for the NEOs as set forth in the 2018 Summary Compensation Table.

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#### Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee of the Board of Directors are Kevin S. King, Esq. (Chairman), Dr. Donald A. Harp, Jr., W. Clyde Shepherd III, and Rankin M. Smith, Jr. No member of the Compensation Committee is or was an officer or employee of Fidelity or any subsidiary. There are no Compensation Committee interlocks between Fidelity and other entities involving Fidelity's executive officers and members of the Board of Directors who serve as executive officer or board member of such other entities, other than the following: H. Palmer Proctor, Jr. serves on the compensation committee of the board of directors of Choate Construction Company, of which Wm. Millard Choate serves as President. Both Mr. Proctor and Mr. Choate serve on our Board of Directors.

#### Compensation Committee Report on Executive Compensation

The Compensation Committee is composed entirely of non-employee directors, each of whom has been determined in the Board's business judgment to be independent based on the NASDAQ independence standards.

The Compensation Committee has reviewed Fidelity's Compensation Discussion and Analysis for the fiscal year ended December 31, 2018, and has discussed the contents with management.

Based upon the review and discussion noted above, the Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this Form 10-K and the 2018 Annual Report. The Compensation Discussion and Analysis sets forth the committee's (1) description of each senior executive officer compensation plan and explanation of how each named executive officer compensation arrangement does not encourage the senior executive officers to take unnecessary and excessive risks that threaten the value of the financial institution, (2) identification of the employee compensation plans and explanation of how any unnecessary risks posed by the plans have been limited, and (3) explanation of how the employee compensation plans do not encourage the manipulation of reported earnings to enhance the compensation of any employee.

Kevin S. King, Esq., Chairman

Dr. Donald A. Harp, Jr.

Wm. Clyde Shepherd III

Rankin M. Smith, Jr.

#### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table reflects the number of shares of Common Stock beneficially owned as of February 28, 2019, by (1) each person known to be the beneficial owner of more than five percent of the Common Stock, (2) each director, (3) each named executive officer, and (4) all directors and executive officers as a group.

Unless otherwise indicated, each of the named individuals and each member of the group have sole, or shared voting power, or investment power with respect to the shares shown. Unless otherwise indicated, the address of each person or entity named in the table is c/o Fidelity Southern Corporation, 3490 Piedmont Road NE, Suite 1550, Atlanta, Georgia 30305.

The number of shares beneficially owned by each shareholder is determined under rules promulgated by the SEC. The information is not necessarily indicative of beneficial ownership for any other purpose. Under these rules, beneficial ownership includes any shares as to which the individual has sole, or shared voting power, or investment power and any shares as to which the individual has the right to acquire beneficial ownership within 60 days of February 28, 2019, through the exercise of any stock option, warrant, or other right. The inclusion in the following table of those shares, however, does not constitute an admission that the named shareholder is a direct or indirect beneficial owner of those shares.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
BlackRock Institutional Trust Company, N.A. 400 Howard Street San Francisco, CA 94105-2618	3,316,850 (1)	12.02
RMB Capital Holdings, LLC 115 S. LaSalle Street, 34th Floor Chicago, IL 60603	1,995,163 (1)	7.23
Dimensional Fund Advisors 6300 Bee Cave Road, Building One Austin, TX 78746	1,973,518 (1)	7.15
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	1,390,703 (1)	5.04
James B. Miller, Jr.	3,187,499 (2)	11.51
Major General (Ret) David R. Bockel	53,217 (3)	*
Rodney D. Bullard	3,277	*
Wm. Millard Choate	271,147 (4)	*
Dr. Donald A. Harp, Jr.	48,596 (5)	*
Kevin S. King, Esq.	87,331 (6)	*
William C. Lankford, Jr.	33,921 (7)	*
Gloria A. O'Neal	4,290	*
H. Palmer Proctor, Jr.	556,784 (8)	2.02
W. Clyde Shepherd III	402,738 (9)	1.46
Rankin M. Smith, Jr.	290,179 (10)	1.05
Charles D. Christy	11,053	*
David Buchanan	274,259	*
All directors and executive officers as a group (13 persons)	5,224,291 (11)	18.93

\* Less than 1%

(1) Amount based on a review of the Schedule 13G/A filed with the SEC by each beneficial owner.

(2) Includes 13,151 shares held by one of Mr. Miller's grandchildren, and 264,044 shares held by a family partnership, a company of which Mr. Miller and his wife's trust own 40%. Also includes 112,499 shares owned by his wife's trust, and 2,565,701 shares pledged as security for loans from unaffiliated parties for business investments and estate planning purposes.

(3) Includes 20,001 shares that Major General (Ret) Bockel has the right to acquire pursuant to outstanding stock options and 297 shares held by his wife.

(4) Includes 30,001 shares that Mr. Choate has the right to acquire pursuant to outstanding stock options.

(5) Includes 23,333 shares that Dr. Harp has the right to acquire pursuant to outstanding stock options.

(6) Includes 30,001 shares that Mr. King has the right to acquire pursuant to outstanding stock options and 42,152 shares held by his wife.

(7) Includes 20,000 shares that Mr. Lankford has the right to acquire pursuant to outstanding stock options and 3,000 shares held by his wife.

(8) Includes 25,858 shares held by Mr. Proctor's children and 22,294 shares held by his wife, as well as 247,671 shares held by Brooks County Trust of which Proctor is co-trustee.

(9) Includes 30,001 shares that Mr. Shepherd has the right to acquire pursuant to outstanding stock options, 39,998 shares held by a Shepherd family foundation, 5,784 shares held by a family partnership, and 2,078 shares held by Mr. Shepherd's child.

<sup>(10)</sup> Includes 20,000 shares that Mr. Smith has the right to acquire pursuant to outstanding stock options, 6,305 shares held by trust, and 334 shares held by his wife.

<sup>(11)</sup> Includes 173,337 shares that the beneficial owners have the right to acquire pursuant to outstanding stock options.

#### Change in Control

As previously disclosed, on December 17, 2018, Fidelity entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Ameris Bancorp (“Ameris”). The Merger Agreement provides that, upon the terms and subject to the conditions set forth, Fidelity will merge with and into Ameris (the “Merger”), in an all-stock transaction, with Ameris surviving the Merger. Immediately following the Merger, the Bank will merge (the “Bank Merger”) with and into Ameris’s wholly owned bank subsidiary, Ameris Bank. Ameris Bank will be the surviving entity in the Bank Merger. The Merger Agreement was unanimously approved by the board of directors of each of Fidelity and Ameris. The closing of the transactions contemplated by the Merger Agreement is subject to the approval of Fidelity’s shareholders, regulators, and certain other customary closing conditions. See “Business,” “Risk Factors” and Note 1 to Fidelity’s consolidated financial statements.



## Securities Authorized for Issuance Under Equity Compensation Plans

Disclosures required by Item 201(d) of Regulation S-K appear in Item 5 of this Form 10-K.

## Item 13. Certain Relationships and Related Transactions, and Director Independence

## Certain Relationships and Related Party Transactions

Fidelity has a written related person transaction policy that governs the identification, approval, ratification, and monitoring of any transaction that would be required to be disclosed pursuant to Item 404 of Regulation S-K under the Securities Act of 1933. The Board of Directors of Fidelity must approve all such transactions under the policy. No member of the Board of Directors may participate in any review or approval of a transaction with respect to which such member or any of his family members is a related person.

During 2018, the Bank paid \$859,000 to Choate Construction Company, of which Mr. Choate, a director in 2018, is the President and a shareholder. The payments were in connection with remodeling or renovating branches for the Bank. This amount represents less than 0.08% of Choate Construction Company's total annual revenue. Of that amount, the Choate Construction Company received just \$118,000 in construction management fees, and the balance was passed through to independent contractors managed by, but not related to, Choate. The Board of Directors approved the transactions, with Mr. Choate abstaining, determining that they were made on terms no less favorable than the terms generally available to an unaffiliated third party under the same or similar circumstances, and complied with Fidelity's established policy. After review of the facts, it has been determined that Mr. Choate is still considered independent under the NASDAQ Marketplace Rule.

The Bank has had, and expects to have in the future, loans and other banking transactions in the ordinary course of business with directors (including our independent directors) and executive officers of Fidelity and its subsidiaries, including members of their families, or corporations, partnerships, or other organizations in which such officers or directors have a controlling interest. These loans are made on substantially the same terms (including interest rates and collateral) as those prevailing at the time for comparable transactions with unrelated parties. Such loans do not involve more than the normal risks of repayment nor present other unfavorable features. As of December 31, 2018, the Bank had loan commitments to executive officers and directors and their controlled entities aggregating approximately \$58.6 million, with \$28.1 million of loans outstanding.

## Director Independence

Fidelity's Board of Directors has determined that each member of its Board, other than James B. Miller, Jr., Chief Executive Officer of Fidelity, and H. Palmer Proctor, Jr., President of Fidelity, were "independent" during 2018, as defined in the NASDAQ Marketplace Rules.

## Item 14. Principal Accountant Fees and Services

The following table sets forth the fees paid by Fidelity for audit and other services provided by Ernst & Young LLP for fiscal years 2018 and 2017:

(\$ in ones)	2018	2017
Audit Fees <sup>(1)</sup>	\$848,216	\$729,218
Audit-Related Fees <sup>(2)</sup>	31,250	34,500
Tax Fees <sup>(3)</sup>	—	—
All Other Fees <sup>(4)</sup>	275,750	—
Total	\$1,155,216	\$763,718

<sup>(1)</sup> Audit fees represent fees for professional services provided in connection with the audit of our annual consolidated financial statements and internal control over financial reporting, review of periodic reports, and other documents filed with the SEC, including the quarterly financial statements included in Forms 10-Q, and services that are normally provided in connection with statutory or regulatory filings or engagements.

<sup>(2)</sup> Audit-related fees represent assurance and related services that are reasonably related to the performance of the audit or review of our financial statements. This category includes fees related to accounting consultations, employee benefit plan audits and attestation services.

<sup>(3)</sup> There were no fees billed to the Company by Ernst & Young LLP for professional services rendered for tax compliance, tax advice and tax planning for the fiscal years ended December 31, 2018, and December 31, 2017.

<sup>(4)</sup> All other related fees represent fees for professional services provided in connection with the proposed Merger with Ameris Bancorp previously disclosed on December 17, 2018. There were no all other related fees in 2017.

The Audit Committee approved all audit services provided by Fidelity's independent registered public accountants during 2018 and 2017 on a case-by-case basis in advance of each engagement. The Audit Committee has delegated to the Chairman of the Audit Committee the authority to pre-approve non-audit services not prohibited by law to be performed by Fidelity's independent registered public accounting firm and associated fees for any non-audit service, provided that the Chairman shall report any decisions to pre-approve such non-audit services and fees to the full Audit Committee at its next regular meeting. None of the fees

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paid to the independent registered public accounting firm were approved by the Audit Committee after the services were rendered pursuant to the “de minimis” exception by the SEC for the provision of non-audit services.

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## PART IV

## Item 15. Exhibits and Financial Statement Schedules

## (a) Documents filed as part of this Report

## 1. Financial Statements

## 2. Financial Statement Schedules

All financial statement schedules are omitted as the required information is inapplicable or the information is presented in the Consolidated Financial Statements and the Notes thereto in Item 8 above.

## 3. Exhibits

The exhibits filed herewith or incorporated by reference to exhibits previously filed with the SEC are set forth in Item 15(b)

## (b) Exhibits

The following exhibits are required to be filed with this Report by Item 601 of Regulation S-K:

Exhibit No.	Name of Exhibit	Incorporated by Reference			SEC File No.
		Form	Filing Date	Exhibit No.	
<u>2(a)*</u>	Agreement and Plan of Merger dated as of October 26, 2015 by and between Fidelity Southern Corporation and American Enterprise Bankshares, Inc.	8-K	October 27, 2015	2.1	000-22374
<u>2(b)*</u>	Second Amendment to Agreement and Plan of Merger dated as of February 25, 2016 by and between Fidelity Southern Corporation and American Enterprise Bankshares, Inc.	8-K	March 2, 2016	2.1	000-22374
<u>2(c)*</u>	Agreement and Plan of Merger dated as of December 17, 2018 by and between Ameris Bancorp and Fidelity Southern Corporation	8-K	December 17, 2018	2.1	000-22374
<u>3(a)*</u>	Amended and Restated Articles of Incorporation of Fidelity Southern Corporation, as amended effective December 16, 2008	10-K	March 17, 2009	3(a)	000-22374
<u>3(b)*</u>	Articles of Amendment to the Articles of Incorporation of Fidelity Southern Corporation	8-K	November 23, 2010	3.1	000-22374
<u>3(c)*</u>	Bylaws of Fidelity Southern Corporation, as amended	10-Q	September 30, 2007	3(b)	000-22374
<u>3(d)*</u>	Amendment to Bylaws of Fidelity Southern Corporation	8-K	November 23, 2010	3.2	000-22374
<u>4(a)*</u>	See Exhibits 3(a) and 3(b) for provisions of the Amended and Restated Articles of Incorporation, as amended, and Bylaws, which define the rights of the shareholders	-	-	-	000-22374
<u>4(b)*</u>	Form of Global Note representing the Fixed/Floating Rate Subordinated Notes due 2030 of Fidelity Bank	8-K	June 3, 2015	4.1	000-22374
<u>4(c)*</u>		S-3	May 4, 2018	5.1	333-224696

Fidelity Southern Corporation Direct Stock Purchase and  
Dividend Reinvestment Plan

10(a) # *	Fidelity Southern Corporation Defined Contribution Master Plan and Trust Agreement and related Adoption Agreement, as amended	10	August 27, 1993	10(a)	000-22374
<u>10(b)</u> # *	Amended and Restated Supplemental Deferred Compensation Plan	8-K	January 25, 2006	10.7	000-22374

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<u>10(c)</u> # *	Fidelity Southern Corporation Equity Incentive Plan dated April 27, 2006	8-K	May 3, 2006	10.1	000-22374
<u>10(d)</u> # *	First Amendment to the 2006 Fidelity Southern Corporation Equity Incentive Plan	S-8	June 17, 2011	99(a)	333-174956
<u>10(e)</u> # *	Second Amendment to the 2006 Fidelity Southern Corporation Equity Incentive Plan	S-8	August 21, 2012	99(a)	333-183458
<u>10(f)</u> # *	Forms of Stock Option Agreements for the Fidelity Southern Corporation Equity Incentive Plan dated April 27, 2006	8-K	January 18, 2007	10.1	000-22374
<u>10(g)</u> *	Warrant to Purchase up to 2,266,458 shares of Common Stock, dated December 19, 2008	8-K	December 19, 2008	4.1	000-22374
<u>10(h)</u> *	Letter Agreement, dated December 19, 2008, including Securities Purchase Agreement-Standard Terms, incorporated by reference therein, between the Company and the United States Department of the Treasury	8-K	December 19, 2008	10.1	000-22374
<u>10(i)</u> *	Securities Purchase Agreement dated May 26, 2011	8-K	May 26, 2011	10.1	000-22374
<u>10(j)</u> *	Registration Rights Agreement dated May 26, 2011	8-K	May 26, 2011	10.2	000-22374
<u>10(k)</u> # *	Incentive Compensation Agreement by and among Fidelity Southern Corporation, Fidelity Bank, and Stephen H. Brolly effective January 1, 2015	8-K	December 24, 2014	10.3	000-22374
<u>10(l)</u> # *	Incentive Compensation Agreement by and among Fidelity Southern Corporation, Fidelity Bank, and David Buchanan effective January 1, 2015	8-K	December 24, 2014	10.4	000-22374
<u>10(m)</u> # *	Executive Continuity Agreement by and among Fidelity Southern Corporation, Fidelity Bank, and Stephen H. Brolly effective January 1, 2015	8-K	December 24, 2014	10.5	000-22374
<u>10(n)</u> # *	Executive Continuity Agreement by and among Fidelity Southern Corporation, Fidelity Bank, and David Buchanan effective January 1, 2015	8-K	December 24, 2014	10.6	000-22374
<u>10(o)</u> # *	Salary Continuation Agreement by and between Fidelity Bank and James B. Miller, Jr. effective January 1, 2015	8-K	December 24, 2014	10.7	000-22374
<u>10(p)</u> # *	Salary Continuation Agreement by and between Fidelity Bank and H. Palmer Proctor, Jr. effective January 1, 2015	8-K	December 24, 2014	10.8	000-22374
<u>10(q)</u> # *	Salary Continuation Agreement by and between Fidelity Bank and Stephen H. Brolly effective January 1, 2015	8-K	December 24, 2014	10.9	000-22374

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<u>10(r)</u> # *	Salary Continuation Agreement by and between Fidelity Bank and David Buchanan effective January 1, 2015	8-K	December 24, 2014	10.10	000-22374
<u>10(s)</u> # *	Form of Split Dollar Life Insurance Agreement by and between Fidelity Bank and each Fidelity officer entering into Salary Continuation Agreements	8-K	December 24, 2014	10.11	000-22374
<u>10(t)</u> *	Form of Note Purchase Agreement	8-K	June 3, 2015	10.1	000-22374
<u>10(u)</u> # *	Executive Continuity Agreement by and among Fidelity Southern Corporation, Fidelity Bank and Charles D. Christy effective June 26, 2017	10-K	March 16, 2018	10(u)	000-22374
<u>10(v)</u> # *	Agreement by and among Fidelity Southern Corporation, Fidelity Bank and Stephen S. Brolly effective June 26, 2017	10-K	March 16, 2018	10(v)	000-22374
<u>10(w)</u> # *	Employment Agreement by and among Fidelity Southern Corporation, Fidelity Bank, and James B. Miller, Jr. effective January 1, 2018	10-K	March 16, 2018	10(w)	000-22374

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<u>10(x)</u> # *	Employment Agreement by and among Fidelity Southern Corporation, Fidelity Bank, and H. Palmer Proctor, Jr. effective January 1, 2018	10-K	March 16, 2018	10(x)	000-22374
<u>10(y)</u> # *	Amendment to Executive Continuity Agreement by and among Fidelity Southern Corporation, Fidelity Bank and Charles D. Christy effective March 8, 2018	10-K	March 16, 2018	10(y)	000-22374
<u>10(z)</u> # *	Amendment to Executive Continuity Agreement by and among Fidelity Southern Corporation, Fidelity Bank and David Buchanan effective March 8, 2018	10-K	March 16, 2018	10(z)	000-22374
<u>10(aa)</u> # *	Form of Split Dollar Agreement and Endorsement by and between Fidelity Bank and certain executive officers of Fidelity Southern Corporation, effective March 19, 2015	10-K	March 16, 2018	10(aa)	000-22374
<u>10(bb)</u> # *	Fidelity Southern Corporation 2018 Omnibus Incentive Plan	10-Q	May 4, 2018	10.1	000-22374
<u>21</u> **	Subsidiaries of Fidelity Southern Corporation				
<u>23</u> **	Consent of Ernst & Young LLP				
<u>24</u> **	Powers of Attorney (included on signature page hereto)				
<u>31.1</u> **	Certification of Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
<u>31.2</u> **	Certification of Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
<u>32.1</u> **	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
<u>32.2</u> **	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
101 **	The following materials from Fidelity Southern Corporation's Annual Report on Form 10-K for the year ended December 31, 2017, formatted in XBRL (extensible Business Reporting language) (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Shareholders' Equity, (iv) the Consolidated Statements of Cash Flows, and (v) related notes to the financial statements (Pursuant to Rule 406T of Regulation S-T, the XBRL-related information in this Exhibit is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities and Exchange				



Act of 1934)

- # Indicates director and management contracts or compensatory plans or arrangements.
  - \* Incorporated by reference
  - \*\* Filed herewith
- (c) Financial Statement Schedules.

Item 16. Form 10-K Summary  
None.

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SIGNATURES

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

FIDELITY SOUTHERN CORPORATION

(Registrant)

Date: March 13, 2019 BY: /s/ JAMES B. MILLER, JR.

James B. Miller, Jr.

Chief Executive Officer and Chairman of the Board

(Principal Executive Officer)

Date: March 13, 2019 BY: /s/ CHARLES D. CHRISTY

Charles D. Christy

Chief Financial Officer

(Principal Financial and Accounting Officer)

## POWER OF ATTORNEY AND SIGNATURES

Know all men by these presents, that each person whose signature appears below constitutes and appoints James B. Miller, Jr. and Charles D. Christy, or either of them, as attorney-in-fact, with each having the power of substitution and resubstitution, for him in any and all capacities, to sign any amendments to this Annual Report on Form 10-K and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed below by the following persons on behalf of Fidelity Southern Corporation and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ JAMES B. MILLER, JR. James B. Miller, Jr.	Chairman of the Board and Director (Principal Executive Officer)	March 13, 2019
/s/ CHARLES D. CHRISTY Charles D. Christy	Chief Financial Officer (Principal Financial and Accounting Officer)	March 13, 2019
/s/ DAVID R. BOCKEL Major General (Ret) David R. Bockel	Director	March 13, 2019
/s/ WM. MILLARD CHOATE Wm. Millard Choate	Director	March 13, 2019
/s/ DONALD A. HARP, JR. Dr. Donald A. Harp, Jr.	Director	March 13, 2019
/s/ KEVIN S. KING Kevin S. King	Director	March 13, 2019
/s/ WILLIAM C. LANKFORD, JR. William C. Lankford, Jr.	Director	March 13, 2019
/s/ H. PALMER PROCTOR, JR. H. Palmer Proctor, Jr.	Director	March 13, 2019
/s/ W. CLYDE SHEPHERD III W. Clyde Shepherd III	Director	March 13, 2019
/s/ RANKIN M. SMITH, JR. Rankin M. Smith, Jr.	Director	March 13, 2019
/s/ RODNEY D. BULLARD Rodney D. Bullard	Director	March 13, 2019
/s/ GLORIA O'NEAL Gloria O'Neal	Director	March 13, 2019

