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

#### FORM 8-K

#### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):September 7, 2023

**FINWARD BANCORP** 

(Exact name of registrant as specified in its charter)

Indiana

(State or other jurisdiction of incorporation)

001-40999 (Commission File Number) 35-1927981 (IRS Employer Identification No.)

9204 Columbia Avenue Munster, Indiana 46321 (Address of principal executive offices) (Zip Code)

(219) 836-4400 (Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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

□ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

□ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

□ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

□ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value	FNWD	The NASDAQ Stock Market, LLC

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

Emerging growth company  $\Box$ 

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.

Finward Bancorp (the "Bancorp") will present financial and other information to investors at the 2023 Raymond James U.S. Bank Conference in Chicago, Illinois. The slides for the presentation are attached as Exhibit 99.1 to this report and are incorporated by reference into this Item 7.01. This information is furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. The filing of this report shall not been deemed an admission as to the materiality of any information in the report that is required to be disclosed solely by reason of Regulation FD.

#### Forward-Looking Statements

This press release may contain forward-looking statements regarding the financial performance, business prospects, growth and operating strategies of the Bancorp. For these statements, the Bancorp claims the protections of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Statements in this communication should be considered in conjunction with the other information available about the Bancorp, including the information in the filings the Bancorp makes with the SEC. Forward-looking statements provide current expectations or forecasts of future events and are not guarantees of future performance. The forward-looking statements are based on management's expectations and are subject to a number of risks and uncertainties. Forward-looking statements are typically identified by using words such as "anticipate," "estimate," "project," "intend," "plan," "believe," "will" and similar expressions in connection with any discussion of future operating or financial performance.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, actual results may differ materially from those expressed or implied in such statements. Risks and uncertainties that could cause actual results to differ materially include: difficulties and delays in integrating Finward's and Royal's businesses or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates, market liquidity, and capital markets, as well as the magnitude of such changes, which may reduce net interest margins; inflation; further deterioration in the market value of securities held in the Bancorp's investment securities portfolio, whether as a result of macroeconomic factors or otherwise; customer acceptance of the Bancorp's products and services; customer borrowing, repayment, investment, and deposit practices; customer disintermediation; the introduction, withdrawal, success, and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions, and divestitures; economic conditions; and the impact, extent, and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms. Additional factors that could cause actual results to differ materially from those expressed in the forward-looking statements are discussed in Finward's reports (such as the Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K) filed with the SEC and available at the SEC's Internet website (www.sec.gov). All subsequent written and oral forward-looking statements concerning matters attributable to Finward or any person acting on its behalf are expressly gualified in their entirety by the cautionary statements above. Except as required by law, Finward does not undertake any obligation to update any forwardlooking statement to reflect circumstances or events that occur after the date the forward-looking statement is made.

In addition to the above factors, we also caution that the actual amounts and timing of any future common stock dividends or share repurchases will be subject to various factors, including our capital position, financial performance, capital impacts of strategic initiatives, market conditions, and regulatory and accounting considerations, as well as any other factors that our Board of Directors deems relevant in making such a determination. Therefore, there can be no assurance that we will repurchase shares or pay any dividends to holders of our common stock, or as to the amount of any such repurchases or dividends.

#### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 99.1 Slide presentation for the Annual Meeting on September 7, 2023.
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

#### SIGNATURE

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

Date: September 7, 2023

By: <u>/s/ Peymon S. Torabi</u> Name: Peymon S. Torabi Title: Executive Vice President, Chief Financial Officer and Treasurer

Exhibit 99.1

September 2023



A NASDAQ Traded Company Symbol: FNWD September 2023





### Important Information

#### Forward-Looking Statements

This presentation may contain forward-looking statements regarding the financial performance, business prospects, growth and operating strategies of Finward Bancorp ("FNWD"). For these statements, FNWD claims the protections of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Statements in this communication should be considered in conjunction with the other information available about FNWD, including the information in the filings FNWD makes with the Securities and Exchange Commission ("SEC"). Forward-looking statements provide current expectations or forecasts of future events and are not guarantees of future performance. The forward-looking statements are subject to a number of risks and uncertainties. Forward-looking statements are typically identified by using words such as "anticipate," "estimate," "project," "intend," "plan," "believe," "will" and similar expressions in connection with any discussion of future events.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, actual results may differ materially from those expressed or implied in such statements. Risks and uncertainties that could cause actual results to differ materially include: current financial conditions within the banking industry, including the effects of recent failures of other financial institutions, liquidity levels, and responses by the Federal Reserve Board, Department of the Treasury, and the Federal Deposit insurance Corporation to address these issues; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates, market liquidity, and capital markets, as well as the magnitude of such changes, which may reduce net interest margins; inflation; further deterioration in the market value of securities horrowing, repayment, investment, and deposit practices; customer disintermediation; the introduction, withdrawal, success, and timing of business initiatives; competitive conditions; and the impact, extent, and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms. Additional factors that could cause actual results to differ materially from those expressed in the forward-looking statements are discussed in FNWD's reports (such as the Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K) filed with the SEC and available at the SEC's Internet website (<u>www.sec.gov</u>). All subsequent written and oral forward-looking statements accurring matters attributable to FNWD does not undertake any obligation to update any forward-looking statement shall are expressed in their entirety by the cautionary statements above. Except as required by law, FNWD does not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date the forward-looking sta

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#### **Disclosures Regarding Non-GAAP Measures**

This presentation refers to certain financial measures that are identified as non-GAAP. FNWD believes that these non-GAAP measures are helpful to investors to better understand FNWD's assets, earnings, and shareholders' equity at the date of this presentation. This supplemental information should not be considered in isolation or as a substitute for the related GAAP measures. See the attached table at the end of this presentation for a reconciliation of the non-GAAP measures identified herein and their most comparable GAAP measures.





## **Finward Outlook**



### Track Record of Expanding the Peoples Bank Franchise

- Community-focused across desirable markets in Northwest Indiana and well-diversified into Chicagoland area
- Have grown the bank from \$693 million to \$2.2 billion in assets over the last 10 years (10.9% CAGR)
- Demonstrated successful acquisition and integration of five banks and thrifts since 2014
- Strong deposit and lending presence in core markets

### Internal Focus to Strengthen the Business

- Actively managing customer relationships to help improve asset quality
- Improving key productivity measures
- Leveraging Salesforce to improve customer acquisition
- Initial stages of deploying AI



### Positioned for Opportunities

- Management goal is to build capital and increase returns while positioning for different economic and interest rate
  outcomes going forward
- Evaluating opportunities to optimize the balance sheet, improve capital, and improve earnings quality



# **Overview of Finward Bancorp**

#### **Company Overview**

- Finward serves as the holding company for Peoples Bank, a 113-year-old bank headquartered in Munster, Indiana
- Community bank with meaningful presence in the Chicago city market and Chicagoland suburban market
- Committed to our core values of Stability, Integrity, Community and Excellence
- Diversified into Illinois via three successfully integrated acquisitions
- Diversified fee income through mortgage, treasury, and wealth management segments

Community Banking	Wealth Management
<ul> <li>Indiana state-chartered commercial bank organized in 1910</li> <li>26 full-service retail locations across Indiana and Illinois</li> <li>16-person business banking team</li> <li>Full-service mortgage banking capabilities</li> </ul>	<ul> <li>Estate &amp; retirement planning</li> <li>Corporate fiduciary business</li> <li>Advisory &amp; brokerage</li> <li>IRA &amp; Keogh accounts</li> <li>\$387M of assets under care</li> <li>Continued growth in revenue</li> </ul>

(1) Tax adjusted net interest margin (a non-GAAP measure)



#### Financial Highlights

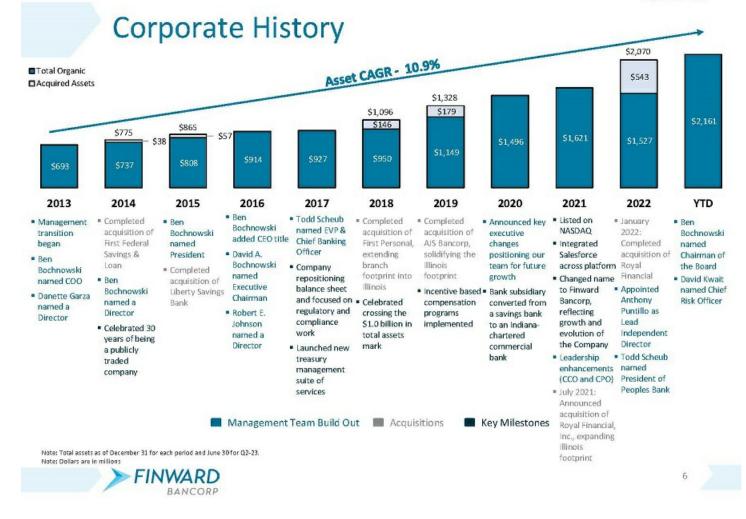
2021	2022	Q1-23	Q2-23
\$1,621	\$2,070	\$2,099	\$2,161
\$967	\$1,514	\$1,521	\$1,534
\$1,434	\$1,775	\$1,806	\$1,795
\$157	\$136	\$140	\$137
0.51%	0.94%	1.02%	0.62%
-0.06%	-0.03%	-0.00%	-0.04%
3.51%	3.74%	3.23%	3.13%
0.95%	0.74%	0.43%	0.45%
9.61%	10.47%	6.42%	6.74%
263	304	295	283
			4
	\$1,621 \$967 \$1,434 \$157 0.51% -0.06% 3.51% 0.95% 9.61%	\$1,621         \$2,070           \$967         \$1,514           \$1,434         \$1,775           \$157         \$136           0.51%         0.94%           -0.06%         -0.03%           3.51%         3.74%           0.95%         0.74%           9.61%         10.47%	\$1,621         \$2,070         \$2,099           \$967         \$1,514         \$1,521           \$1,434         \$1,775         \$1,806           \$157         \$136         \$140           0.51%         0.94%         1.02%           -0.06%         -0.03%         -0.00%           3.51%         3.74%         3.23%           0.95%         0.74%         0.43%           9.61%         10.47%         6.42%

# **Executive Management Team**

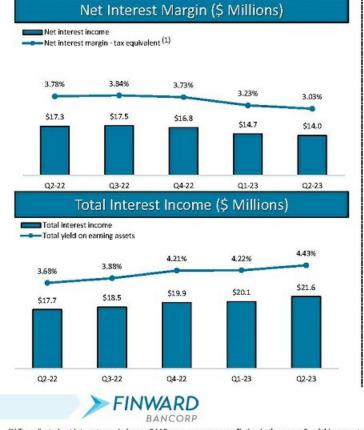
	Officer	Years of Industry Experience	Year Started at Finward Bancorp	Position with Company	
2	Benjamin J. Bochnowski	13	2010	Chairman & Chief Executive Officer	<ul> <li>Multi-generational leadership team with decades of combined</li> </ul>
<b>O</b>	Robert T. Lowry	38	1985	Executive VP & Chief Operating Officer	experience working together
<b>B</b>	Todd M. Scheub	30	1996	Executive VP, Chief Revenue Officer & Peoples Bank President	<ul> <li>Seasoned banking team with deep ties to core operating markets</li> </ul>
R	Peymon S. Torabi	20	2003	Executive VP & Chief Financial Officer	<ul> <li>Culture of ownership, with</li> </ul>
Ø	David Kwait	12	2011	Senior VP & Chief Risk Officer	incentives and stock guidelines to align performance and risk
	Jill Washington	22	2021	Senior VP & Chief People Officer	management







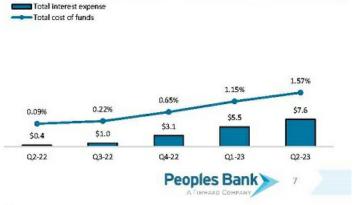
### Net Interest Margin



#### Margin Outlook

- The tax-adjusted net interest margin (a non-GAAP measure) for the six months ended June 30, 2023, was 3.13%, compared to 3.63% for the six months ended June 30, 2022
- The decreased net interest margin is primarily the result of the increase in short-term interest rates relative to long-term interest rates
- While further federal funds rate increases may continue to constrain the margin in the near-term, the bank is actively evaluating various alternatives to limit further pressure while maintaining the benefits of securities portfolio valuation upside from potential rate cuts

Total Cost of Funds (\$ Millions)

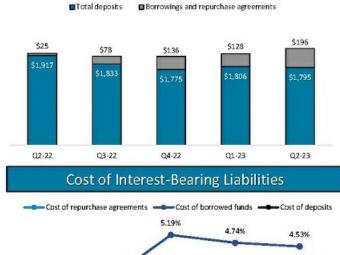


(1) Tax adjusted net interest margin (a non-GAAP measure, see reconciliation in the appendix of this presentation)

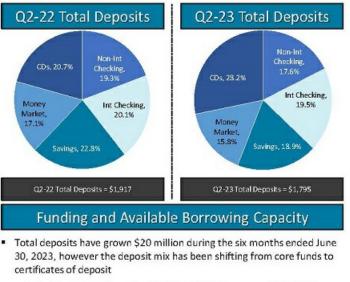
8

### Funding









- As of June 30, 2023, core deposits totaled \$1.3 billion, compared to \$1.4 billion on December 31, 2022, a decrease of \$121.5 million
- On June 30, 2023, balances for certificates of deposit totaled \$504.7 million, compared to \$363.1 million on December 31, 2022, an increase of \$141.6 million
- The Bancorp has available liquidity of \$693 million including borrowings capacity from the FHLB and Federal Reserve facilities
- As of June 30, 2023, 71% of deposits are fully FDIC insured, and another 9% are further backed by the Indiana Public Deposit Insurance Fund

UST, 0.0% \_\_\_\_ US Agency, 2.1%

MBS, 26.5%

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CMO, 8.1%

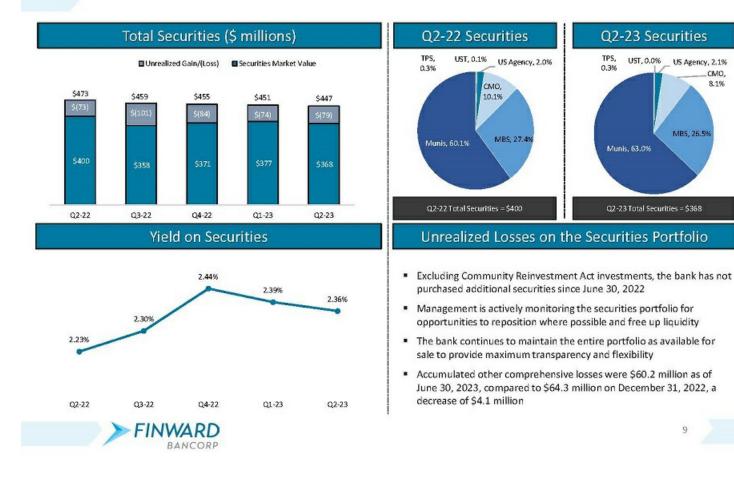
Q2-23 Securities

Q2-23 Total Securities = \$368

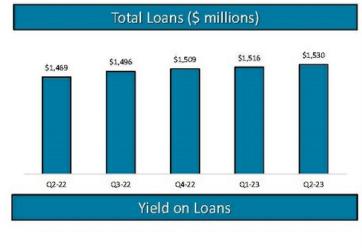
TP5, 0.3%

Munis, 63.0%

### **Securities**



### **Total Loans**







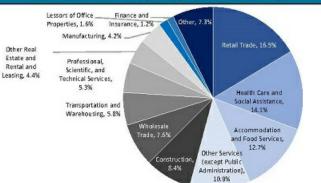
### **Commercial Loans**

#### Strong Commercial Loan Portfolio

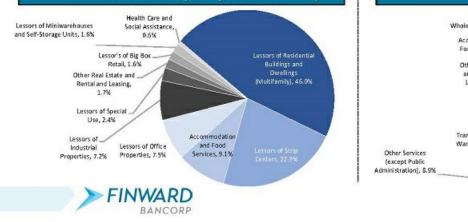
- Well diversified commercial loan portfolio
- Less than 1% of multifamily is non-performing
- Non-performing multifamily loans as a percentage of total multifamily loans is 0.60% as of June 30, 2023, compared to 2.81% as of December 31, 2022

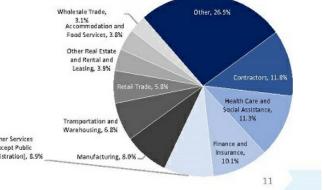
CRE Non-Owner Occupied (\$526.5 Million)

#### CRE Owner Occupied (\$215.9 Million)



#### Commercial & Industrial (\$95.8 Million)

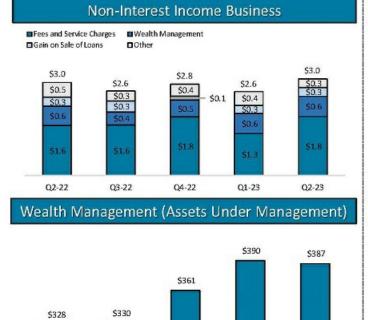




## Asset Quality

CECL Impact	<ul> <li>million, increasing th \$3.1 million, and also asset of \$2.2 million</li> <li>The majority of the i the addition of using</li> <li>In addition, \$1.0 million</li> </ul>	the Bancorp adopted AS ne allowance for credit lo o resulting in retained ea implementation entry is g economic forecasts in e llion of non-accretable co se credit deteriorated we	oss (ACL) by \$5.2 mill arnings decreasing \$6 related to including a estimating future loss redit loan discounts o	ion and unfunded co 5.1 million and gener acquired loan portfol es on purchase credit in	emmitment liability of rating a deferred tax lios in the model and
Non-Performing Assets and ACL Coverage NPL / Tota	<ul> <li>2022, a decrease of</li> <li>The Bank's ratio of n December 31, 2022</li> <li>As of June 30, 2023, performing as expect</li> </ul>	on-performing loans total \$6.1 million or 32.9% ton-performing loans to t due to sales or refinanci the Bank owns nine out tted ACL / N	total loans was 0.80% ng of collateral of market participat	6 at June 30, 2023, c ion loans totaling \$2	ompared to 1.21% at
0.68% 0.73% 1.21 Q2-22 Q3-22 Q4-2 FI	0,80%	133.78% 122.64% 70.18% Q2-22 Q3-22 Q4-22	158.26% 96.15%	0.91% 0.89% Q2-22 Q3-22	0.35% 1.29% 1.27% Q4-22 Q1-23 Q2-23 12

### **Diversified Sources of Fee Income**



Q4-22

Q1-23

02-23

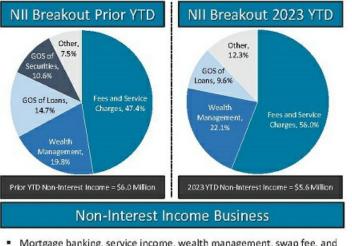
Q3-22

FINWARD

BANCORP

Q2-22

Note: All dollar (\$) figures in millions



- Mortgage banking, service income, wealth management, swap fee, and other noninterest income streams have grown organically
- During the six months ended June 30, 2023, the Bank grew fees and service charges by \$279 thousand, or 9.7%, compared to the six months ended June 30, 2023
- During the six months ended June 30, 2023, the Bank developed two new wealth management relationships leading to a \$34 million increase in assets under management
- Lack of existing housing inventory and increase in mortgage rates have slowed the sale of fixed rate mortgage loans into the secondary market

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### **Focused Expense Management**





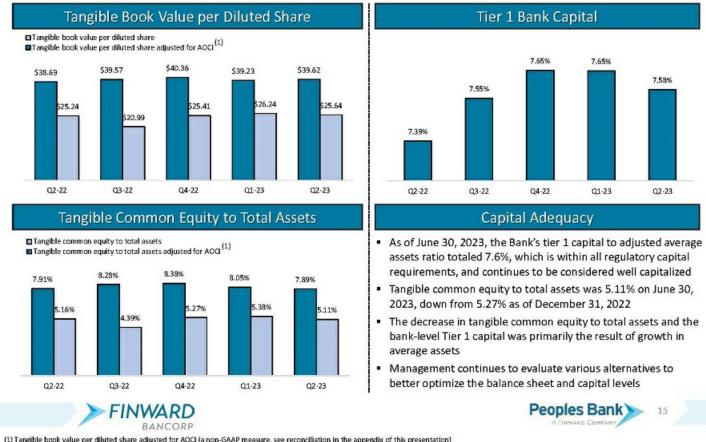
#### Non-Interest Expense Ratio Total noninterest expense NIE / avg assets 3.07% 2.91% 2.90% 2.75% 2.66% \$15.6 \$15.2 \$15.0 \$14.2 \$14.0 Q2-22 Q3-22 Q4-22 Q1-23 Q2-23

#### Focused Expense Management

- During the six months ended June 30, 2023, the Bank sold two branches held for sale, resulting in a gain of \$276 thousand
- Each branch closure and sale is expected to result in approximately \$250 thousand in operational expense reduction, excluding personnel expenses
- All cost reduction goals associated with the acquisition of Royal have been achieved and fully integrated
- Management continues to look for efficiency in personnel and has netted a reduction of 21 full time equivalents, or 7%, through the six months ended June 30, 2023

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### **Capital Levels**



(1) Tangible book value per diluted share adjusted for AOCI (a non-GAAP measure, see reconciliation in the appendix of this presentation)

# THANK YOU





### **Non-GAAP** Reconciliation

Table 1 - Reconciliation of the Non-GAAP Performance Measure

Dollars in thousands)	Three Months Ended,								Six Months Ended					
unoud/ted)	Jun	e 30, 2023	March 31, 2023		December 31, 2022		September 30, 2022		June 30, 2022		June 30, 2023		June 30, 2022	
Calculation of tangible common equity														
'otal stockholder's equity	\$	136,750	\$	139,736	\$	136,393	\$	118,023	\$	136,654	\$	136,750	\$	136,63
Soodwill		(22,395)		(22,395)		(22,395)		(22,615)		(22,615)		(22,395)		(22,61)
Other intangibles	0.000	(4,015)	00000	(4,402)	1000	(4,794)	-	(5,188)	0.000	(5,588)		(4,015)	0.12	(5,58)
angible common equity	5	110,340	5	112,939	\$	109,204	\$	90,220	\$	108,451	Ş	110,340	\$	108,45
Calculation of tangible common equity adjusted for accumulated other comprehensive lo	oss (inco	me}												
Tangible common equity	5	110,340	5	112,939	5	109,204	\$	90,220	\$	108,451	\$	110,340	\$	108,45
ccumulated other comprehensive loss (income)	<u></u>	60,185	_	55,895		64,300		79,839		57,781		60,185		57,78
angible common equity adjusted for accumulated other comprehensive loss (income)	5	170,525	5	168,834	5	173,504	5	170,059	5	166,232	5	170,525	5	166,23
alculation of tangible book value per share														
angible common equity	\$	110,340	\$	112,939	\$	109,204	\$	90,220	\$	108,451	\$	110,340	\$	108,45
ihares outstanding	1	4,303,766	1	4,304,026	-	4,298,401	1.12.5	4,297,900		4,296,949		4,303,766	-	4,296,94
angible book value per diluted share	ş	25.64	\$	26.24	\$	25.41	\$	20.99	\$	25.24	ş	25.64	\$	25.2
Calculation of tangible book value per diluted share adjusted for accumulated other com income)	prehens	ive loss												
angible common equity adjusted for accumulated other comprehensive loss (income)	5	170,525	5	168,834	5	173,504	5	170,059	5	166,232	5	170,525	5	166,23
Nuted average common shares outstanding	100	4,303,766	5	4,304,026		4,298,401		4,297,900		4,296,949		4,303,766		4,296,94
angible book value per diluted share adjusted for accumulated other comprehensive loss														
income)	\$	39.62	\$	39.23	5	40.36	5	39.57	5	38.69	\$	39.62	5	38.6
alculation of tangible common equity to total assets														
angible common equity	\$	110,340	5	112,939	\$	109,204	\$	90,220	\$	108,451	\$	110,340	\$	108,43
otal assets		2,161,218		2,098,592		2,070,339		2,052,986		2,101,485		2,134,808		2,101,41
angible common equity to total assets		5.11%	_	5.38%	-	5.27%		4.39%	-	5.16%	1	5.17%		5.16
alculation of tangible common equity to total assets	1.00	2000000	100	as the result of		1000		CONTRACTOR OF	1.20		1.1	20.2	120	10000
angible common equity adjusted for accumulated other comprehensive loss (income)	5	170,525	5	168,834	5	173,504	\$	170,059	\$	166,232	\$	170,525	\$	166,23
otal assets		2,161,218		2,098,592		2,070,339		2,052,986		2,101,485		2,161,218		2,101,41
angible common equity to total assets adjusted for accumulated other comprehensive	99	and the second	1000	all all	1000		27		2. C	and a second	100	and a second	550	
ass (income)		7.89%	_	8.05%	_	8.38%	_	8.28%	_	7.91%		7.89%		7.91
alculation of tax adjusted net interest margin														
let interest income	\$	14,039	\$	14,668	\$	16,809	\$	17,507	\$	17,298	\$	28,707	\$	32,8
ax adjusted interest on securities and loans		748		756		791		817		930		1,504		1,8
djusted net interest income		14,787		15,424	- <u> </u>	17,600		18,324	<u> </u>	18,228	<u></u>	30,211		34,73
otal average earning assets	<u>16</u>	1,950,774	1	1,908,647	1	1,886,596		1,910,722	1	1,927,664	-	1,929,826		1,874,8
ax adjusted net interest margin	_	3.03%	_	3.23%	_	3.73%	_	3.84%	_	3.78%	_	3.13%	_	3.70
fficiency ratio														
otal non-interest expense	\$	13,995	\$	14,227	\$	15,645	\$	15,010	\$	15,176	\$	28,222	\$	31,44
otal revenue	<u></u>	17,045	-	17,276	-	19,648		20,137		20,194		34,321		38,8
fficiency ratio		82.11%	_	82.35%	_	79.63%	_	74.54%	_	75.15%	_	82.23%	_	80.89
FINWARD													18	