

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2025

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 000-20827



CASS INFORMATION SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Missouri

43-1265338

(State or other jurisdiction of incorporation or organization)

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

12444 Powerscourt Drive, Suite 550, St. Louis, Missouri 63131

(314) 506-5500

(Address of principal executive offices) (Zip Code)

(Telephone Number, incl. area code)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.50 per share	CASS	The Nasdaq Global Select Market

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

Title of each Class
None

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

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The aggregate market value of the common stock held by non-affiliates of the Registrant was approximately \$555.5 million based on the closing price of the common stock of \$43.45 on June 30, 2025, as reported by The Nasdaq Global Select Market. As of February 27, 2026, the Registrant had 12,901,080 shares outstanding of common stock.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required for Part III of this report is incorporated by reference to the Registrant's Proxy Statement for the 2026 Annual Meeting of Shareholders.

Auditor Name: KPMG LLP Auditor Location: St. Louis, MO Auditor Firm ID: 185

CASS INFORMATION SYSTEMS, INC.
FORM 10-K ANNUAL REPORT
TABLE OF CONTENTS

PART I.		
Item 1.	BUSINESS	1
Item 1A.	RISK FACTORS	10
Item 1B.	UNRESOLVED STAFF COMMENTS	18
Item 1C.	CYBERSECURITY	18
Item 2.	PROPERTIES	20
Item 3.	LEGAL PROCEEDINGS	20
Item 4.	MINE SAFETY DISCLOSURES	20
PART II.		
Item 5.	MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES	21
Item 6.	RESERVED	22
Item 7.	MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	22
Item 7A.	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	40
Item 8.	FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA	42
Item 9.	CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	85
Item 9A.	CONTROLS AND PROCEDURES	85
Item 9B.	OTHER INFORMATION	87
Item 9C.	DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS	87
PART III.		
Item 10.	DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE	88
Item 11.	EXECUTIVE COMPENSATION	88
Item 12.	SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	88
Item 13.	CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE	89
Item 14.	PRINCIPAL ACCOUNTANT FEES AND SERVICES	89
PART IV.		
Item 15.	EXHIBITS AND FINANCIAL STATEMENT SCHEDULES	90
Item 16.	FORM 10-K SUMMARY	90
	SIGNATURES	91

Forward-looking Statements - Factors That May Affect Future Results

This report may contain or incorporate by reference forward-looking statements made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Although we believe that, in making any such statements, our expectations are based on reasonable assumptions, forward-looking statements are not guarantees of future performance and involve risks, uncertainties, and other factors beyond our control, which may cause future performance to be materially different from expected performance summarized in the forward-looking statements. These risks, uncertainties and other factors are discussed in the section Part I, Item 1A, “Risk Factors.” We undertake no obligation to publicly update or revise any forward-looking statements to reflect changed assumptions, the occurrence of anticipated or unanticipated events, or changes to future results over time.

PART I.

ITEM 1. BUSINESS

Description of Business

Cass Information Systems, Inc. (“Cass” or the “Company”) provides payment and information processing services to large manufacturing, distribution and retail enterprises across the United States. The Company’s services include freight invoice rating, payment processing, auditing, and the generation of accounting and transportation information. Cass also processes and pays facility-related invoices, which include electricity and gas as well as waste and telecommunications expenses. Cass solutions include integrated payments, a B2B payment platform for clients that require an agile fintech partner. Additionally, the Company offers a church management software solution and an on-line platform to provide generosity services for faith-based and non-profit organizations. The Company’s bank subsidiary, Cass Commercial Bank (the “Bank”), supports the Company’s payment operations. The Bank also provides banking services to its target markets, which include privately held businesses in the St. Louis metropolitan area and restaurant franchises and faith-based ministries within the United States.

On April 7, 2025, the Company signed an Asset Purchase Agreement providing for the sale of its telecom expense management and managed mobility solutions business unit (“TEM Business Unit”) to Asignet USA Inc (“Asignet”) for a purchase price of \$18.0 million. The sale closed on June 30, 2025. The Company also signed a Transition Services Agreement with Asignet to provide certain information technology, data ingestion, and payment processing services for a period of time not to exceed 18 months after closing.

Company Strategy and Core Competencies

Cass is an information services company with a primary focus on processing payables and payables-related transactions for large corporations located in the United States. Cass possesses four core competencies that encompass most of its processing services.

Data acquisition – This refers to the gathering of data elements from diverse, heterogeneous sources and the building of complete databases for our customers. Data is the raw material of the information economy. Cass gathers vital data from complex and diverse input documents, electronic media, proprietary databases and data feeds, including data acquired from vendor invoices as well as customer procurement and sales systems. Through its numerous methods of obtaining streams and pieces of raw data, including those supported by artificial intelligence (“AI”), Cass is able to assemble vital data into centralized data management systems and warehouses, thus producing an engine to create the power of information for managing critical corporate functions and processing systems.

Data management – Once data is assembled, Cass is able to utilize the power from derived information to produce significant savings and benefits for its clients. This information is integrated into customers’ unique financial and accounting systems, eliminating the need for internal accounting processing and providing internal and external support for these critical systems. Information is also used to produce management and exception reporting for operational control, feedback, planning assistance and performance measurement.

Business Intelligence – Receiving information in the right place at the right time and in the required format is paramount for business survival. Cass’ information delivery solutions provide reports, digital images, data files and retrieval capabilities through the internet or directly into customer internal systems. Cass’ proprietary internet management delivery system is the foundation for driving these critical functions. Transaction, operational, control, status and processing exception information are all delivered through this system creating an efficient, accessible and highly reliable asset for Cass customers.

Financial exchange – Since Cass is unique among its competition in that it owns a commercial bank, it is also able to manage the movement of funds from its customers to their suppliers. This is a distinguishing factor, which clearly requires the processing capability, operating systems and financial integrity of a banking organization. Cass provides immediate, accurate, controlled and protected funds management and transfer system capabilities for all of its customers. Old and costly check processing and delivery mechanisms are replaced with more efficient electronic cash management and funds transfer systems.

[Table of Contents](#)

Cass' core competencies allow it to perform the highest volumes of transaction processing in an integrated, efficient and systematic approach. Not only is Cass able to process the transaction, it is also able to collect the data defining the transaction and effect the financial payment governing its terms.

These core competencies, enhanced through shared business processes, drive Cass' strategic business units. Building upon these foundations, Cass continues to explore new business opportunities that leverage these competencies and processes.

Marketing, Customers and Competition

The Company, through its Transportation Information Services business unit, is one of the largest firms in the transportation bill processing and payment industry in the United States based on the total dollars of transportation bills paid and items processed. Competition consists of a few primary competitors and numerous small transportation bill audit firms located throughout the United States. While offering transportation payment services, few of these audit firms compete on a national basis. These competitors compete mainly on price, functionality and service levels. The Company, through its Facilities Expense Management business unit, also competes with other companies located throughout the United States that pay utility bills and provide management reporting. Available data indicates that the Company is one of the largest providers of utility information processing and payment services. Cass is unique among these competitors in that it is not exclusively affiliated with any one energy service provider ("ESP"). Various ESPs market the Company's services, adding value with their unique auditing, consulting and technological capabilities. Many of Cass' services are customized for the ESPs, providing a full-featured solution without any development costs to the ESP. The Company's TouchPoint division offers a church management software solution and an on-line platform to provide generosity services for faith-based and non-profit organizations, which is a complementary service offering to the Bank's faith-based customers. Also, the Company, through its CassPay operation, competes with providers of corporate payment solutions.

The Bank is organized as a Missouri trust company with banking powers and was founded in 1906. The Company was originally classified as a bank holding corporation due to its ownership of a federally-insured commercial bank and was originally organized in 1982 as Cass Commercial Corporation under the laws of Missouri. Approval by the Board of Governors of the Federal Reserve System was received in February 1983. The Company changed its name to Cass Information Systems, Inc. in January 2001. In December 2011, the Federal Reserve Bank ("FRB") of St. Louis approved the election of Cass Information Systems, Inc. to become a financial holding company. As a financial holding company, Cass may engage in activities that are financial in nature or incidental to a financial activity. The Bank encounters competition from numerous banks and financial institutions located throughout the St. Louis, Missouri metropolitan area and other areas in which the Bank competes. The Bank's principal competitors, however, are large bank holding companies that are able to offer a wide range of banking and related services through extensive branch networks. The Bank targets its services to privately held businesses, restaurant franchises, and faith-based ministries located in St. Louis, Missouri and other selected cities located throughout the United States.

The Company holds several trademarks for the payment and rating services it provides. These include: FreightPay[®], Transdata[®], Ratemaker[®], Best Rate[®], Rate Exchange[®], CassPort[®], Cass Freight Index[®], Cass Truckload Linehaul Index[®], Cass Intermodal Price Index[®], ExpenseSmart[®], ExpenseSmart[®], TouchPoint[®], Gyve[®], Generosity Made Simple[®], WasteVision[™], AcuAudit[™] and Direct2Carrier Payments[™]. The Company holds patents for methods and systems of the following: managing employee-liable expenses, communicating expense management information, electronic auditing, and electronically generating and analyzing shipping parameters. The Company also holds patents for computer readable media for electronic auditing.

The Company and its subsidiaries have a varied client base and are not dependent on any one customer or group of customers for a significant portion of its business.

Employees and Human Capital Resources

The Company and its subsidiaries had 860 full-time and 156 part-time employees as of February 27, 2026, exclusive of discontinued operations. Of these employees, the Bank had 68 full-time and no part-time employees.

Cass has long been committed to comprehensive and competitive compensation and benefits programs to attract and retain talent in a competitive environment. Retention of skilled and highly trained employees is critical as the Company's future operating results depend substantially upon the continued service of executive officers and key personnel. Furthering the philosophy to attract and retain a pool of talented and motivated employees who will continue to advance the Company's purpose and contribute to overall success, compensation and benefits programs include: a noncontributory profit sharing

[Table of Contents](#)

program for exempt employees; a defined contribution 401(k) plan to provide retirement benefits to eligible employees; a performance-based equity compensation program for executive officers and key personnel; and incentive programs for sales personnel. Cass also provides comprehensive health, dental, and vision plans to most employees, as well as free employee assistance programs to all employees and members of their families.

The Company invests in its employees' futures by assisting with tuition reimbursement for continued education. Employees are also able to participate in educational seminars run by outside parties to maintain and expand professional knowledge.

In order to develop a workforce that aligns with the Company's corporate values, regularly sponsored campaigns and events occur, such as charitable workplace campaigns, food drives to assist local food banks, and toy drives to support charities during the holidays. The Company offers paid time off for charitable endeavors. Additionally, the Company supports a number of organizations with annual financial contributions.

The Company also continues its commitment to providing a workplace that is free of harassment and discrimination by taking proactive measures and providing all employees with non-discrimination and sexual harassment prevention training on an annual basis. Initiatives are supported and promoted to provide all employees a place where they feel welcomed, appreciated and valued.

Equal opportunities, anti-harassment, non-discrimination, the health and safety of employees and work-life balance are actively promoted as more fully described in the Company's Environmental, Social, and Governance ("ESG") report.

Supervision and Regulation

The Company and its bank subsidiary are extensively regulated under federal and state law. These laws and regulations are intended to primarily protect depositors, not shareholders. The Bank is subject to regulation and supervision by the Missouri Division of Finance, the FRB and the Federal Deposit Insurance Corporation (the "FDIC"). The Company is a financial holding company within the meaning of the Bank Holding Company Act of 1956, as amended (the "BHC Act"), and as such, it is subject to regulation, supervision and examination by the FRB. Significant elements of the laws and regulations applicable to the Company and the Bank are described below. The description is qualified in its entirety by reference to the full text of the statutes, regulations and policies that are described. Also, such statutes, regulations and policies are continually under review by Congress and state legislatures and federal and state regulatory agencies. A change in statutes, regulations or regulatory policies applicable to the Company and its subsidiaries could have a material effect on the business, financial condition and results of operations of the Company.

Bank Holding Company Activities – In general, the BHC Act limits the business of bank holding companies to banking, managing or controlling banks and other related activities. In addition, bank holding companies that qualify and elect to be financial holding companies, such as the Company, may engage in any activity, or acquire and retain the shares of a company engaged in any activity, that is either (i) financial in nature or incidental to such financial activity or (ii) complementary to a financial activity and does not pose a substantial risk to the safety and soundness of depository institutions or the financial system generally. Such permitted activities include securities underwriting and dealing, insurance underwriting and making merchant banking investments.

To maintain financial holding company status, a financial holding company and all of its depository institution subsidiaries must be "well capitalized" and "well managed." A depository institution subsidiary is considered to be "well capitalized" if it satisfies the requirements for this status discussed in the section "Prompt Corrective Action" below. A depository institution subsidiary is considered "well managed" if it received a composite rating and management rating of at least "satisfactory" in its most recent examination. A financial holding company's status will also depend upon it maintaining its status as "well capitalized" and "well managed" under applicable FRB regulations. If a financial holding company ceases to meet these capital and management requirements, the FRB may impose limitations or conditions on the conduct of its activities during the non-compliance period, and the company may not commence any of the broader financial activities permissible for financial holding companies or acquire a company engaged in such financial activities without prior approval of the FRB. If the company does not return to compliance within 180 days, the FRB may require divestiture of the holding company's depository institutions.

In order for a financial holding company to commence any new activity permitted by the BHC Act or to acquire a company engaged in any new activity permitted by the BHC Act, each insured depository institution subsidiary of the financial

[Table of Contents](#)

holding company must have received a rating of at least “satisfactory” in its most recent examination under the Community Reinvestment Act. See “Community Reinvestment Act” below.

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

The BHC Act, the Bank Merger Act, and other federal and state statutes regulate acquisitions of banks and banking companies. The BHC Act requires the prior approval of the FRB for the direct or indirect acquisition by the Company of more than 5% of the voting shares or substantially all of the assets of a bank or bank holding company. Under the Bank Merger Act, the prior approval of the FRB or other appropriate bank regulatory authority is required for the Bank to merge with another bank or purchase the assets or assume the deposits of another bank. In reviewing acquisition applications, the bank regulatory authorities will consider, among other things, the competitive effect and public benefits of the transactions, the capital position of the combined organization, the risks to the stability of the U.S. banking or financial system, the applicant’s performance record under the Community Reinvestment Act and its compliance with fair housing laws.

The Dodd-Frank Act – The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), enacted in July 2010, significantly restructured the financial regulatory environment in the United States, affecting all bank holding companies and banks, including the Company and the Bank, some of which are described in more detail below. The impact of the Dodd-Frank Act on the Company and the Bank has been substantial.

Enhanced Prudential Standards – The FRB is required to monitor emerging risks to financial stability and enact enhanced supervision and prudential standards applicable to large bank holding companies and certain non-bank covered companies designated as systemically important by the Financial Stability Oversight Council. The Dodd-Frank Act mandates that certain regulatory requirements applicable to these systemically important financial institutions be more stringent than those applicable to other financial institutions. In 2019, the FRB adopted new rules impacting certain capital and liquidity requirements and other enhanced prudential standards. The final rules assign all domestic bank holding companies with \$100 billion or more in total consolidated assets to one of four categories of tailored regulatory requirements. The Company and the Bank are generally not impacted by these rules. The enhanced prudential standards rules, as amended in 2019, require publicly traded bank holding companies with \$50 billion or more in total consolidated assets to establish risk committees. Prior to the amendment, the requirement to establish a risk committee was applicable to publicly traded companies with \$10 billion or more in consolidated assets.

Dividends and Stock Repurchases – Both the Company and the Bank are subject to various regulations that restrict their ability to pay dividends and the amount of dividends that they may pay. Under the Federal Deposit Insurance Corporation Improvement Act of 1991, a depository institution, such as the Bank, may not pay dividends if payment would cause it to become undercapitalized or if it is already undercapitalized. The payment of dividends by the Company and the Bank may also be affected or limited by other factors, such as the requirement to maintain adequate capital and, under certain circumstances, the ability of federal regulators to prohibit dividend payments as an unsound or unsafe practice.

From time to time, the Company’s Board of Directors has authorized stock repurchase plans. Bank holding companies must consult with the Federal Reserve before redeeming any equity or other capital instrument included in tier 1 or tier 2 capital prior to stated maturity, if such redemption could have a material effect on the level or composition of the organization’s capital base. In addition, a bank holding company is unable to repurchase shares equal to 10% or more of its net worth if it would not be well-capitalized (as defined by the Federal Reserve) after giving effect to such repurchase. Bank holding companies experiencing financial weaknesses, or that are at significant risk of developing financial weaknesses, must consult with the Federal Reserve before redeeming or repurchasing common stock or other regulatory capital instruments.

In August 2022, the Inflation Reduction Act of 2022 (the “Inflation Reduction Act”) was enacted. Among other things, the Inflation Reduction Act imposes a new 1% excise tax on the fair market value of stock repurchased after December 31, 2022 by publicly traded U.S. corporations. With certain exceptions, the value of stock repurchased is determined net of stock issued in the year, including shares issued pursuant to compensatory arrangements.

Capital Requirements – As a bank holding company, the Company and the Bank are subject to capital requirements pursuant to the FRB’s capital guidelines which include (i) risk-based capital guidelines, which are designed to make capital requirements more sensitive to various risk profiles and account for off-balance sheet exposure; (ii) guidelines that consider market risk, which is the risk of loss due to change in value of assets and liabilities due to changes in interest rates; and (iii)

guidelines that use a leverage ratio which places a constraint on the maximum degree of risk to which a financial holding company may leverage its equity capital base.

The Basel III Capital Rules require the Company and the Bank to maintain the following:

- a minimum ratio of common equity Tier 1 capital to risk-weighted assets of at least 4.5%, plus a 2.5% capital conservation buffer (resulting in a minimum common equity Tier 1 capital ratio of 7.0%);
- a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus a 2.5% capital conservation buffer (resulting in a minimum Tier 1 capital ratio of 8.5%);
- a minimum ratio of total capital (that is, Tier 1 plus Tier 2 capital) to risk-weighted assets of at least 8.0%, plus the 2.5% capital conservation buffer (resulting in a minimum total capital ratio of 10.5%); and
- a minimum leverage ratio of 4.0%, calculated as the ratio of Tier 1 capital to adjusted average consolidated assets.

The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of common equity Tier 1 capital to risk-weighted assets above the minimum but below the conservation buffer will face limitations on the payment of dividends, common stock repurchases and discretionary cash payments to executive officers based on the amount of the shortfall.

Common equity Tier 1 capital is generally defined as common stockholders' equity and retained earnings. Tier 1 capital is generally defined as common equity Tier 1 and Additional Tier 1 capital. Additional Tier 1 capital generally includes certain noncumulative perpetual preferred stock and related surplus and minority interests in equity accounts of consolidated subsidiaries. Total capital includes Tier 1 capital (common equity Tier 1 capital plus Additional Tier 1 capital) and Tier 2 capital. Tier 2 capital is comprised of capital instruments and related surplus meeting specified requirements. Also included in Tier 2 capital is the allowance for credit losses limited to a maximum of 1.25% of risk-weighted assets and, for non-advanced approaches institutions like Cass that have exercised a one-time opt-out election regarding the treatment of Accumulated Other Comprehensive Income ("AOCI"), up to 45% of net unrealized gains on available-for-sale equity investment securities with readily determinable fair market values.

The calculation of all types of regulatory capital is subject to deductions and adjustments specified in the regulations. For instance, the Basel III Capital Rules and the capital simplification rules enacted in 2019 provide for a number of deductions from and adjustments to common equity Tier 1 capital. These include, for example, the requirement that certain deferred tax assets and significant investments in non-consolidated financial entities be deducted from Tier 1 capital to the extent that any one such category exceeds 25% of common equity Tier 1 capital.

In determining the amount of risk-weighted assets for purposes of calculating risk-based capital ratios, all assets, including certain off-balance sheet assets, are multiplied by a risk weight factor assigned by the regulations based on the risks believed inherent in the type of asset. Higher levels of capital are required for asset categories believed to present greater risk. For example, a risk weight of 0% is assigned to cash and U.S. government securities, a risk weight of 50% is generally assigned to prudently underwritten first lien one to four-family residential mortgages, a risk weight of 100% is assigned to commercial and consumer loans, a risk weight of 150% is assigned to certain past due loans, and a risk weight of between 0% to 600% is assigned to permissible equity interests, depending on certain specified factors.

The FRB has authority to establish individual minimum capital requirements in appropriate cases upon a determination that an institution's capital level is or may become inadequate in light of the particular risks or circumstances. As of December 31, 2025, the Company and the Bank met all capital adequacy requirements under the Basel III Capital Rules.

Source of Strength Doctrine – FRB and other regulations require bank holding companies to act as a source of financial and managerial strength to their subsidiary banks. Under this requirement, the Company is expected to commit resources to support the Bank. Any capital loans by a bank holding company to any of its subsidiary banks are subordinate in right of payment to depositors and to certain other indebtedness of such subsidiary banks. In the event of a bank holding company's bankruptcy, any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank will be assumed by the bankruptcy trustee and entitled to priority of payment.

Deposit Insurance – Substantially all of the deposits of the Bank are insured up to applicable limits by the Deposit Insurance Fund ("DIF") of the FDIC, and the Bank is subject to deposit insurance assessments to maintain the DIF. Deposit insurance assessments are based on average consolidated total assets minus average tangible equity. Under the FDIC's risk-based assessment system, insured institutions with less than \$10 billion in assets, such as the Bank, are assigned to one of

[Table of Contents](#)

four risk categories based on supervisory evaluations, regulatory capital level, and certain other factors, with less risky institutions paying lower assessments. An institution's assessment rate depends upon the category to which it is assigned and certain other factors.

The FDIC established a plan on September 15, 2020 to restore the DIF reserve ratio to meet or exceed the statutory minimum of 1.35% within eight years. This plan did not include an increase in the deposit insurance assessment rate. Based on the FDIC's recent projections, however, the FDIC determined that the DIF reserve ratio is at risk of not reaching the statutory minimum by the statutory deadline of September 30, 2028 without increasing the deposit insurance assessment rates. In October 2022, the FDIC adopted a final rule to increase initial base deposit insurance assessment rate schedules uniformly by 2 basis points, beginning on January 1, 2023.

In November 2023, the FDIC issued a final rule to implement a special assessment to recover losses to the DIF incurred as a result of bank failures in early 2023 and the FDIC's use of the systemic risk exception to cover certain deposits that were otherwise uninsured. The special assessment was based on estimated uninsured deposits as of December 31, 2022 (excluding the first \$5.0 billion) and is being assessed at a quarterly rate of 3.36 basis points, over eight quarterly assessment periods, beginning in the first quarter of 2024. As a result of this final rule, the Company is not accruing expense related to this assessment based on the amount of uninsured deposits at December 31, 2022 of less than \$5.0 billion. Under the final rule, the estimated loss pursuant to the systemic risk determination will be periodically adjusted, and the FDIC has retained the ability to cease collection early, extend the special assessment collection period, and impose a final shortfall special assessment on a one-time basis.

In December 2025, based upon the first six quarterly collections of the special assessment and anticipated collections for the seventh quarterly special assessment, the FDIC issued an interim final rule to amend the collection of the special assessment to reduce the eighth quarterly assessment rate from 3.36 basis points to 2.97 basis points. Because the cumulative amount collected through the initial eight quarter special assessment period is projected to equal the FDIC's loss estimate, the additional two quarter extension of the assessment period was removed. The interim final rule also requires the FDIC to provide an offset to regular quarterly deposit insurance assessments for institutions subject to the special assessment if the aggregate amount collected exceeds estimated losses following the resolution of pending litigation, and again following the termination of any receiverships. As provided in the special assessment rule, if losses at the termination of any receiverships exceed the amount collected, the FDIC will implement a one-time final shortfall special assessment to ensure the full amount of actual losses is recovered as required by law. The extent to which any such future offsets or a future one-time shortfall special assessment will impact the Company's future deposit insurance expense is currently uncertain.

FDIC insurance expense totaled \$628,000, \$638,000 and \$603,000 for the years ended December 31, 2025, 2024 and 2023, respectively.

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

Prompt Corrective Action – The Basel III Capital Rules incorporate new requirements into the prompt correction action framework, described above. The Federal Deposit Insurance Act ("FDIA") requires that federal banking agencies take "prompt corrective action" against depository institutions that do not meet minimum capital requirements and includes the following five capital tiers: "well-capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized." A depository institution's capital tier will depend upon how its capital levels compare with various relevant capital measures and certain other factors, as established by regulation.

A depository institution is deemed to be (i) "well-capitalized" if the institution has a total risk-based capital ratio of 10% or greater, a Tier 1 risk-based capital ratio of 8% or greater, a leverage ratio of 5% or greater, a common equity Tier 1 ratio of 6.5% or greater and is not subject to any regulatory order agreement or written directive to meet and maintain a specific capital level for any capital measure; (ii) "adequately capitalized" if the institution has a total risk-based capital ratio of 8% or greater, a Tier 1 risk-based capital ratio of 6% or greater, a leverage ratio of 4% or greater, a common equity Tier 1 ratio of 4.5% or greater and does not meet the definition of "well capitalized"; (iii) "undercapitalized" if the institution has a total risk-based capital ratio that is less than 8%, a Tier 1 risk-based capital ratio of less than 6%, a leverage ratio of less than 4% or a common equity Tier 1 ratio of less than 4.5%; (iv) "significantly undercapitalized" if the institution has a total risk-based capital ratio of less than 6%, a Tier 1 risk-based capital ratio of less than 4%, a leverage ratio of less than 3% or a common equity Tier 1 ratio of less than 3%; and (v) "critically undercapitalized" if the institution has a ratio of tangible

equity (as defined in the regulations) to total assets that is equal to or less than 2%. An institution may be deemed to be in a capital category that is lower than indicated by its capital ratios if it is determined to be in an unsafe or unsound condition or if it receives an unsatisfactory examination rating with respect to certain matters. A bank's capital category is determined solely for the purpose of applying prompt corrective action regulations, and the capital category may not constitute an accurate representation of the bank's overall financial condition or prospects for other purposes.

Subject to a narrow exception, a receiver or conservator is required to be appointed for an institution that is "critically undercapitalized" within specified time frames. The regulations also provide that a capital restoration plan must be filed with the FRB within 45 days of the date an institution is deemed to have received notice that it is "undercapitalized," "significantly undercapitalized" or "critically undercapitalized." Compliance with the plan must be guaranteed by any parent holding company up to the lesser of 5% of the institution's total assets when it was deemed to be undercapitalized or the amount necessary to achieve compliance with applicable capital requirements. In addition, numerous mandatory supervisory actions become immediately applicable to an undercapitalized institution including, but not limited to, increased monitoring by regulators and restrictions on growth, capital distributions and expansion. The FRB could also take any one of a number of discretionary supervisory actions, including the issuance of a capital directive and the replacement of senior executive officers and directors. Significantly and critically undercapitalized institutions are subject to additional mandatory and discretionary measures.

As of December 31, 2025, the most recent notification from the regulatory agencies categorized the Company and the Bank as well-capitalized. For further information regarding the capital ratios and leverage ratio of the Company and the Bank, see Item 8, Note 3 of this report.

Safety and Soundness Regulations – In accordance with the FDIA, the federal banking agencies adopted guidelines establishing general standards relating to internal controls, information systems, internal audit systems, loan documentation, credit underwriting, interest rate risk exposure, asset growth, asset quality, earnings, compensation, fees and benefits. In general, the guidelines require that institutions maintain appropriate systems and practices to identify and manage the risks and exposures specified in the guidelines. The guidelines prohibit excessive compensation as an unsafe and unsound practice and describe compensation as excessive when the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director or principal shareholder. In addition, regulations adopted by the federal banking agencies authorize the agencies to require that an institution that has been given notice that it is not satisfying any of such safety and soundness standards to submit a compliance plan. If the institution fails to submit an acceptable compliance plan or fails in any material respect to implement an accepted compliance plan, the agency must issue an order directing corrective actions and may issue an order directing other actions of the types to which an undercapitalized institution is subject under the "prompt corrective action" provisions of FDIA. If the institution fails to comply with such an order, the agency may seek to enforce such order in judicial proceedings and to impose civil money penalties.

Loans-to-One-Borrower – The Bank generally may not make loans or extend credit to a single or related group of borrowers in excess of 15% of unimpaired capital and surplus. An additional amount may be loaned, up to 10% of unimpaired capital and surplus, if the loan is secured by readily marketable collateral, which generally does not include real estate. As of December 31, 2025, the Bank was in compliance with the loans-to-one-borrower limitations.

Depositor Preference – The FDIA provides that, in the event of the "liquidation or other resolution" of an insured depository institution, the claims of depositors of the institution, including the claims of the FDIC as subrogee of insured depositors, and certain claims for administrative expenses of the FDIC as a receiver, will have priority over other general unsecured claims against the institution. If an insured depository institution fails, insured and uninsured depositors, along with the FDIC, will have priority in payment ahead of unsecured, non-deposit creditors, including depositors whose deposits are payable only outside of the United States and the parent bank holding company, with respect to any extensions of credit they have made to such insured depository institution.

Community Reinvestment Act – The Community Reinvestment Act of 1977 ("CRA") requires depository institutions to assist in meeting the credit needs of their market areas consistent with safe and sound banking practice. Under the CRA, each depository institution is required to help meet the credit needs of its market areas by, among other things, providing credit to low- and moderate-income individuals and communities. Depository institutions are periodically examined for compliance with the CRA and are assigned ratings that must be publicly disclosed. In order for a financial holding company to commence any new activity permitted by the BHC Act, or to acquire any company engaged in any new activity permitted by the BHC Act, each insured depository institution subsidiary of the financial holding company must

have received a rating of at least “satisfactory” in its most recent examination under the CRA. The Bank received a rating of “satisfactory” in its most recent CRA exam.

In October 2023, the Office of the Comptroller of the Currency ("OCC"), together with the Federal Reserve and FDIC, issued a joint final rule to modernize the CRA regulatory framework. The final rule is intended, among other things, to adapt to changes in the banking industry, including the expanded role of mobile and online banking, and to tailor performance standards to account for differences in bank size and business models. The final rule introduces new tests under which the performance of banks with over \$2 billion in assets will be assessed. The new rule also includes data collection and reporting requirements, some of which are applicable only to banks larger than the Bank and updates the definitions of community development and process by which banks can seek approval of qualifying projects. Most provisions of the final rule became effective on January 1, 2026, and the data reporting requirements will become effective on January 1, 2027.

Financial Privacy – Banks and other financial institutions are subject to regulations that limit their ability to disclose non-public information about consumers to nonaffiliated third parties. These limitations require disclosure of privacy policies to consumers and affect how consumer information is transmitted through diversified financial companies and conveyed to outside vendors.

The Bank is also subject to regulatory guidelines establishing standards for safeguarding customer information and maintaining information security programs. The standards set forth in the guidelines are intended to ensure the security and confidentiality of customer records and information, protect against any anticipated threats or hazards to the security or integrity of such records and protect against unauthorized access to or use of such records or information that could result in substantial harm or inconvenience to any customer.

Transactions with Affiliates – Transactions between the Bank and its affiliates are subject to regulations that limit the types and amounts of covered transactions engaged in by the Bank and generally require those transactions to be on an arm’s-length basis. The term “affiliate” is defined to mean any company that controls or is under common control with the Bank and includes the Company and its non-bank subsidiaries. “Covered transactions” include a loan or extension of credit, as well as a purchase of securities issued by an affiliate, certain purchases of assets from the affiliate, certain derivative transactions that create a credit exposure to an affiliate, the acceptance of securities issued by the affiliate as collateral for a loan, and the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate. In general, these regulations require that any such transaction by the Bank (or its subsidiaries) with an affiliate must be secured by designated amounts of specified collateral and must be limited to certain thresholds on an individual and aggregate basis.

Federal law also limits the Bank’s authority to extend credit to its directors, executive officers and 10% shareholders, as well as to entities controlled by such persons. Among other things, extensions of credit to insiders are required to be made on terms that are substantially the same as, and follow credit underwriting procedures that are not less stringent than those prevailing for comparable transactions with unaffiliated persons. Also, the terms of such extensions of credit may not involve more than the normal risk of repayment or present other unfavorable features and may not exceed certain limitations on the amount of credit extended to such persons, individually and in the aggregate, which limits are based, in part, on the amount of the Bank’s capital.

Cybersecurity – Federal regulators regularly issue new and updated guidance and standards regarding cybersecurity intended to enhance cyber risk management among financial institutions and public companies generally. Financial institutions are expected to comply with such guidance and standards and develop appropriate risk management processes and security controls. If the Company fails to observe the regulatory guidance, it could be subject to various regulatory sanctions, including financial penalties.

In November 2021, the federal banking agencies adopted a final rule requiring banking organizations to notify their primary banking regulator within 36 hours of determining that a “computer-security incident” has materially disrupted or degraded, or is reasonably likely to materially disrupt or degrade, the banking organization’s ability to carry out banking operations or deliver banking products and services to a material portion of its customer base, its businesses and operations that would result in material loss, or its operations that would impact the stability of the United States. Banking organizations are also required to notify each affected customer as soon as possible in the event of an incident that results in actual or potential harm to the integrity or availability of information and systems or that violates or threatens to violate the organization’s security for four or more hours.

Risks and exposures related to cybersecurity attacks, including litigation and enforcement risks, are expected to remain high for the foreseeable future due to the rapidly evolving nature and sophistication of these threats, as well as due to the expanding use of internet banking, mobile banking and other technology-based products and services by the Company and its customers. See Item 1A, “Risk Factors” for a further discussion of risks related to cybersecurity.

Anti-Money Laundering - The Bank Secrecy Act, as amended by the Patriot Act and Anti-Money Laundering Act of 2020, contains anti-money laundering and financial transparency provisions intended to detect and prevent the use of the U.S. financial system for money laundering and terrorist financing activities. The Bank Secrecy Act requires financial institutions such as depository institutions to undertake activities, including maintaining an AML program, verifying the identity of customers, verifying the identity of certain beneficial owners for legal entity customers, monitoring for and reporting suspicious transactions, reporting on cash transactions exceeding specified thresholds, and responding to requests for information by regulatory authorities and law enforcement agencies. The Company is subject to the Bank Secrecy Act and, therefore, is required to implement compliance policies, procedures, and internal controls, provide its employees with AML training, designate an AML compliance officer, and undergo periodic independent auditing and testing to assess the effectiveness of its AML program, among other requirements. The Company has implemented an AML compliance program, including policies, procedures, and internal controls that are designed to comply with these AML requirements. Bank regulators continue to focus their examinations on AML compliance, and the Company will continue to monitor and augment, where necessary, its AML compliance programs. The federal banking agencies are required, when reviewing bank and BHC acquisition or merger applications, to take into account the effectiveness of the AML activities of the applicant.

The Anti-Money Laundering Act of 2020, enacted as part of the National Defense Authorization Act, requires the U.S. Treasury to issue National Anti-Money Laundering and Countering the Financing of Terrorism Priorities, and conduct studies and issue regulations that may, over the next few years, significantly alter some of the due diligence, recordkeeping, and reporting requirements that the Bank Secrecy Act imposes on banks. The Anti-Money Laundering Act of 2020 also contains provisions that promote increased information-sharing and use of technology and increases penalties for violations of the Bank Secrecy Act and includes whistleblower incentives, both of which could increase the prospect of regulatory enforcement.

Other Regulations – The operations of the Company and the Bank are also subject to:

- Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;
- Fair Credit Reporting Act, governing the provision of consumer information to credit reporting agencies and the use of consumer information;
- Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies;
- Electronic Funds Transfer Act, governing automatic deposits to and withdrawals from deposit accounts and customers’ rights and liabilities arising from the use of automated teller machines and other electronic banking services.
- Fair Housing Act, Home Mortgage Disclosure Act, and Real Estate Settlement Procedures Act, prohibiting discrimination against borrowers seeking housing and mortgages; requiring transparency and public reporting on mortgage and lending activities; and requiring that borrowers for mortgage loans for one- to four-family residential real estate receive various disclosures, including good faith estimates of settlement costs, lender servicing and escrow account practices, and prohibiting certain practices that increase the cost of settlement services;
- Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;
- Check Clearing for the 21st Century Act (also known as “Check 21”), which gives “substitute checks,” such as digital check images and copies made from that image, the same legal standing as the original paper check.

Certain of these laws are consumer protection laws that extensively govern the Company’s relationship with its customers. Violations of applicable consumer protection laws can result in significant potential liability from litigation brought by customers, including actual damages, restitution and attorneys’ fees. Federal bank regulators, state attorneys general and state and local consumer protection agencies may also seek to enforce consumer protection requirements and obtain these and other remedies, including regulatory sanctions, customer rescission rights, action by the state and local attorneys general in each jurisdiction in which the Company operates and civil money penalties. Failure to comply with consumer protection requirements may also result in the Company’s inability to pursue merger or acquisition transactions.

Website Availability of SEC Reports

Cass files annual, quarterly and current reports with the Securities and Exchange Commission (the “SEC”). Cass will, as soon as reasonably practicable after they are electronically filed with or furnished to the SEC, make available free of charge on its website each of its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, all amendments to those reports, and its definitive proxy statements. The address of Cass’ website is: www.cassinfo.com.

The reference to the Company’s website address does not constitute incorporation by reference of the information contained on the website and should not be considered part of this report.

Statistical Disclosure by Bank Holding Companies

For the statistical disclosure by bank holding companies, refer to Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

ITEM 1A. RISK FACTORS

This section highlights specific risks that could affect the Company’s business. Although this section attempts to highlight key factors, please be aware that other risks may prove to be important in the future. New risks may emerge at any time, and Cass cannot predict such risks or estimate the extent to which they may affect the Company’s financial performance. This section describes the Company’s beliefs regarding the factors that could materially and adversely affect the Company and its business, financial condition and results of operations in the future. All references to past events are intended to be examples only rather than a complete listing or a representation regarding whether such events have occurred in the past or whether they are likely to occur in the future.

In addition to the factors discussed elsewhere or incorporated by reference in this report, the identified risks that could cause actual results to differ materially include the following:

Economic and Market Conditions Risk

Risks from fluctuating conditions in the financial markets and economic and political conditions generally affect the Company

The Company's success depends, to a certain extent, upon local, national and global economic and political conditions, as well as governmental monetary policies. A favorable business environment is generally characterized by, among other factors, economic growth, efficient capital markets, low inflation, low unemployment, high business and investor confidence, and strong business earnings. Unfavorable or uncertain economic and market conditions can be caused by a decline in economic growth both in the U.S. and internationally; declines in business activity or investor or business confidence; limitations on the availability of or increases in the cost of credit and capital; increases in inflation or interest rates; high unemployment; oil price volatility; natural disasters; trade policies and tariffs; or a combination of these or other factors. In addition, financial markets and global supply chains may be adversely affected by the current or anticipated impact of global wars/military conflicts, terrorism or other geopolitical events. Current economic conditions are being heavily impacted by recent inflationary conditions and higher interest rates, the effects of which may impact the Company's profitability by negatively impacting its fixed costs and expenses. Economic and inflationary pressure on consumers and uncertainty regarding economic improvement could result in changes in consumer and business spending, borrowing and savings habits. Such conditions could have a material adverse effect on the credit quality of the Company's loans and its business, financial condition and results of operations.

Federal budget deficit concerns and the potential for political conflict over legislation to fund U.S. government operations and raise the U.S. government's debt limit may increase the possibility of a default by the U.S. government on its debt obligations, related credit-rating downgrades, or an economic recession in the United States. Many of the Company's investment securities are issued by the U.S. government and government agencies and sponsored entities. As a result of uncertain domestic political conditions, including potential future federal government shutdowns, the possibility of the federal government defaulting on its obligations for a period of time due to debt ceiling limitations or other unresolved political issues, investments in financial instruments issued or guaranteed by the federal government pose liquidity risks. Most recently, in connection with successive failures by the U.S. government to reverse the trend of large annual fiscal deficits and growing interest costs, Moody's lowered its long-term issuer credit rating on the U.S. from Aaa to Aa1. A further downgrade, or downgrades by other rating agencies, as well as sovereign debt issues facing the governments of

other countries, could have a material adverse impact on financial markets and economic conditions in the U.S. and worldwide.

Certain events beyond the Company's control, such as severe weather, natural disasters, terrorist activities or other hostilities, may adversely affect the general economy, financial and capital markets, specific industries, and the Company.

Severe weather, natural disasters, acts of terrorism or other hostilities, and other adverse external events beyond the Company's control, could have a significant impact on the Company's ability to conduct business. Such events could disrupt the Company's operations or those of its customers, affect the stability of the Company's deposit base, impair the ability of borrowers to repay outstanding loans, impair the value of collateral securing loans, cause significant property damage, result in loss of revenue and/or cause the Company to incur additional expenses. The occurrence of any such event in the future could have a material adverse effect on the Company's business, which, in turn, could have a material adverse effect on the Company's financial condition and results of operations.

Credit and Interest Rate Risks

Unfavorable developments concerning customer credit quality could affect Cass' financial results.

Although the Company regularly reviews credit exposure related to its customers and various industry sectors in which it has business relationships, default risk may arise from events or circumstances that are difficult to detect or foresee. Under such circumstances, the Company could experience an increase in the level of provision for credit losses, delinquencies, nonperforming assets, net charge-offs and allowance for credit losses.

The Company's allowance for credit losses ("ACL") is subject to continuing evaluation and may be insufficient.

The Company maintains an ACL, which is a reserve established through a provision for credit losses charged to expense. The ACL is a valuation account that is deducted from the amortized cost basis to present the net amount expected to be collected on loans. Management uses a systematic, documented approach in determining the appropriate level of ACL, which represents management's estimate of losses in loans and off-balance sheet exposures as of the balance sheet date. Management estimated the allowance balance using relevant available information relating to internal and external factors, past events, current conditions and reasonable and supportable forecasts based on economic sources, such as Gross Domestic Product ("GDP"). Historical credit loss experience, of both the Company and similar peer banks, provides the basis for the estimation of expected credit losses. Adjustments to historical loss information are made for asset quality trends, borrower's ability to pay, collateral, and other environmental factors. The ACL is measured on a collective pool basis when similar risk characteristics exist. The determination of the appropriate level of the allowance for credit losses inherently involves a high degree of subjectivity and requires management to make estimates based on risks and trends that are subject to material change. A deterioration in economic conditions, including any recession, affecting borrowers and securities issuers; inflation; rising interest rates; new information regarding existing loans, credit commitments and securities holdings; global pandemics; geopolitical and economic conditions; natural disasters and risks related to climate change; and identification of problem loans, ratings down-grades and other factors, both within and outside of the Company's control, may require an increase in the allowances for credit losses on loans, investment securities and off-balance sheet credit exposures.

The determination and application of the ACL accounting policy involves judgments, estimates, and uncertainties that are subject to change. Changes in these assumptions, estimates or the conditions surrounding them may have a material impact on the Company's financial condition, liquidity or results of operations. Various regulatory agencies, as an integral part of the examination process, periodically review the ACL. Such agencies may require the Company to recognize additions to the ACL or reserve increases to adversely graded classified loans based on information available to them at the time of their examinations.

The application of the model used to determine the ACL could result in volatility in earnings. Additionally, if charge-offs in future periods exceed the ACL, the Company will need additional provisions to increase the ACL. Any increases in the ACL will result in a decrease in net income and, possibly, capital, and may have a material adverse effect on the Company's business, financial condition and results of operations.

See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Provision and Allowance for Credit Losses on Loans and Allowance for Unfunded Commitments" and Item 8, "Financial Statements and Supplementary Data—Note 1" for additional information.

Fluctuations in interest rates could affect Cass' net interest income and balance sheet.

The operations of financial institutions such as the Company are dependent to a large degree on net interest income, which is the difference between interest income from loans and investments and interest expense on deposits and borrowings. Prevailing economic conditions, the fiscal and monetary policies of the federal government and the policies of various regulatory agencies all affect market rates of interest, which in turn significantly affect financial institutions' net interest income. Fluctuations in interest rates affect Cass' financial statements, as they do for all financial institutions. Volatility in interest rates can also result in disintermediation, which is the flow of funds away from financial institutions into direct investments, such as federal government and corporate securities and other investment vehicles, which, because of the absence of federal insurance premiums and reserve requirements, generally pay higher rates of return than financial institutions. Due in part to a higher market interest rate environment in recent years, the Company's net interest margin has increased to 3.83% in 2025 from 3.42% in 2024, 3.25% in 2023 and 2.74% in 2022, therefore increasing net interest income. Notwithstanding these recent increases, as discussed in greater detail in Item 7A, "Quantitative and Qualitative Disclosures about Market Risk," a decline in market interest rates would be expected to have a negative impact on the Company's net interest income.

In certain circumstances, Cass remits payment of invoices prior to receiving funds from its customers. As such, Cass could experience losses if such funds are not received from customers after payment is remitted.

Although the Company regularly reviews credit exposure related to its customers and various industry sectors in which it has business relationships, default risk may arise from events or circumstances that are difficult to detect or foresee. Under such circumstances, the Company could experience losses related to funds remitted for payment to freight carriers, utility companies and other such companies, prior to receiving funds from its customers.

The Company has lending concentrations, including, but not limited to, faith-based ministries located in selected cities, franchise restaurants, and privately-held businesses located in or near St. Louis, Missouri, that could suffer a significant decline which could adversely affect the Company.

Cass' customer base consists, in part, of lending concentrations in several segments and geographical areas. If any of these segments or areas is significantly affected by weak economic conditions, the Company could experience increased credit losses, and its business could be adversely affected.

Rising interest rates have decreased the value of the Company's available-for-sale investment securities portfolio, and the Company would realize losses if it were required to sell such investment securities to meet liquidity needs.

As a result of inflationary pressures and resulting higher interest rates, the fair value of previously issued government and other fixed income investment securities has declined significantly, resulting in unrealized losses. If the Company were required to sell such investment securities to meet liquidity needs, it may incur losses, which could impair the Company's capital, financial condition, and results of operations and require the Company to raise additional capital on unfavorable terms, thereby negatively impacting its profitability. While the Company has taken actions to maximize its funding sources, there is no guarantee that such actions will be successful or sufficient in the event of sudden liquidity needs.

Business Operations and Strategic Risk

Cass uses AI in connection with its business and operations, which exposes the Company to inherent risks that may expose it to material harm.

The Company uses AI in connection with its business and operations, including through the models it employs. AI is complex and rapidly evolving, and the introduction of AI, a relatively new and emerging technology in the early stages of commercial use, into the Company's business and operations may subject it to new or heightened legal, regulatory, ethical, operational, reputational, or other risks. The models underlying AI may be incorrectly or inadequately designed or implemented and trained on, or otherwise use, data or algorithms that are, and output that may be, incomplete, inadequate, misleading, biased, poor-quality or otherwise flawed, any of which may not be easily detectable. Further, inappropriate or controversial data practices by developers and end-users or other factors adversely affecting public opinion of AI could impair the acceptance of AI, including those incorporated in the Company's business and operations. If the AI that Cass uses is deficient, inaccurate or controversial, the Company could incur operational inefficiencies, competitive harm, legal and regulatory action, brand or reputational harm, or other adverse impacts on its business and financial results. Further, there can be no assurance that the Company's use of AI will be successful in enhancing its business or operations, be

successfully adopted and deployed by its colleague base, or otherwise result in its intended outcomes, and the Company's competitors may incorporate AI into their businesses or operations more quickly or more successfully than Cass.

AI and the use thereof is also subject to a variety of existing laws and regulations, including fair lending, consumer protection, intellectual property, cybersecurity, data privacy, and equal opportunity, and is expected to be subject to new laws and regulations or new applications of existing laws and regulations. AI is the subject of evolving review by various governmental and regulatory agencies, and changes in laws and regulations governing AI may adversely affect the Company's ability to use AI. Additionally, various federal, state and foreign governments and regulators have implemented, or are considering implementing, general legal and regulatory frameworks for the appropriate use of AI. It is possible that the Company will not be able to anticipate how to respond to these rapidly developing laws and regulations. Further, if the Company does not have sufficient rights to use the data or algorithms on which its AI solutions rely or the output generated thereby, it also may incur liability through the violation of applicable laws and regulations, such as fair lending laws and regulations, third-party intellectual property, privacy or other rights, or contracts to which the Company is a party. The Company may not be able to sufficiently mitigate or detect any of the foregoing risks or concerns given its and other market participants' lack of experience with using AI, the pace of technological change, and rapid adoption of AI by its business partners and competitors. Any actual or perceived failure to address risks or concerns relating to the use of AI, whether unfounded or not, could adversely affect the Company's business and operations.

The Company is exposed to risks associated with the handling of customer funds.

The Company makes payments of approximately \$94 billion on an annual basis on behalf of its customers. Consequently, at any given time, the Company may be holding or directing funds of transportation, facility, CassPay and Bank customers. This function creates a risk of loss arising from, among other things, fraud by employees or third parties, execution of unauthorized transactions, ACH reversals, or errors relating to transaction processing. The occurrence of any of these types of events could cause the Company financial loss and reputational harm.

The Company may be adversely impacted by changing oil and overall energy prices.

A decline in the cost of oil worldwide can have a negative effect on both the number of freight transactions processed and the dollar amount of invoices processed. For example, lower oil prices can cause a significant drop in drilling supplies being transported to fracking operations by domestic railroads and trucks. Lower oil prices can also result in lower gas and fuel prices, negatively affecting the dollar amounts of the invoices that Cass processes for its freight and facility customers. In addition, a decline in the price of electricity would also result in lower dollars processed for facility customers. As such, a decline in oil and overall energy prices could have an adverse effect on the Company's revenues in the form of net interest income and financial fees, and significantly impact its results of operations.

The Company may be adversely impacted by changing freight rates.

The Company is exposed to changes in freight rates, which impact the overall level of accounts and drafts payable, payments in advance of funding and resulting interest income and financial fees. Freight rates are highly sensitive to many factors, including carrier capacity, economic conditions, and other factors beyond the Company's control. A decline in freight rates would be expected to have an adverse effect on the Company's revenues and could significantly impact its result of operations.

Interruptions or performance problems associated with the Company's network technology and infrastructure may adversely affect its business and operating results.

The Company has experienced, and may in the future experience, disruptions, outages, and other performance problems related to its payments platform due to a variety of factors, including infrastructure changes, introductions of new functionality (including functionality that incorporates artificial intelligence tools), human or software errors, denial-of-service attacks, actions or inactions attributable to third parties, earthquakes, hurricanes, floods, fires, natural disasters, power losses, disruptions in telecommunications services, fraud, military or political conflicts, terrorist attacks and other geopolitical unrest, computer viruses, ransomware, malware, or other events. The Company's systems also may be subject to break-ins, sabotage, theft, and intentional acts of vandalism, including by its own employees. Some of the Company's systems are not fully redundant and disaster recovery planning may not be sufficient for all eventualities.

Occasionally, the Company may experience limited periods of server downtime due to server failure or other technical difficulties. In some instances, the Company may not be able to identify the cause or causes of these performance problems

within an acceptable period of time. It may become increasingly difficult to maintain and improve its performance, especially during peak usage times. If the platform is unavailable or if the Company's users are unable to access the Company's platform within a reasonable amount of time, or at all, the Company's business would be adversely affected and its brand could be harmed. In the event of any of the factors described above, or certain other failures of the Company's infrastructure, customer data may be permanently lost and Cass could experience significant losses of revenue.

To the extent that the Company does not effectively address capacity constraints, upgrade systems as needed, and continually develop its payments technology and network architecture to accommodate actual and anticipated changes in technology, the Company's business and operating results may be adversely affected.

Operational difficulties or cybersecurity problems could damage Cass' reputation and business.

In the ordinary course of business, the Company depends on the reliable operation of its computer operations and network connections from its clients to its systems. Any failure, interruption, or breach in security of these systems would cause Cass to be unable to process transactions for its clients, resulting in decreased revenues. The Company also relies on electronic communications and information systems to store sensitive customer data. Any failure, interruption, breach in security or loss of data, whatever the cause, could reduce client satisfaction with the Company's products and services, cause reputational harm, and harm Cass' financial results. These types of threats may derive from human error, fraud or malice on the part of external or internal parties, or may result from accidental technological failure. Further, to access the Company's products and services, Cass' customers may use computers and mobile devices that are beyond the Company's security control systems. The Company's technologies, systems, networks and software, and those of other financial institutions have been, and are likely to continue to be, the target of cybersecurity threats and attacks, which may range from uncoordinated individual attempts to sophisticated and targeted measures directed at Cass. The risk of a security breach or disruption, particularly through cyber-attack or cyber intrusion, has increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Criminals continuously adapt their methods to circumvent existing safeguards, and emerging technologies such as artificial intelligence may further enhance their ability to perpetrate fraud. A material security problem affecting Cass could damage its reputation, deter prospects from purchasing its products and services, deter customers from using its products and services or result in liability to Cass.

Cloud technologies are also critical to the operation of the Company's systems, and reliance on cloud technologies is growing. Service disruptions in cloud technologies may lead to delays in accessing, or the loss of, data that is important to the Company's businesses and may hinder customers access to products and services.

Although the Company makes significant efforts to maintain the security and integrity of Cass' information systems and has implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that Cass' security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. Even the most well protected information, networks, systems and facilities remain potentially vulnerable because attempted security breaches, particularly cyber-attacks and intrusions, or disruptions will occur in the future, and because the techniques used in such attempts are constantly evolving and generally are not recognized until launched against a target, and in some cases are designed not to be detected and, in fact, may not be detected. Accordingly, the Company may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is virtually impossible to entirely mitigate this risk. While specific "cyber" insurance coverage is maintained, which would apply in the event of various breach scenarios, the amount of coverage may not be adequate in any particular case. Furthermore, because cyber threat scenarios are inherently difficult to predict and can take many forms, some breaches may not be covered under Cass' cyber insurance coverage. A security breach or other significant disruption of Cass' information systems or those related to customers, merchants and third-party vendors, including as a result of cyber-attacks, could (i) disrupt the proper functioning of Cass' networks and systems and therefore operations and/or those of certain customers; (ii) result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of confidential, sensitive or otherwise valuable information of the Company or its customers; (iii) result in a violation of applicable privacy, data breach and other laws, subjecting the Company to additional regulatory scrutiny and expose Cass to civil litigation, governmental fines and possible financial liability; (iv) require significant management attention and resources to remedy the damages that result; or (v) harm Cass' reputation or cause a decrease in the number of customers that choose to do business with the Company. The occurrence of any of the foregoing could have a material adverse effect on Cass' business, financial condition and results of operations.

Cass must respond to rapid technological changes and these changes may be more difficult or expensive than anticipated.

If competitors introduce new products and services embodying new technologies, such as those related to artificial intelligence, more quickly or more successfully than the Company, or if new industry standards and practices emerge, the Company's existing product and service offerings, technology and systems may become obsolete. Further, if Cass fails to adopt or develop new technologies or to adapt its products and services to emerging industry standards, Cass may lose current and future customers. Finally, Cass' ability to adopt these technologies can also be inhibited by intellectual property rights of third parties. Any of these could have a material adverse effect on its business, financial condition and results of operations. The payment processing and financial services industries are changing rapidly and in order to remain competitive, Cass must continue to enhance and improve the functionality and features of its products, services and technologies. These changes may be more difficult or expensive than the Company anticipates.

Methods of reducing risk exposures might not be effective.

Instruments, systems and strategies used to hedge or otherwise manage exposure to various types of credit, interest rate, market and liquidity, operational, regulatory/compliance, business risks and enterprise-wide risks could be less effective than anticipated. As a result, the Company may not be able to effectively mitigate its risk exposures in particular market environments or against particular types of risk.

Customer borrowing, repayment, investment, deposit, and payable processing practices may be different than anticipated.

The Company uses a variety of financial tools, models and other methods to anticipate customer behavior as part of its strategic and financial planning and to meet certain regulatory requirements. Individual, economic, political and industry-specific conditions and other factors outside of Cass' control could alter predicted customer borrowing, repayment, investment, deposit, and payable processing practices. Such a change in these practices could adversely affect Cass' ability to anticipate business needs, including cash flow and its impact on liquidity, and to meet regulatory requirements.

Competitive product and pricing pressure within Cass' markets may change.

The Company operates in a very competitive environment, which is characterized by competition from a number of other vendors and financial institutions in each market in which it operates. The Company competes with large payment processors and national and regional financial institutions and also smaller auditing companies and banks in terms of products and pricing. If the Company is unable to compete effectively in products and pricing in its markets, business could decline.

Management's ability to maintain and expand customer relationships may differ from expectations.

The industries in which the Company operates are very competitive. The Company not only competes for business opportunities with new customers, but also competes to maintain and expand the relationships it has with its existing customers. The Company continues to experience pressures to maintain these relationships as its competitors attempt to capture its customers.

The introduction, withdrawal, success and timing of business initiatives and strategies, including, but not limited to, the expansion of payment and processing activities to new markets, and the expansion of products and services to existing markets, may be less successful or may be different than anticipated.

The Company makes certain projections as a basis for developing plans and strategies for its payment processing and banking products. If the Company does not accurately determine demand for its products and services, it could result in the Company incurring significant expenses without the anticipated increases in revenue, which could result in an adverse effect on its earnings.

In addition, there are risks and uncertainties associated with the introduction of new products and services, including substantial investments of time and resources. The introduction and development of new products and services may not be achieved along expected timelines, or at all, and may not be successful as a result of factors beyond the Company's control, including regulatory, competition and external market factors. Failure to successfully manage these risks in the development and implementation of new products or services, and failure to integrate such new products and services into

the Company's existing system of internal controls, could have a material adverse effect on its business, financial condition and results of operations.

The Company is subject to liquidity risk.

The Company requires liquidity to meet deposit and accounts and drafts payable obligations as they come due. Access to funding sources in amounts adequate to finance the Company's commitments and business activities or on terms that are acceptable or favorable to the Company could be impaired by risks and uncertainties that are beyond the Company's control, including those described in this Item 1A, "Risk Factors" section.

The Company's access to deposits and accounts and drafts payable for liquidity purposes may also be adversely affected by the needs of the Company's depositors and customers. A failure to maintain adequate liquidity could have a material adverse effect on the Company's business, financial condition and results of operations.

The bank failures in 2023 exemplify the potential serious results of the unexpected inability of insured depository institutions to obtain needed liquidity to satisfy deposit withdrawal requests, including how quickly such requests can accelerate once uninsured depositors lose confidence in an institution's ability to satisfy its obligations to depositors. The Company seeks to ensure funding needs are met by maintaining a level of liquidity through asset and liability management. If the Company becomes unable to obtain funds when needed, it could have a material adverse effect on its business, financial condition, and results of operations.

Management's ability to retain key officers and employees may change.

Cass' future operating results depend substantially upon the continued service of Cass' executive officers and key personnel. Cass' future operating results also depend in significant part upon Cass' ability to attract and retain qualified management, financial, technical (including with AI experience), marketing, sales, and support personnel. Competition for qualified personnel is intense, and the Company cannot ensure success in attracting or retaining qualified personnel. There may be only a limited number of persons with the requisite skills to serve in these positions, and it may be increasingly difficult for the Company to hire personnel over time. Cass' business, financial condition and results of operations could be materially adversely affected by the loss of any of its key employees, by the failure of any key employee to perform in his or her current position, or by Cass' inability to attract and retain skilled employees.

Cass' stock price can become volatile and fluctuate widely in response to a variety of factors.

The Company's stock price can fluctuate based on factors that can include actual or anticipated variations in Cass' quarterly results; new technology or services by competitors; unanticipated losses or gains due to unexpected events, including losses or gains on securities held for investment purposes; significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors; changes in accounting policies or practices; failure to integrate acquisitions or realize anticipated benefits from acquisitions; or changes in government regulations.

General market fluctuations, industry factors and general economic and political conditions, such as economic slowdowns or recessions, governmental intervention, interest rate changes, credit loss trends, low trading volume or currency fluctuations also could cause Cass' stock price to decrease regardless of the Company's operating results.

Regulatory, Legal and Accounting Risk

The Company is subject to extensive government regulation and supervision and possible enforcement or other legal actions that could detrimentally affect Cass' business.

The Company is subject to extensive federal and state regulation and supervision, the primary focus of which is to protect customers, depositors, the deposit insurance fund and the safety and soundness of the banking system as a whole, and not shareholders. Regulatory authorities have extensive discretion in connection with their supervisory and enforcement activities and examination policies, including policies with respect to capital levels, the timing and amount of dividend payments, the classification of assets and the establishment of adequate loan loss reserves for regulatory purposes. Failure to comply with applicable laws, regulations, policies or guidance could result in enforcement and other legal actions by federal and state authorities, including criminal and civil penalties, the loss of FDIC insurance, revocation of a banking

charter, and other regulatory sanctions, as well as reputational damage, any of which could have a material adverse effect on the Company's business, financial condition and results of operations.

Congress and federal regulatory agencies continually review banking laws, regulations and policies for possible changes. The substance and impact of pending or future legislation or regulation, or the application thereof, cannot be predicted, although any change could impact the regulatory structure under which the Company or its competitors operate and may significantly increase costs, impede the efficiency of internal business processes, require an increase in regulatory capital, require modifications to the Company's business strategy, and/or limit its ability to pursue business opportunities in an efficient manner. A change in statutes, regulations or regulatory policies applicable to the Company or any of its subsidiaries could have a material, adverse effect on the Company's business, financial condition and results of operations.

See Item 1, "Business—Supervision and Regulation," and Item 8, Note 3 to the consolidated financial statements included elsewhere in this report for additional information.

The Company may need to raise additional capital or sell assets if it fails to meet regulatory capital requirements or meet commitments and liquidity needs. Such capital may not be available on favorable terms, or at all.

Compliance with regulatory capital requirements could result in management modifying its business strategy and could limit the Company's ability to make distributions, including paying dividends, or buying back shares.

The Company may also need to raise additional capital in the future to provide it with sufficient capital resources and liquidity to meet commitments and business needs. The ability to raise additional capital, if needed, will depend on, among other things, conditions in the capital markets at that time and the Company's financial condition, as well as the need for other financial institutions to raise capital at the same time. Economic conditions and the loss of confidence in financial institutions may increase the cost of funding and limit access to certain customary sources of capital, including inter-bank borrowings, repurchase agreements and borrowings from the discount window of the Federal Reserve.

An inability to raise additional capital on acceptable terms when needed could have a materially adverse effect on the Company's business, financial condition and results of operations.

Legal and regulatory proceedings and related matters with respect to the financial services industry, including those directly involving the Company and its subsidiaries, could adversely affect Cass or the financial services industry in general.

The Company is subject to various legal and regulatory proceedings. It is inherently difficult to assess the outcome of these matters, and there can be no assurance that the Company will prevail in any proceeding or litigation. Any such matter could result in substantial cost and diversion of Cass' efforts, which by itself could have a material adverse effect on Cass' financial condition and operating results. Further, adverse determinations in such matters could result in actions by Cass' regulators that could materially adversely affect Cass' business, financial condition or results of operations. Please refer to Item 3, "Legal Proceedings."

The Company's accounting policies and methods are the basis of how Cass reports its financial condition and results of operations, and they require management to make estimates about matters that are inherently uncertain. In addition, changes in accounting policies and practices, as may be adopted by the regulatory agencies, the Financial Accounting Standards Board, or other authoritative bodies, could materially impact Cass' financial statements.

The Company's accounting policies and methods are fundamental to how Cass records and reports its financial condition and results of operations. Management must exercise judgment in selecting and applying many of these accounting policies and methods in order to ensure that they comply with generally accepted accounting principles and reflect management's judgment as to the most appropriate manner in which to record and report Cass' financial condition and results of operations. In some cases, management must select the accounting policy or method to apply from two or more alternatives, any of which might be reasonable under the circumstances yet might result in the Company reporting materially different amounts than would have been reported under a different alternative.

Cass has identified one accounting policy around the calculation of the allowance for credit losses as being "critical" to the presentation of its financial condition and results of operations because it requires management to make particularly subjective and/or complex judgments about matters that are inherently uncertain and because of the likelihood that materially different amounts would be reported under different conditions or using different assumptions. More

information on Cass' critical accounting policies is contained in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

From time to time, the regulatory agencies, the Financial Accounting Standards Board ("FASB"), and other authoritative bodies change the financial accounting and reporting standards that govern the preparation of the Company's financial statements. These changes can be hard to predict and can materially impact how management records and reports the Company's financial condition and results of operations.

Cass is subject to examinations and challenges by tax authorities, which, if not resolved in the Company's favor, could adversely affect the Company's financial condition and results of operations.

In the normal course of business, Cass and its affiliates are routinely subject to examinations and challenges from federal, state, and foreign tax authorities regarding the amount of taxes due in connection with investments it has made and the businesses in which it is engaged. The challenges made by tax authorities may result in adjustments to the timing or amount of taxable income or deductions or the allocation of income among tax jurisdictions. If any such challenges are made and are not resolved in the Company's favor, they could have an adverse effect on Cass' financial condition and results of operations.

General Risks

The value of the Company's goodwill and other intangible assets may decline in the future.

As of December 31, 2025, the Company had \$19.9 million of goodwill and other intangible assets. A significant decline in the Company's expected future cash flows, a significant adverse change in the business climate, slower growth rates or a significant and sustained decline in the price of the Company's common stock may necessitate taking charges in the future related to the impairment of goodwill and other intangible assets which could have a material adverse effect on the Company's financial condition and results of operations.

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

There is an increasing concern over the risks of climate change and related environmental sustainability matters. The physical risks of climate change include discrete events, such as flooding, hurricanes, and wildfires, and longer-term shifts in climate patterns, such as extreme heat, sea level rise, and more frequent and prolonged drought. Under medium or longer-term scenarios, such events, if uninterrupted or unaddressed, could disrupt the Company's operations or those of its customers or third parties on which it relies, including through direct damage to assets and indirect impacts from supply chain disruption and market volatility. Additionally, transitioning to a low-carbon economy may entail extensive policy, legal, technology, and market initiatives. Transition risks, including changes in consumer preferences and additional regulatory requirements or supervisory expectations or taxes, could increase the Company's expenses and undermine its strategies. In addition, the Company's reputation and client relationships may be damaged as a result of its practices related to climate change, including its involvement, or its customers' involvement, in certain industries or projects, in the absence of mitigation and/or transition measures, associated with causing or exacerbating climate change, as well as any decisions the Company makes to continue to conduct or change its activities in response to considerations relating to climate change.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Managing cybersecurity risk within Cass is an ongoing, multifaceted process aimed at safeguarding digital assets and sensitive information. Led by the Company's Chief Information Security Officer ("CISO") and overseen by the Enterprise Risk Management Committee ("ERMC"), the Company has a dedicated team of security professionals to implement the Company's information security processes.

The ERMC is comprised of the CEO, CFO, Chief Information Officer ("CIO"), CISO, President and Chief Operating Officer of Cass Commercial Bank, Vice President and Chief Operational Risk Officer, Chief HR Officer and General Counsel. As part of this function and at the direction of the CISO, the ERMC is charged with approving and providing oversight of the IT solutions that enhance the Company's security posture. As more fully described in "Governance"

[Table of Contents](#)

below, the CISO and CIO regularly report the ERM's findings to the Audit and Risk Committee of the Board, and to the full Board, in an effort to provide a collaborative and multi-point cybersecurity program.

The Company also relies on certain critical third party IT vendors that support processing, transmission, and storage of data, which has become more critical given the information security risks that are intensified through the Company's increased use of remote work arrangements. The Company has also engaged a third party to help monitor and analyze its system activities.

The Company's information security program is comprised of three primary components that guide the activities of employees and advisors tasked with managing the program:

- **Information Security Policy:** The Company maintains an Information Security Policy that aligns with the National Institute of Standards and Technology and ISO 27001 cybersecurity guidelines and frameworks. This policy is reviewed at least annually by the Company's IT Security & Risk team, with updates approved by the Board of Directors. The Information Security Policy addresses the standards, design, scope, testing, and operation of the Company's cybersecurity program. All Company employees are trained both initially and on an annual basis on the information security requirements set by the policy. Employees whose work is more pertinent to cybersecurity management and risk, such as software development, receive additional and more specialized training.
- **Incident Management Policy:** The Company's Incident Management Policy provides the structure and guidance for the Company's cyber incident response operations to ensure the quick detection of security events and vulnerabilities, as well as promote a rapid response to security incidents and mitigation measures. A dedicated security incident response team is tasked with addressing security incidents and driving the Company's response.
- **Cyber Risk Management Program:** The Company performs a comprehensive risk assessment on an annual basis to identify and prioritize potential threats and vulnerabilities, then uses the results to implement and revise policies, assign responsibilities, and deploy security controls to address them on an ongoing, 24-7 basis.

Using the policies and programs described above, Cass has implemented a multi-layered cybersecurity approach, including deployment of advanced endpoint protection, threat intelligence, and anomaly detection tools, continuous monitoring of network traffic through intrusion detection and prevention systems, regular penetration testing and vulnerability assessments, and encryption of sensitive data at rest and in transit.

Cass is dependent on third-party vendors to support operations and business objectives. Recognizing the interconnected nature of the Company's business, Cass places emphasis on managing third-party cybersecurity risk by maintaining a Vendor Management Policy. This policy establishes guidelines for conducting due diligence on vendors' security practices, making ongoing risk assessments and conducting extensive control reviews of identified high-risk vendors.

Because the Company is a bank holding company, its information security program is regularly evaluated by banking examiners and regulators. In addition, the Company undergoes annual Service Organization Controls Type II audits to evaluate information security controls related to specific services offered by the Company.

While the Company continues to face a number of cybersecurity risks in connection with the business, Cass has not experienced any cyber incidents that materially affected business strategy, results of operations or financial condition over the past fiscal year. The Company commits to transparently communicating with stakeholders, including shareholders, regulatory bodies, and law enforcement agencies, as required. To mitigate financial risks associated with cybersecurity incidents, Cass maintains a comprehensive cyber insurance policy. This policy covers various costs, including legal expenses, investigation costs, business interruption, and potential liabilities.

Governance

As described above, the Company's cybersecurity program is led by the CISO, who ultimately reports to the Executive Vice President and CIO. The CISO is supported by an information security team, made up of two security analysts and one IT audit and compliance analyst. The security analysts monitor the Company's security solutions and security event logs and respond to incidents and events when they occur. The IT audit and compliance analyst tracks remediation efforts, manages the Company's third party risk program and works with internal and external auditors on all IT compliance activities. Members of the information security team hold cybersecurity certifications, such as the Certified Information Systems Security Professional ("CISSP") or Certified Information Security Manager certifications. The CIO oversees all IT departments within the Company, including security and risk, and is the primary liaison between IT and the Board of Directors.

[Table of Contents](#)

Both the CISO and CIO have extensive experience assessing and managing cybersecurity programs and cybersecurity risk. The CIO has a bachelor's degree in Management Information Systems and an MBA from Oakland University, and was previously the Domain CIO at Comerica Bank. The CISO has a bachelor's degree in Computer Science from the University of Illinois, holds the CISSP, Certified in Risk and Information Systems Control and Certified Chief Information Security Officer certifications, and has been active in the management of the Company's security programs for more than a decade, serving in the CISO role since early 2023.

AI related risks are considered as part of the overall cybersecurity program. The Company maintains an AI governance framework designed to support the responsible development, deployment, and use of AI technologies and to manage associated cybersecurity and operational risks. The AI Governance Committee, which is comprised of the CIO, CISO, General Counsel, Chief HR Officer, Vice President and Chief Operational Risk Officer, Vice President of Internal Audit and line of business representatives, oversees the policies, standards, and risk assessment processes designed to manage these risks.

The CISO and CIO provide monthly updates to the ERMC on security incidents, compliance and patching metrics, and security and AI related industry updates that might affect the Company's business. The ERMC approves all security related project expenditures, and all members are a part of the Company's incident response team.

The Audit and Risk Committee, together with the full Board of Directors, actively oversees the Company's cybersecurity program. The Audit and Risk Committee receives reports on evolving cybersecurity standards and key metrics, including the number of incidents, response times, and effectiveness of safety controls from the CIO on a quarterly basis, and more frequently when necessary. These reports include updates on the activities of the ERMC. Changes to the Company's information security policies and programs are approved by the Audit and Risk Committee. This information is reported to the full Board of Directors which, together with the Audit and Risk Committee, evaluates and considers the effectiveness of the Company's risk management policies and controls relating to cybersecurity that are described in the section above.

The Company believes that, by layering cybersecurity practices and risk management oversight in a way that involves various individuals, teams, and ultimately, the Board of Directors, it fosters a culture of accountability and helps enable Cass to prioritize the safety and security of its and its clients' data.

ITEM 2. PROPERTIES

The Company leases office space in St. Louis County, Missouri, to house the headquarters of the Company and the Bank. The Company's headquarters occupy 7,549 square feet in an office center at 12444 Powerscourt Drive. The Bank's headquarters occupy 16,572 square feet in the same center at 12412 Powerscourt Drive.

The Company owns approximately 61,500 square feet of office space at 13001 Hollenberg Drive in Bridgeton, Missouri, where the Company's transportation processing activities are performed.

The Company owns a production facility of approximately 48,300 square feet located at 2675 Corporate Exchange Drive, Columbus, Ohio. Additional facilities are located in Wellington, Kansas, Jacksonville, Florida, and Brighton, Michigan. The Company has offices in Breda, Netherlands, Basingstoke, United Kingdom, and Singapore to service its multinational customers.

In addition, the Bank owns a banking facility near downtown St. Louis, Missouri, has an operating branch in the Bridgeton, Missouri location, and has an additional leased facility in Colorado Springs, Colorado.

Management believes that these facilities are suitable and adequate for the Company's operations.

ITEM 3. LEGAL PROCEEDINGS

The Company and its subsidiaries are not involved in any pending proceedings other than ordinary routine litigation incidental to their businesses. Management believes none of these proceedings, if determined adversely, would have a material effect on the business or financial conditions of the Company or its subsidiaries.

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**

The Company's common stock is quoted on The Nasdaq Global Select Market® under the symbol "CASS." As of February 27, 2026, there were approximately 3,833 holders of record of the Company's common stock.

The Company has continuously paid regularly scheduled cash dividends since 1934 and expects to continue to pay quarterly cash dividends in the future. However, future dividend payments will depend on the Company's earnings, capital requirements, financial condition, applicable banking regulatory requirements and other factors considered relevant by the Company's Board of Directors.

The Company maintains a treasury stock buyback program approved by the Board of Directors in November 2025 pursuant to which, the Board of Directors has authorized the repurchase of up to 1,000,000 shares of the Company's common stock and has no expiration date. Repurchases may be made through a variety of methods, which could include open market purchases, privately negotiated transactions, or otherwise in accordance with applicable federal securities laws, including repurchase plans that satisfy the conditions of Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. The Company has repurchased 125,030 shares under this treasury stock buyback program and therefore has 874,970 shares remaining for repurchase.

The Company repurchased a total of 617,415 shares at an aggregate cost of \$26.0 million during the year ended December 31, 2025 and 167,455 shares at an aggregate cost of \$7.2 million during the year ended December 31, 2024. A portion of the repurchased shares may be used for the Company's employee benefit plans and the balance will be available for other general corporate purposes. The pace of repurchase activity will depend on factors such as levels of regulatory capital, net income, dividends, acquisition and divestiture activity, cash generation from operations, cash requirements for investments, repayment of debt, current stock price, business and market conditions, and other factors. The Company may repurchase shares from time to time on the open market or in private transactions, including structured transactions. The stock repurchase program may be modified or discontinued at any time.

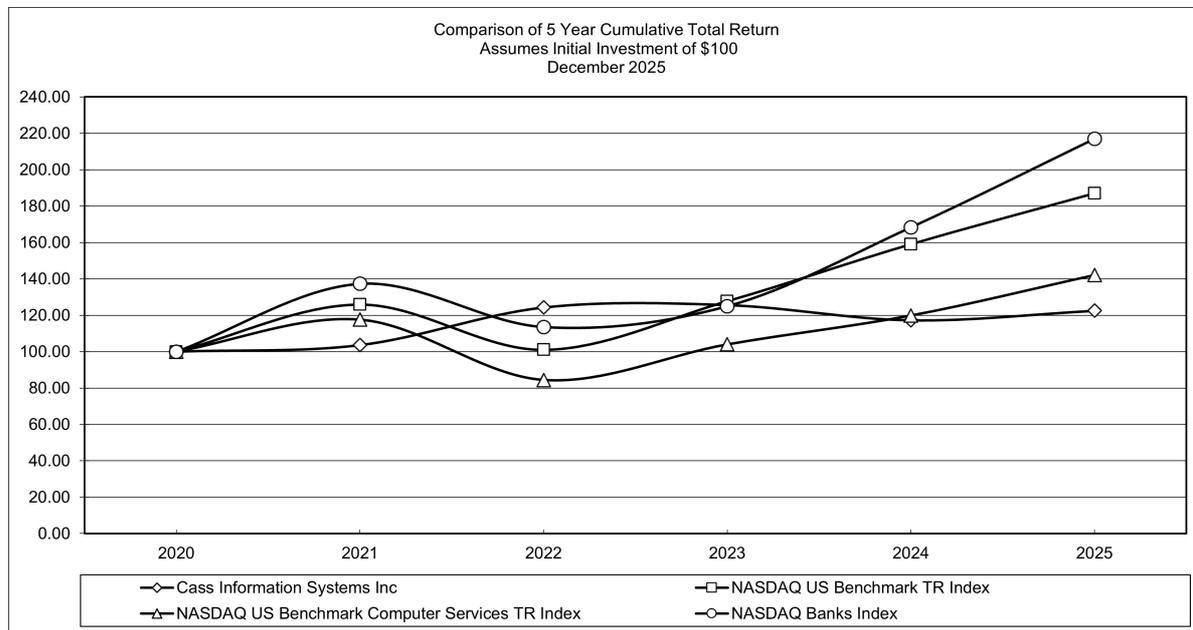
During the three months ended December 31, 2025, the Company repurchased shares of its common stock as follows:

Period	Total Number of Shares Purchased⁽¹⁾	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs⁽²⁾	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
October 1, 2025 – October 31, 2025	36,039	\$ 40.20	36,039	304,374
November 1, 2025 – November 30, 2025	128,911	40.81	128,911	911,470
December 1, 2025 – December 31, 2025	36,500	43.27	36,500	874,970
Total	201,450	\$ 41.15	201,450	874,970

- (1) During the quarter ended December 31, 2025, there were 201,450 shares repurchased pursuant to the Company's publicly announced treasury stock buyback programs and no shares transferred from employees in satisfaction of tax withholding obligations upon the vesting of restricted stock.
- (2) On July 15, 2025, the Board of Directors authorized the repurchase of up to 500,000 shares of the Company's common stock with no expiration date. On November 6, 2025, the Board of Directors authorized the repurchase of up to 1,000,000 shares of the Company's common stock with no expiration date, replacing the July 15, 2025 authorization. During the quarter ended December 31, 2025, the Company repurchased 125,030 shares under the November 6, 2025 authorization and 76,420 shares under the July 15, 2025 authorization.

Performance Quoted on The Nasdaq Stock Market for the Last Five Fiscal Years

The following graph compares the cumulative total returns over the last five fiscal years of a hypothetical investment of \$100 in shares of common stock of the Company with a hypothetical investment of \$100 in The Nasdaq Stock Market (“Nasdaq”), the index of Nasdaq computer and data processing stocks, and the index of Nasdaq bank stocks. The graph assumes \$100 was invested on December 31, 2020, with dividends reinvested. Returns are based on period end prices.



ITEM 6. RESERVED

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to promote understanding of the results of operations and financial condition. MD&A is provided as a supplement to, and should be read in conjunction with, the consolidated financial statements and the accompanying Notes to Financial Statements (Part II, Item 8 of this Form 10-K). This section generally discusses the results of operations for 2025 compared to 2024. For discussion related to the results of operations and changes in financial condition for 2024 compared to 2023 refer to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's 2024 Annual Report on Form 10-K filed with the SEC on March 5, 2025.

The Company intends for the discussion of financial condition and results of operations that follows to provide information that will assist the reader in understanding the Consolidated Financial Statements, the changes in certain key items in those financial statements from year to year, and the primary factors that accounted for those changes, as well as how certain accounting principles, policies, and estimates affect the Consolidated Financial Statements. This discussion should be read in conjunction the Consolidated Financial Statements and the related notes that appear in Part II, Item 8 of this document.

Forward-Looking Statements and Factors that Could Affect Future Results

Certain statements contained in this Annual Report on Form 10-K that are not statements of historical fact constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the “Act”), notwithstanding that such statements are not specifically identified as such. In addition, certain statements may be contained in the Company's future filings with the SEC, in press releases, and in oral and written statements made by the Company or with the Company's approval that are not statements of historical fact and constitute forward-looking statements within the meaning of the Act. Examples of forward-looking statements include, but are not limited to: (i) projections of revenues, expenses, income or loss, earnings or loss per share, the payment or nonpayment of dividends,

[Table of Contents](#)

capital structure and other financial items; (ii) statements of plans, objectives and expectations of the Company or its management or Board of Directors, including those relating to products, services or operations; (iii) statements of future economic performance; and (iv) statements of assumptions underlying such statements. Words such as “believes,” “anticipates,” “expects,” “intends,” “targeted,” “continue,” “remain,” “will,” “should,” “may,” and other similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to:

- The effects of and changes in trade and monetary and fiscal policies and laws, including the interest rate policies of the Federal Reserve Board and the implementation of tariffs and other protectionist trade policies.
- Inflation, interest rate, securities market, and monetary fluctuations.
- Changes in energy prices.
- Changes in freight rates.
- Local, regional, national, and international economic conditions and the impact they may have on the Company and its customers and its assessment of that impact.
- Changes in the financial performance and/or condition of the Company's borrowers.
- Changes in the mix of loan sectors and types or the level of non-performing assets and charge-offs.
- Changes in estimates of future allowance for credit losses requirements based upon the periodic review thereof under relevant regulatory and accounting requirements.
- Changes in the Company's liquidity position.
- Impairment of the Company's goodwill or other intangible assets.
- Changes in consumer spending, borrowing, and saving habits.
- Technological changes, including artificial intelligence.
- The cost and effects of cyber incidents or other failures, interruptions, or security breaches of the Company's systems or those of the Company's customers or third-party providers.
- Acquisitions and integration of acquired businesses.
- Changes in the reliability of the Company's vendors, internal control systems or information systems.
- The Company's ability to increase market share and control expenses.
- The Company's ability to attract and retain qualified employees.
- Changes in the Company's organization, compensation, and benefit plans.
- The soundness of other financial institutions.
- Volatility and disruption in national and international financial and commodity markets.
- Government intervention in the U.S. financial system.
- Political or economic instability.
- Acts of God or of war or terrorism.
- The potential impact of climate change.
- The impact of pandemics, epidemics, or any other health-related crisis.
- The costs and effects of legal and regulatory developments, the resolution of legal proceedings or regulatory or other governmental inquiries, the results of regulatory examinations or reviews and the ability to obtain required regulatory approvals.
- The effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, securities, and insurance) and their application with which the Company must comply.
- The effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setters.
- The Company's success at managing the risks involved in the foregoing items.

In addition, financial markets, international relations, and global supply chains have been significantly impacted by recent U.S. trade policies and practices. Due to the rapidly evolving and changing state of U.S. trade policies, the amount and duration of any tariffs and their ultimate impact on the Company, its customers, financial markets, and the overall U.S. and global economies is currently uncertain. Nonetheless, prolonged uncertainty, elevated tariff levels or their wide-spread use in U.S. trade policy could weaken economic conditions and adversely impact the ability of borrowers to repay outstanding loans or the value of collateral securing these loans or adversely affect financial markets or the values of securities. To the extent that these risks may have a negative impact on the financial condition of borrowers or financial markets, it could also have a material adverse effect on the Company's business, financial condition and results of operations.

[Table of Contents](#)

Forward-looking statements speak only as of the date on which such statements are made. The Company does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events.

Executive Overview

The specific payment and information processing services provided to each customer are developed individually to meet each customer's requirements, which can vary greatly. In addition, the degree of automation such as electronic data interchange, imaging, work flow, and web-based solutions varies greatly among customers and industries. These factors combine so that pricing varies greatly among the customer base. In general, however, Cass is compensated for its processing services through service fees, transactional level payment services, and investment of account balances generated during the payment process. The amount, type, and calculation of service fees vary greatly by service offering, but generally follow the volume of transactions processed. Transactional level payment services and interest income from the balances generated during the payment processing cycle are affected by the amount of time Cass holds the funds prior to payment and the dollar volume processed. Both the number of transactions processed and the dollar volume processed are therefore key metrics followed by management. Other factors will also influence revenue and profitability, such as changes in the general level of interest rates, which have a significant effect on net interest income. The funds generated by these processing activities are invested in overnight investments, investment grade securities, advances to payees, and loans generated by the Bank. The Bank earns most of its revenue from net interest income, or the difference between the interest earned on its loans and investments and the interest paid on its deposits and other borrowings. The Bank also assesses fees on other services such as cash management services.

Industry-wide factors that impact the Company include the willingness of large corporations to outsource key business functions such as freight, energy, and environmental payment and audit. The benefits that can be achieved by outsourcing transaction processing, and the management information generated by Cass' systems can be influenced by factors such as the competitive pressures within industries to improve profitability, the general level of transportation costs and deregulation of energy costs. Economic factors that impact the Company include the general level of economic activity that can affect the volume and size of invoices processed, the ability to hire and retain qualified staff, and the growth and quality of the loan portfolio. The general level of interest rates also has a significant effect on the revenue of the Company. As discussed in greater detail in Item 7A, "Quantitative and Qualitative Disclosures about Market Risk," a decline in the general level of interest rates can have a negative impact on net interest income and conversely, a rise in the general level of interest rates can have a positive impact on net interest income. The cost of energy is another factor that has a significant impact on the transportation and facility sectors. As the price of energy goes up or down, the Company's earnings increase or decrease with the dollar amount of transportation and facility expense invoices.

The Company continues to operate profitably, posting a 1.43% return on average assets and 14.98% return on average equity. The Company's common equity Tier 1 capital ratio was 15.10% at December 31, 2025, significantly exceeding regulatory requirements. In addition, the Company has maintained exceptional credit quality with no loan charge-offs during the year ended December 31, 2025.

The Company's solid capital and liquidity positions, combined with ongoing earnings, are expected to continue to allow for investment in strategic opportunities when they become available, in addition to return of capital to shareholders. The Company delivered \$16.5 million in dividend payments and \$26.0 million in share repurchases during 2025. The Company continues to invest in the technology, processes, and people required to support its multi-national customer base.

Currently, management views Cass' major opportunity as the continued expansion of its payment and information processing service offerings and customer base. Management intends to accomplish this by maintaining the Company's leadership position in applied technology, which when combined with the security and processing controls of the Bank, makes Cass unique in the industry.

Recent Industry Developments

While freight rates have recently begun gradually increasing after a number of quarters of decline since 2023, volumes continue to decline on a year-over-year basis, which continues to put pressure on transportation related processing fees. In addition, carrier consolidation with small and medium-sized trucking companies exiting the market or selling to larger carriers continues to put downward pressure on financial fees as the smaller trucking companies were larger users of our quick pay solutions.

[Table of Contents](#)

The Company started to see increased tariff related charges on shipping invoices of its clients beginning in April 2025. The Company estimates that transportation dollar volumes were approximately \$600 million higher in 2025 than 2024 due to the impact of tariffs. The Company benefits from higher dollar volumes given the related increases in accounts and drafts payable and interest income.

The Company has experienced an increase in facility dollar volumes in recent quarters due to higher energy usage and prices, in addition to onboarding new clients with high dollar volumes as compared to the related transaction count. Energy prices are rising due to a number of factors, including an aging power grid, and rising demand for electricity as a result of data center construction to power artificial intelligence and electric vehicles.

Recent Items of Note

Net interest income increased \$13.5 million, or 19.8%, as compared to the same period last year. The increase in net interest income was attributable to the net interest margin improving to 3.83% as compared to 3.42% in the same period last year, in addition to an increase in average interest-earning assets of \$136.8 million, or 6.8%. The Company generally benefits from a higher interest rate environment due to a large percentage of its funding sources being non-interest bearing.

The One Big Beautiful Bill Act (“OBBBA”) was enacted on July 4, 2025. Among other things, the new law makes permanent certain expiring business tax provisions of the Tax Cuts and Jobs Act (“TCJA”). These include provisions which allow businesses to immediately expense, for tax purposes, the cost of new investments in certain qualified depreciable assets and the cost of qualified domestic research and development. The OBBBA also imposes a floor on tax deductions taken on charitable contributions. The OBBBA also significantly changes U.S. tax law related to foreign operations and certain tax credits. The impact of the OBBBA is not expected to have a material impact on the Company's consolidated financial statements.

Discontinued Operations

On April 7, 2025, the Company signed an Asset Purchase Agreement providing for the sale of its Telecom Expense Management & Managed Mobility Services (“TEM”) business to Asignet USA Inc. The sale closed on June 30, 2025. We have applied discontinued operations accounting in accordance with FASB Accounting Standards Codification (“ASC”), Topic 205-20, “Presentation of Financial Statements – Discontinued Operations,” to the assets and liabilities sold related to the Company's TEM Business Unit as of and for the years ended December 31, 2025, 2024, and 2023, as applicable. All financial information in this Annual Report on Form 10-K is reported on a continuing operations basis, unless otherwise noted. See Note 2 and Note 20 to the Company's consolidated financial statements for further discussion regarding discontinued operations and subsequent events associated with discontinued operations.

Summary of Results

<i>(In thousands except per share data)</i>	For the Years Ended December 31,			% Change	
	2025	2024	2023	2025 v. 2024	2024 v. 2023
Processing fees	\$ 66,129	\$ 66,061	\$ 59,670	0.1 %	10.7 %
Financial fees	40,398	42,584	45,339	(5.1)%	(6.1)%
Net interest income	81,240	67,787	66,494	19.8 %	1.9 %
Provision for (release of) credit losses	348	447	(550)	(22.1)%	(181.3)%
Loss on sale of investment securities	(3,534)	(45)	(173)	N/M	(74.0)%
Other	6,865	5,247	5,089	30.8 %	3.1 %
Total revenues	190,750	181,187	176,969	5.3 %	2.4 %
Operating expense	151,991	157,742	142,505	(3.6)%	10.7 %
Income before income tax expense	38,759	23,445	34,464	65.3 %	(32.0)%
Income tax expense	7,647	4,887	6,574	56.5 %	(25.7)%
Net income from continuing operations	\$ 31,112	\$ 18,558	\$ 27,890	67.6 %	(33.5)%
Income from discontinued operations, net of tax	\$ 4,004	\$ 610	\$ 2,169	556.4 %	(71.9)%
Net income	\$ 35,116	\$ 19,168	\$ 30,059	83.2 %	(36.2)%
Diluted earnings per share from continuing operations	\$ 2.31	\$ 1.35	\$ 2.02	71.1 %	(33.2)%
Diluted earnings per share from discontinued operations	\$ 0.30	\$ 0.04	\$ 0.16	650.0 %	(75.0)%
Diluted earnings per share	\$ 2.61	\$ 1.39	\$ 2.18	87.8 %	(36.2)%
Return on average assets	1.43 %	0.82 %	1.24 %	—	—
Return on average equity	14.98 %	8.37 %	14.24 %	—	—

The Company recorded revenue of \$190.8 million in 2025, up 5.3% from the prior year, largely due to an increase in net interest income, partially offset by a decrease in financial fees and a loss on sale of investment securities. Operating expense decreased 3.6% in 2025, largely driven by \$7.8 million of bad debt expense in 2024 and \$2.0 million of bad debt recovery experienced in 2025. Net income was \$35.1 million and diluted EPS was \$2.61 per share in 2025, increases of 83.2% and 87.8%, respectively, from the prior year.

The Company posted a 1.43% return on average assets and 14.98% return on average equity in 2025.

Further detail about the components of revenue and expenses are explained in the sections following.

Fee Revenue and Other Income

The Company's fee revenue is derived mainly from transportation and facility payment and processing fees. As the Company provides its processing and payment services, it is compensated by service fees which are typically calculated on a per-item basis, discounts received for services provided to carriers and by the accounts and drafts payable balances generated in the payment process which can be used to generate interest income. Processing volumes, average payments in advance of funding, fee revenue and other income were as follows:

<i>(In thousands)</i>	December 31,			% Change	
	2025	2024	2023	2025 v. 2024	2024 v. 2023
Transportation invoice volume	34,451	35,729	35,949	(3.6)%	(0.6)%
Transportation dollar volume	\$ 36,447,471	\$ 36,113,169	\$ 38,288,478	0.9 %	(5.7)%
Facility expense invoice volume	16,508	16,572	13,220	(0.4)%	25.4 %
Facility expense dollar volume	\$ 23,256,090	\$ 20,272,451	\$ 18,599,214	14.7 %	9.0 %
Average payments in advance of funding	\$ 175,129	\$ 202,860	\$ 234,865	(13.7)%	(13.6)%
Processing fees	\$ 66,129	\$ 66,061	\$ 59,670	0.1 %	10.7 %
Financial fees	\$ 40,398	\$ 42,584	\$ 45,339	(5.1)%	(6.1)%
Other income	\$ 6,865	\$ 5,247	\$ 5,089	30.8 %	3.1 %
Loss on sale of investment securities	\$ (3,534)	\$ (45)	\$ (173)	N/M	(74.0)%

Processing fees increased \$68,000, or 0.1%, during 2025 compared to 2024, due to the AcuAudit acquisition in December 2024, partially offset by decreases in facility and transportation volumes of 0.4% and 3.6%, respectively. The decline in transportation volumes was primarily due to the on-going freight recession and the impact of tariffs. Facility expense invoice volumes were flat in 2025 after experiencing 25.4% growth in 2024.

Financial fees decreased \$2.2 million, or 5.1%, in 2025 compared to 2024, which was primarily attributable to a 13.7% decrease in average payments in advance of funding in addition to the changes in the manner in which facility vendors receive payments. Average payments in advance of funding declined in 2025 compared to 2024 due to the consolidation of freight carriers, partially offset by a 0.9% increase in transportation dollar volumes.

Other income increased \$1.6 million, or 30.8%, during 2025 compared to 2024 primarily due to higher bank-owned life insurance income as well as growth in TouchPoint related church management software fees.

The Company sold \$34.0 million of corporate investment securities with a weighted-average yield of 2.29% at a loss of \$3.5 million in June 2025 in an effort to reposition the investment portfolio and improve the net interest margin and net interest income in future periods.

Net Interest Income

Net interest income is the difference between interest earned on loans, investments, and other earning assets and interest expense on deposits and other interest-bearing liabilities. Net interest income is a significant source of the Company's revenues. The following table summarizes the changes in tax-equivalent net interest income and related factors:

<i>(In thousands)</i>	December 31,			% Change	
	2025	2024	2023	2025 v. 2024	2024 v. 2023
Average earning assets	\$ 2,148,402	\$ 2,011,554	\$ 2,076,951	6.8 %	(3.1)%
Average interest-bearing liabilities	\$ 617,281	\$ 634,592	\$ 573,308	(2.7)%	10.7 %
Net interest income ⁽¹⁾	\$ 82,320	\$ 68,798	\$ 67,583	19.7 %	1.8 %
Net interest margin ⁽¹⁾	3.83 %	3.42 %	3.25 %	—	—
Yield on earning assets ⁽¹⁾	4.59 %	4.43 %	4.04 %	—	—
Rate on interest bearing liabilities	2.64 %	3.19 %	2.84 %	—	—

(1) Presented on a tax-equivalent basis using a tax rate of 21%.

[Table of Contents](#)

The \$13.5 million increase in net interest income in 2025 as compared to 2024 was primarily due to an increase in net interest margin to 3.83% as compared to 3.42% in the prior year, in addition to the increase in average earning assets of \$136.8 million, or 6.8%. The yield on interest-earning assets increased 16 basis points from 4.43% in 2024 to 4.59% in 2025 while the cost of interest-bearing liabilities decreased 55 basis points from 3.19% in 2024 to 2.64% in 2025.

Average loans increased \$54.3 million, or 5.2%, in 2025 compared to 2024, to \$1.10 billion. The Company experienced significant loan growth during the first quarter of 2025 and then a subsequent decline in loans during the remainder of the year. The average yield on loans increased 37 basis points to 5.65% in 2025.

Average investment securities increased \$58.8 million, or 9.2% in 2025 compared to 2024. The increase was driven by the utilization of available liquidity arising from an increase in average accounts and drafts payable to purchase investment securities. The average yield on taxable investment securities increased 41 basis points to 3.24% and the average yield on tax-exempt investment securities increased 43 basis points to 3.22%.

Average short-term investments, consisting of interest-bearing deposits in other financial institutions and federal funds sold, increased \$23.7 million, or 7.3% in 2025 compared to 2024. The increase is primarily a result of the increase in average funding sources, partially offset by the increase in average loans and average investment securities. The average yield on short-term investments decreased 88 basis points to 3.95% primarily due to the decrease in the Federal Funds rate. The majority of these short-term investments are held at the Federal Reserve Bank.

The average balance of interest-bearing deposits decreased \$17.5 million, or 2.8% in 2025 compared to 2024. Average non-interest-bearing demand deposits decreased \$8.2 million, or 2.0%. The Company has experienced deposit attrition due to a decrease in the overall level of some larger commercial deposits due to client funding needs for acquisitions and other purposes. The average rate paid on interest-bearing deposits decreased 55 basis points to 2.64% in 2025 due to the decrease in the Federal Funds rate.

Average accounts and drafts payable increased \$150.3 million, or 14.9%, in 2025 compared to 2024, to \$1.16 billion. The increase in average accounts and drafts payable was primarily driven by the increase in facility dollar volumes of 14.7% as well as the increase in transportation dollar volumes of 0.9%.

Distribution of Assets, Liabilities and Shareholders' Equity; Interest Rate and Interest Differential

The following table contains condensed average balance sheets for each of the periods reported, the tax-equivalent interest income and expense on each category of interest-earning assets and interest-bearing liabilities, and the average yield on such categories of interest-earning assets and the average rates paid on such categories of interest-bearing liabilities for each of the periods reported:

[Table of Contents](#)

(In thousands)	2025			2024			2023		
	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate
Assets ⁽¹⁾									
Interest-earning assets									
Loans ⁽²⁾ :	\$ 1,103,067	\$ 62,340	5.65 %	\$ 1,048,732	\$ 55,362	5.28 %	\$ 1,055,668	\$ 50,825	4.81 %
Investment securities ⁽⁴⁾ :									
Taxable	535,416	17,328	3.24	474,753	13,423	2.83	541,159	14,118	2.61
Tax-exempt ⁽³⁾	160,019	5,145	3.22	161,836	4,519	2.79	192,881	5,186	2.69
Short-term investments	349,900	13,834	3.95	326,233	15,752	4.83	287,243	13,720	4.78
Total interest-earning assets	2,148,402	98,647	4.59 %	2,011,554	89,056	4.43 %	2,076,951	83,849	4.04 %
Non-interest-earning assets									
Cash and due from banks	21,741			23,695			24,914		
Premises and equipment, net	30,917			31,125			23,141		
Payments in advance of funding	175,129			202,860			234,865		
Bank-owned life insurance	51,183			49,715			48,540		
Goodwill and other intangibles	20,515			15,182			15,856		
Unrealized loss on investment securities	(47,093)			(57,772)			(68,893)		
Other assets	66,116			72,358			63,777		
Allowance for credit losses	(14,014)			(13,369)			(13,324)		
Assets of discontinued operations	7,518			14,049			13,781		
Total assets	\$ 2,460,414			\$ 2,349,397			\$ 2,419,608		
Liabilities and Shareholders' Equity ⁽¹⁾									
Interest-bearing liabilities									
Interest-bearing demand deposits	\$ 522,010	\$ 13,153	2.52 %	\$ 549,164	\$ 17,029	3.10 %	\$ 496,154	\$ 14,056	2.83 %
Savings deposits	7,032	92	1.31	7,148	116	1.62	7,162	113	1.58
Time deposits >=\$250	23,294	813	1.96	27,211	597	2.19	23,912	417	1.74
Other time deposits	64,783	2,260	4.17	51,058	2,516	4.93	43,839	1,564	3.57
Total interest-bearing deposits	617,119	16,318	2.64	634,581	20,258	3.19	571,067	16,150	2.83
Short-term borrowings	162	9	5.56	11	—	9.09	2,241	116	5.18
Total interest-bearing liabilities	617,281	16,327	2.64 %	634,592	20,258	3.19 %	573,308	16,266	2.84 %
Non-interest bearing liabilities									
Demand deposits	406,551			414,711			512,608		
Accounts and drafts payable	1,160,018			1,009,757			1,059,286		
Other liabilities	40,782			37,933			38,501		
Liabilities of discontinued operations	1,301			23,460			24,836		
Total liabilities	2,225,933			2,120,453			2,208,539		
Shareholders' equity	234,481			228,944			211,069		
Total liabilities and shareholders' equity	\$ 2,460,414			\$ 2,349,397			\$ 2,419,608		
Net interest income ⁽³⁾		\$ 82,320			\$ 68,798			\$ 67,583	
Net interest margin ⁽³⁾			3.83 %			3.42 %			3.25 %
Interest spread			1.95 %			1.23 %			1.20 %

- (1) Balances shown are daily averages.
- (2) Interest income on loans includes net loan fees of \$744,000, \$477,000, and \$686,000 for 2025, 2024 and 2023, respectively.
- (3) Interest income is presented on a tax-equivalent basis assuming a tax rate of 21%. The tax-equivalent adjustment was approximately \$1.1 million, \$1.0 million, and \$1.1 million for 2025, 2024, and 2023, respectively.
- (4) For purposes of these computations, yields on investment securities are computed as interest income divided by the average amortized cost of the investments.

Analysis of Net Interest Income Changes

The following table presents the changes in interest income and expense between years due to changes in volume and interest rates.

<i>(In thousands)</i>	2025 Over 2024			2024 Over 2023		
	Volume ⁽¹⁾	Rate ⁽¹⁾	Total	Volume ⁽¹⁾	Rate ⁽¹⁾	Total
Increase (decrease) in interest income:						
Loans ⁽²⁾ :	\$ 2,954	\$ 4,024	\$ 6,978	\$ (338)	\$ 4,875	\$ 4,537
Investment securities:						
Taxable	1,832	2,073	3,905	(1,823)	1,128	(695)
Tax-exempt ⁽³⁾	(51)	677	626	(862)	195	(667)
Short-term investments	1,079	(2,997)	(1,918)	1,881	151	2,032
Total interest income	\$ 5,814	\$ 3,777	\$ 9,591	\$ (1,142)	\$ 6,349	\$ 5,207
Interest expense on:						
Interest-bearing demand deposits	\$ (809)	\$ (3,067)	\$ (3,876)	\$ 1,577	\$ 1,396	\$ 2,973
Savings deposits	(2)	(22)	(24)	—	3	3
Time deposits >=\$250	(96)	312	216	63	117	180
Other time deposits	580	(836)	(256)	287	665	952
Short-term borrowings	—	9	9	(58)	(58)	(116)
Total interest expense	(327)	(3,604)	(3,931)	1,869	2,123	3,992
Net interest income	\$ 6,141	\$ 7,381	\$ 13,522	\$ (3,011)	\$ 4,226	\$ 1,215

- (1) The change in interest due to the combined rate/volume variance has been allocated in proportion to the absolute dollar amounts of the change in each.
- (2) Interest income includes net loan fees.
- (3) Interest income is presented on a tax-equivalent basis assuming a tax rate of 21%.

Loan Portfolio

Interest earned on the loan portfolio is a primary source of income for the Company. The loan portfolio was \$1.06 billion, representing 40.7% of the Company's total assets as of December 31, 2025 and generated \$62.3 million in interest income during the year ended December 31, 2025. The following tables show the composition of the loan portfolio at the end of the periods indicated and remaining maturities for loans as of December 31, 2025.

Loans by Type

<i>(In thousands)</i>	December 31,		
	2025	2024	2023
Commercial and industrial	\$ 553,080	\$ 559,262	\$ 498,502
Real estate (commercial and faith-based):			
Mortgage	459,879	488,075	499,739
Construction	48,231	34,652	16,023
Other	27	—	54
Total loans	\$ 1,061,217	\$ 1,081,989	\$ 1,014,318

At December 31, 2025, the Company did not have any foreign loans or single family real estate mortgages, as the Company does not market its services to retail customers. Also, the Company had no sub-prime mortgage loans or residential development loans in its portfolio in any of the years presented.

Loans by Maturity as of December 31, 2025

<i>(In thousands)</i>	One Year Or Less		Over 1 Year Through 5 Years		Over 5 Years Through 15 Years ⁽¹⁾		Total
	Fixed Rate	Floating Rate	Fixed Rate	Floating Rate	Fixed Rate	Floating Rate	
Commercial and industrial	\$ 35,054	\$ 61,783	\$ 235,252	\$ 17,573	\$ 189,599	\$ 13,819	\$ 553,080
Real Estate:							
Mortgage	78,382	17,191	276,860	13,156	74,290	—	459,879
Construction	25,586	18,799	—	3,846	—	—	48,231
Other	—	27	—	—	—	—	27
Total loans	\$ 139,022	\$ 97,800	\$ 512,112	\$ 34,575	\$ 263,889	\$ 13,819	\$ 1,061,217

(1) The Company did not have any loans with maturities greater than 15 years.

The Company has no concentrations of loans exceeding 10% of total loans, which are not otherwise disclosed in the loan portfolio composition table and as are discussed in Item 8, Note 5, of this report. The Company's primary market niche for banking services is privately held businesses, franchise restaurants, and faith-based ministries.

Loans to commercial entities are generally secured by the business assets of the borrower, including accounts receivable, inventory, machinery and equipment, and the real estate from which the borrower operates. Operating lines of credit to these companies generally are secured by accounts receivable and inventory, with specific percentages of each determined on a customer-by-customer basis based on various factors including the type of business. Intermediate term credit for machinery and equipment is generally provided at some percentage of the value of the equipment purchased, depending on the type of machinery or equipment purchased by the entity. Loans secured exclusively by real estate to businesses and faith-based ministries are generally made with a maximum 80% loan to value ratio, depending upon the Company's estimate of the resale value and ability of the property to generate cash. The Company's loan policy requires an independent appraisal for all loans over \$500,000 secured by real estate. Company management monitors the local economy in an attempt to determine whether it has had a significant deteriorating effect on such real estate loans. When problems are identified, appraised values are updated on a continual basis, either internally or through an updated external appraisal.

Loans decreased \$20.8 million, or 1.9%, to \$1.06 billion at December 31, 2025 as compared to December 31, 2024. Franchise restaurant loans, which are included in commercial and industrial loans, decreased \$22.1 million during 2025. Faith-based loans increased \$3.2 million during 2025. Additional details regarding the types and maturities of loans in the loan portfolio are contained in the tables above and in Item 8, Note 5.

Provision and Allowance for Credit Losses on Loans and Allowance for Unfunded Commitments

The Company recorded a provision for credit losses and off-balance sheet credit exposures of \$348,000 and \$447,000 in 2025 and 2024, respectively. The amount of the provision for credit losses was derived from the Company's CECL model. The amount of the provision will fluctuate as determined by these analyses. The Company had no loan charge-offs or recoveries in 2025 and 2024. The ACL was \$13.6 million at December 31, 2025 compared to \$13.4 million at December 31, 2024. The ACL represented 1.28% and 1.24% of outstanding loans at December 31, 2025 and December 31, 2024, respectively. The allowance for unfunded commitments was \$419,000 at December 31, 2025 and \$273,000 at December 31, 2024. The balance of nonperforming loans outstanding was \$7.0 million at December 31, 2025 and \$0 at December 31, 2024.

The ACL has been established and is maintained to estimate the lifetime credit losses expected in the loan portfolio. An ongoing assessment is performed to determine if the balance is adequate. Charges or credits are made to expense based on changes in the economic forecast, qualitative risk factors, loan volume, and individual loans. For loans that are individually evaluated, the Company uses two impairment measurement methods: 1) the present value of expected future cash flows and 2) collateral values.

Federal and state regulatory agencies review the Company's methodology for maintaining the ACL. These agencies may require the Company to adjust the ACL based on their judgments and interpretations about information available to them at the time of their examinations.

The following schedule summarizes activity in the ACL and the allocation of the allowance to the Company's loan categories.

Summary of Credit Loss Experience

<i>(In thousands)</i>	December 31,				
	2025	2024	2023	2022	2021
Allowance at beginning of year	\$ 13,395	\$ 13,089	\$ 13,539	\$ 12,041	\$ 11,944
Loans charged-off:					
Commercial and industrial	—	—	—	—	—
Real estate (commercial and faith-based):					
Mortgage	—	—	—	—	—
Construction	—	—	—	—	—
Other	—	—	—	—	—
Total loans charged-off	—	—	—	—	—
Recoveries of loans previously charged-off:					
Commercial and industrial	—	—	—	13	12
Real estate (commercial and faith-based):					
Mortgage	—	—	—	—	15
Construction	—	—	—	—	—
Other	—	—	—	—	—
Total recoveries of loans previously charged-off	—	—	—	13	27
Net loans recovered	—	—	—	(13)	(27)
Provision for (release of) credit losses	202	306	(450)	1,485	70
Allowance at end of year	\$ 13,597	\$ 13,395	\$ 13,089	\$ 13,539	\$ 12,041
Allowance for unfunded commitments at beginning of year	\$ 273	\$ 132	\$ 232	\$ 367	\$ 567
Provision for (release of) credit losses	146	141	(100)	(135)	(200)
Allowance for unfunded commitments at end of year	419	273	132	232	367
Loans outstanding:					
Average	\$ 1,103,067	\$ 1,048,732	\$ 1,055,668	\$ 992,004	\$ 887,662
December 31	1,061,217	1,081,989	1,014,318	1,082,906	960,567
Ratio of allowance for credit losses to loans outstanding at December 31	1.28 %	1.24 %	1.29 %	1.25 %	1.25 %
Ratio of net recoveries to average loans outstanding	— %	— %	— %	— %	— %
Allocation of allowance for credit losses ⁽¹⁾ :					
Commercial and industrial	\$ 5,833	\$ 5,897	\$ 5,412	\$ 5,977	\$ 5,035
Real estate (commercial and faith-based):					
Mortgage	7,435	7,281	7,569	7,378	6,714
Construction	329	217	108	184	292
Total	\$ 13,597	\$ 13,395	\$ 13,089	\$ 13,539	\$ 12,041
Percentage of categories to total loans:					
Commercial and industrial	52.1 %	51.7 %	49.1 %	51.9 %	47.6 %
Real estate (commercial and faith-based):					
Mortgage	43.3	45.1	49.3	45.7	48.3
Construction	4.6	3.2	1.6	2.4	4.1
Total	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %

(1) Although specific allocations exist, the entire allowance is available to absorb losses in any particular loan category.

Nonperforming Assets

Nonperforming loans are defined as loans on non-accrual status and loans 90 days or more past due but still accruing. Nonperforming assets include nonperforming loans plus foreclosed real estate. Loans with modifications to borrowers experiencing financial difficulty are not included in nonperforming loans unless they are on non-accrual status or past due 90 days or more.

It is the policy of the Company to continually monitor its loan portfolio and to discontinue the accrual of interest on any loan for which collection is not probable. Subsequent payments received on such loans are applied to principal if collection

[Table of Contents](#)

of principal is not probable; otherwise, these receipts are recorded as interest income. There was no interest income recognized on nonaccrual loans for the years ended 2025 and 2024.

There were three nonaccrual loans with a balance of \$7.0 million at December 31, 2025 and none at December 31, 2024. There were no foreclosed assets at December 31, 2025 or December 31, 2024.

The Company did not have any other interest-earning assets which would have been included in nonaccrual, past due or restructured loans if such assets were loans.

Summary of Nonperforming Assets

<i>(In thousands)</i>	December 31,				
	2025	2024	2023	2022	2021
Commercial and industrial:					
Nonaccrual	\$ 3,770	\$ —	\$ —	\$ 1,150	\$ —
Contractually past due 90 days or more and still accruing	—	—	—	—	—
Real estate – mortgage:					
Nonaccrual	3,222	—	—	—	—
Contractually past due 90 days or more and still accruing	—	—	—	—	—
Total nonperforming loans	\$ 6,992	\$ —	\$ —	\$ 1,150	\$ —
Total foreclosed assets	—	—	—	—	—
Total nonperforming assets	\$ 6,992	\$ —	\$ —	\$ 1,150	\$ —

Operating Expense

Operating expense in 2025 compared to 2024 and 2023 include the following significant pre-tax components:

<i>(In thousands)</i>	December 31,		
	2025	2024	2023
Salaries and commissions	\$ 80,710	\$ 80,371	\$ 76,097
Share-based compensation	4,186	3,052	4,007
Employee profit sharing	6,284	4,452	5,815
Net periodic pension cost	—	4,169	878
Other benefits	18,886	17,293	17,591
Total personnel expense	\$ 110,066	\$ 109,337	\$ 104,388
Occupancy	2,767	2,695	2,799
Equipment	9,917	8,101	6,895
Bad debt (recovery) expense	(2,000)	7,847	—
Amortization of intangible assets	1,172	692	692
Other operating	30,069	29,070	27,731
Total operating expense	\$ 151,991	\$ 157,742	\$ 142,505

Total operating expense decreased 3.6% in 2025 compared to 2024 largely driven by the \$2.0 million bad debt recovery in 2025 compared to a \$7.8 million bad debt expense on a funding receivable related to a facility client in 2024.

Personnel expenses increased \$729,000, or 0.7% in 2025 compared to 2024. Salaries and commissions increased \$339,000, or 0.4%, as a result of the AcuAudit acquisition and merit increases, partially offset by a decrease in average full-time equivalent employees ("FTEs") of 5.4% due to strategic investments in various technology initiatives. Share-based

[Table of Contents](#)

compensation increased \$1.1 million due to the improvement in earnings. Other benefits increased \$1.6 million, or 9.2%, due to higher health insurance costs, partially offset by the decline in average FTEs.

Net periodic pension cost decreased \$4.2 million in 2025 compared to 2024. The Company recorded a one-time non-cash expense of \$3.5 million in the fourth quarter of 2024 related to the termination of its noncontributory defined-benefit pension plan.

Equipment expense increased \$1.8 million, or 22.4%, in 2025 compared to 2024, primarily due to an increase in depreciation expense on software related to recently completed technology initiatives.

The \$480,000 increase in amortization of intangible assets in 2025 compared to 2024 was driven by the AcuAudit acquisition in December 2024.

The \$1.0 million increase in other operating expense for 2025 includes a \$1.1 million restructuring charge primarily related to the consolidation of the Company's non-transportation invoice and payment processing activities into a single Facilities division.

Income Tax Expense

Income tax expense in 2025 totaled \$7.6 million, compared to \$4.9 million in 2024. When measured as a percent of pre-tax income, the Company's effective tax rate was 19.70% and 20.80% in 2025 and 2024, respectively. The decrease in the effective tax rate in 2025 compared to 2024 is reflective of purchases of tax-exempt municipal investment securities during 2025 and the impact of certain tax credits.

Summary of Discontinued Operations

<i>(In thousands except per share data)</i>	For the Years Ended December 31,			% Change	
	2025	2024	2023	2025 v. 2024	2024 v. 2023
Processing fees	\$ 7,630	\$ 15,795	\$ 17,837	(51.7)%	(11.4)%
Financial fees	888	713	646	24.5 %	10.4 %
Other	3,402	1,494	2,059	127.7 %	(27.4)%
Gain on sale of TEM business	3,550	—	—	N/M	N/M
Total revenues	15,470	18,002	20,542	(14.1)%	(12.4)%
Operating expense	10,156	17,229	17,649	(41.1)%	(2.4)%
Income before income tax expense	5,314	773	2,893	587.5 %	(73.3)%
Income tax expense	1,310	163	724	703.7 %	(77.5)%
Net income from discontinued operations	\$ 4,004	\$ 610	\$ 2,169	556.4 %	(71.9)%
Facility transaction volume	259	563	637	(54.0)%	(11.6)%
Facility dollar volume	\$ 501,626	\$ 1,165,831	\$ 1,237,607	(57.0)%	(5.8)%

Net income from discontinued operations for 2025 was \$4.0 million, as compared to \$610,000 in 2024, primarily reflecting a \$3.6 million gain on the sale of the TEM business in June 2025.

Investment Portfolio

Investment securities available-for-sale increased \$242.8 million, or 46.0%, during 2025 to \$770.8 million at December 31, 2025. State and political securities increased \$68.2 million, or 39.7%, to \$240.2 million at December 31, 2025. Mortgage-backed securities increased \$245.4 million to \$478.7 million at December 31, 2025. Corporate bonds decreased \$58.9 million to \$28.9 million at December 31, 2025. The investment portfolio provides the Company with a significant source of earnings, secondary source of liquidity, and mechanisms to manage the effects of changes in loan demand and interest rates. Therefore, the size, asset allocation and maturity distribution of the investment portfolio will vary over time depending on management's assessment of current and future interest rates, changes in loan demand, changes in the Company's sources of funds and the economic outlook. During 2025, the Company purchased investment securities totaling \$435.2 million and sold investment securities totaling \$129.9 million, including the sale of \$34.0 million of

[Table of Contents](#)

corporate bonds in June 2025 to reposition the investment portfolio. The growth in the investment portfolio was primarily due to utilization of cash proceeds from an increase in funding sources.

There was no single issuer of securities in the investment portfolio at December 31, 2025 for which the aggregate amortized cost exceeded 10% of total shareholders' equity.

Investments by Type

<i>(In thousands)</i>	December 31,		
	2025	2024	2023
State and political subdivisions	\$ 240,211	\$ 171,964	\$ 219,035
Mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored enterprises	478,696	233,275	157,799
Corporate bonds	28,896	87,786	102,340
Asset-backed securities issued or guaranteed by U.S. Government agencies or sponsored enterprises	22,969	34,996	39,222
Treasury securities	—	—	108,721
Total investments	\$ 770,772	\$ 528,021	\$ 627,117

Investment Securities by Maturity

(At December 31, 2025)

<i>(In thousands)</i>	Within 1 Year	Over 1 to 5 Years	Over 5 to 10 Years	Over 10 Years	Yield ⁽¹⁾
State and political subdivisions	\$ 5,753	\$ 48,402	\$ 90,494	\$ 95,562	3.37 %
Mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored enterprises	—	179	51,836	426,681	3.87 %
Corporate bonds	—	23,401	5,494	—	1.96 %
Asset-backed securities issued or guaranteed by U.S. Government agencies or sponsored enterprises	—	—	1,380	21,590	4.07 %
Total investments	\$ 5,753	\$ 71,982	\$ 149,204	\$ 543,833	3.65 %
Weighted average yield ⁽¹⁾	4.53 %	2.49 %	2.33 %	4.19 %	3.65 %

⁽¹⁾ Yields are presented on a tax-equivalent basis assuming a tax rate of 21%.

Deposits and Accounts and Drafts Payable

<i>(In thousands)</i>	December 31,		
	2025	2024	2023
Noninterest-bearing demand deposits	\$ 513,434	\$ 251,230	\$ 524,359
Interest-bearing deposits	686,599	716,686	616,455
Total deposits	\$ 1,200,033	\$ 967,916	\$ 1,140,814
Accounts and drafts payable	\$ 1,124,858	\$ 1,129,610	\$ 1,053,269

Total deposits increased \$232.1 million, or 24.0% during 2025 compared to 2024. Noninterest-bearing demand deposits increased \$262.2 million, or 104.4%, to \$513.4 million at December 31, 2025 and interest-bearing deposits decreased \$30.1 million, or 4.2%, to \$686.6 million at December 31, 2025. The increase in total deposits between the periods was driven by timing of customer funds. The average balance of deposits is more indicative of trends period to period.

Accounts and drafts payable generated by the Company in its payment processing operations decreased \$4.8 million, or 0.4%, from the prior year to \$1.12 billion, at December 31, 2025. Due to the Company's payment processing cycle,

[Table of Contents](#)

average balances are much more indicative of the underlying activity than period-end balances since point-in-time comparisons can be misleading if the comparison dates fall on different days of the week. Average accounts and drafts payable increased \$150.3 million, or 14.9%, to \$1.16 billion during 2025. The increase in these balances, which are non-interest bearing, are primarily reflective of the increase in transportation and facility dollar volumes of 0.9%, and 14.7%, respectively.

The composition of average deposits and the average rates paid on those deposits is represented in the table entitled “Distribution of Assets, Liabilities and Shareholders' Equity; Interest Rate and Interest Differential” which is included earlier in this discussion. The Company does not have any significant deposits from foreign depositors.

Maturities of Certificates of Deposit as of December 31, 2025

<i>(In thousands)</i>	\$100 or Less	\$100 to Less Than \$250	\$250 or More	Total
Three months or less	\$ 1,539	\$ 59,672	\$ 12,305	\$ 73,516
Three to six months	636	6,128	9,084	15,848
Six to twelve months	423	2,992	2,999	6,414
Over twelve months	104	742	778	1,624
Total	\$ 2,702	\$ 69,534	\$ 25,166	\$ 97,402

Liquidity

The discipline of liquidity management as practiced by the Company seeks to ensure that funds are available to fulfill all payment obligations relating to invoices processed as they become due and meet depositor withdrawal requests and borrower credit demands while at the same time maximizing profitability. This is accomplished by balancing changes in demand for funds with changes in supply of funds. Primary liquidity to meet demand is provided by short-term liquid assets that can be converted to cash, maturing securities and the ability to obtain funds from external sources. The Company's Asset/Liability Committee (“ALCO”) has direct oversight responsibility for the Company's liquidity position and profile. Management considers both on-balance sheet and off-balance sheet items in its evaluation of liquidity.

The balance of liquid assets consists of cash and cash equivalents, which includes cash and due from banks, interest-bearing deposits in other financial institutions, federal funds sold, and money market funds. These balances totaled \$392.3 million at December 31, 2025, an increase of \$42.5 million, or 12.2%, from December 31, 2024. The increase during 2025 is primarily attributed to an increase in deposits and a decrease in loans, partially offset by increases in securities available-for-sale and accounts and drafts receivable from customers. At December 31, 2025, cash and cash equivalents represented 15.1% of total assets and were the Company's and its subsidiaries' primary source of liquidity to meet future expected and unexpected loan demand, depositor withdrawals or reductions in accounts and drafts payable.

Secondary sources of liquidity include the investment portfolio and borrowing lines. Total investment securities available-for-sale at fair value were \$770.8 million at December 31, 2025, an increase of \$242.8 million, or 46.0%, from December 31, 2024. Investment securities represented 29.6% of total assets at December 31, 2025. Of the total portfolio, 0.9% mature in one year or less, 9.2% mature after one year through five years and 89.9% mature after five years.

As of December 31, 2025, the Bank had unsecured lines of credit at six correspondent banks to purchase federal funds up to a maximum of \$83.0 million in aggregate. As of December 31, 2025, the Bank had secured lines of credit with the Federal Home Loan Bank of \$239.9 million collateralized by commercial mortgage loans. At December 31, 2025, the Company had lines of credit from three banks up to a maximum of \$225.0 million in aggregate collateralized by state and political subdivision securities. There were no amounts outstanding at December 31, 2025 and 2024 under any of the lines of credit.

The deposits of the Company's banking subsidiary have historically been stable, consisting of a sizable volume of core deposits related to customers that utilize many other commercial products of the Bank. The accounts and drafts payable generated by the Company have also historically been a stable source of funds.

Net cash flows provided by operating activities for the years 2025, 2024 and 2023 were \$37.4 million, \$38.9 million, and \$36.9 million, respectively. Net income plus depreciation and amortization accounts for most of the operating cash provided. Net cash flows from investing and financing activities fluctuate greatly as the Company actively manages its

investment and loan portfolios and customer activity influences changes in deposit and accounts and drafts payable balances. Further analysis of the changes in these account balances is discussed earlier in this report. Due to the daily fluctuations in these account balances, management believes that the analysis of changes in average balances, also discussed earlier in this report, can be more indicative of underlying activity than the period-end balances used in the statements of cash flows. Management anticipates that cash and cash equivalents, maturing investments, cash from operations, and borrowing lines will continue to be sufficient to fund the Company's operations and capital expenditures in 2025. The Company estimates that capital expenditures for 2026 should range from \$4.0 million to \$6.0 million. Capital expenditures in 2026 are expected to primarily consist of purchases of equipment and software related to the payment and information processing services business.

Net income plus amortization of intangible assets, net amortization of premium/discount on investment securities and depreciation of premises and equipment was \$43.3 million and \$28.5 million for the years ended December 31, 2025 and December 31, 2024, respectively, an increase of \$14.8 million year over year. The increase was due to the increase in net income of \$15.9 million, an increase in amortization of intangible assets of \$480,000, and an increase in depreciation of \$1.0 million, partially offset by lower net amortization of premium/discount on investment securities of \$2.6 million. The net amortization of premium/discount on investment securities is dependent on the type of securities purchased and changes in the prevailing market interest rate environment.

Other factors impacting the \$1.5 million decrease in net cash provided by operating activities include:

- A decrease in other operating activities, net of \$15.9 million, primarily due to changes in various accounts receivable and payable;
- A decrease in the ASC 718 pension adjustment of \$5.2 million; and
- A decrease in net cash used from discontinued operations of \$3.6 million; partially offset by
- A smaller increase in accounts receivable, representing a positive variance of \$3.5 million; and
- An increase in the current income tax liability of \$4.4 million.

There are several trends and uncertainties that may impact the Company's ability to generate revenues and income at the levels that it has in the past. In addition, these trends and uncertainties may impact available liquidity. Those that could significantly impact the Company include the general levels of interest rates, business activity, freight rates, inflation, and energy costs as well as new business opportunities available to the Company.

As a financial institution, a significant source of the Company's earnings is generated from net interest income. Therefore, the prevailing interest rate environment is important to the Company's performance. A major portion of the Company's funding sources are the noninterest-bearing accounts and drafts payable generated from its payment and information processing services. Accordingly, higher levels of interest rates will generally allow the Company to earn more net interest income. Conversely, a lower interest rate environment will generally tend to depress net interest income. The Company actively manages its balance sheet in an effort to maximize net interest income as the interest rate environment changes. This balance sheet management impacts the mix of earning assets maintained by the Company at any point in time. For example, in a low interest rate environment, short-term relatively lower rate liquid investments may be reduced in favor of longer term relatively higher yielding investments and loans. If the primary source of liquidity is reduced in a low interest rate environment, a greater reliance would be placed on secondary sources of liquidity including borrowing lines, the ability of the Bank to generate deposits, and the investment portfolio to ensure overall liquidity remains at acceptable levels.

The overall level of economic activity can have a significant impact on the Company's ability to generate revenues and income, as the volume and size of customer invoices processed may increase or decrease. Lower levels of economic activity decrease both fee income (as fewer invoices are processed) and balances of accounts and drafts payable generated (as fewer or lower average dollar invoices are processed) from the Company's transportation customers.

The relative level of energy costs can impact the Company's earnings and available liquidity. Lower levels of energy costs will tend to decrease transportation and facility expense invoice amounts resulting in a corresponding decrease in accounts and drafts payable. Decreases in accounts and drafts payable generate lower interest income and reduce liquidity.

New business opportunities are an important component of the Company's strategy to grow earnings and improve performance. Generating new customers allows the Company to leverage existing systems and facilities and grow revenues faster than expenses. During 2025, new business was added in both the transportation and facility expense management operations, driven by both successful marketing efforts and the solid market leadership position held by Cass.

Capital Resources

One of management's primary objectives is to maintain a strong capital base to warrant the confidence of customers, shareholders, and bank regulatory agencies. A strong capital base is needed to take advantage of profitable growth opportunities that arise and to provide assurance to depositors and creditors. The Company and its banking subsidiary continue to exceed all regulatory capital requirements, as evidenced by the capital ratios at December 31, 2025 as shown in Item 8, Note 3 of this report.

Cash dividends paid were \$16.5 million for both 2025 and 2024.

Shareholders' equity was \$243.0 million, or 9.3% of total assets, at December 31, 2025, an increase of \$14.0 million as compared to December 31, 2024. The increase was primarily a result of net income of \$35.1 million and the decrease in accumulated other comprehensive loss of \$18.4 million, partially offset by the payment of cash dividends of \$16.5 million, and the repurchase of treasury shares of \$26.0 million.

Dividends from the Bank are a source of funds for payment of dividends by the Company to its shareholders. The only restrictions on dividends are those dictated by regulatory capital requirements, state corporate laws and prudent and sound banking principles. During 2025, the Bank paid dividends of \$20.0 million to the Company. As of December 31, 2025, unappropriated retained earnings of \$31.1 million were available at the Bank for the declaration of dividends to the Company without prior approval from regulatory authorities.

The Company maintains a treasury stock buyback program approved by the Board of Directors in November 2025 pursuant to which the Board of Directors has authorized the repurchase of up to 1,000,000 shares of the Company's common stock and has no expiration date. A total of 874,970 shares remain under the buyback program at December 31, 2025.

The Company repurchased a total of 617,415 shares at an aggregate cost of \$26.0 million during the year ended December 31, 2025 and 167,455 shares at an aggregate cost of \$7.2 million during the year ended December 31, 2024. A portion of the repurchased shares may be used for the Company's employee benefit plans and the balance will be available for other general corporate purposes. The pace of future repurchase activity will depend on factors such as levels of regulatory capital, cash generation from operations, cash requirements for investments, repayment of debt, current stock price, business and market conditions, and other factors. The Company may repurchase shares from time to time on the open market or in private transactions, including structured transactions. The stock repurchase program may be modified or discontinued at any time.

Impact of Inflation

Inflation could have the impact of increasing the Company's operating expenses, such as compensation expense. Inflationary pressures may also have an impact on total assets, earnings and capital, which could impact the Company's ability to grow. An increase in total assets could have the impact of decreasing regulatory capital ratios if earnings and total regulatory capital do not increase at the same rate.

As a result of rising inflation, the Federal Reserve increased the Federal Funds rate throughout 2023 and 2024. The increase in the Federal Funds rate contributed to the increase in the Company's net interest margin to 3.83% in 2025 from 3.42% in 2024 and 3.25% in 2023, therefore positively impacting net interest income. The Federal Reserve began to decrease the Federal Funds rate during the last four months of 2024 by a cumulative 100 basis points and by another 75 basis points during the last four months of 2025. Further decreases in the Federal Funds rate resulting from softening inflation or other reasons could negatively impact the Company's net interest margin and income in 2026.

Critical Accounting Policies

The Company has prepared the consolidated financial statements in this report in accordance with the FASB Accounting Standards Codification ("ASC"). In preparing the consolidated financial statements, management makes estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. These estimates have been generally accurate in the past, have been consistent and have not required any material changes. There can be no assurances that actual results will not differ from those estimates. A summary of significant accounting policies and a summary of recent accounting pronouncements applicable to the Company's Consolidated Financial Statements are included in Item 8, "Financial Statements and Supplementary Data—Note 1."

The accounting policy that requires significant management estimates and is deemed critical to the Company's results of operations or financial position has been discussed with the Audit and Risk Committee of the Board of Directors and is described below.

Allowance for Credit Losses. The Company performs periodic and systematic detailed reviews of its loan portfolio to determine management's estimate of the lifetime expected credit losses. The process combines many factors: economic factors, historical credit loss experience, of both the Company and similar peer banks, loan portfolio growth and concentrations, asset quality, and other qualitative and quantitative factors which could affect future credit loss. Given the Company's recent historical loss experience, the impact of the qualitative risk factors related to the collective ACL is a substantial percentage of the overall ACL. Because current economic conditions and forecasts can change and future events are inherently difficult to predict, the anticipated amount of estimated credit losses, and therefore the appropriateness of the ACL, could change significantly. It is difficult to estimate how potential changes in any one economic factor or input might affect the overall allowance because a wide variety of factors and inputs are considered in estimating the ACL and changes in those factors and inputs considered may not occur at the same rate and may not be consistent across all loan types. Additionally, changes in factors and inputs may be directionally inconsistent, such that improvement in one factor may offset deterioration in others. Various regulatory agencies, as an integral part of the examination process, periodically review the ACL. Such agencies may require the Company to recognize additions to the ACL or reserve increases to adversely graded classified loans based on information available to them at the time of their examinations. The Company believes the level of ACL is appropriate. These policies affect both segments of the Company. The impact and associated risks related to these policies on the Company's business operations are discussed in Note 1 "Summary of Significant Accounting Policies" and Note 5 "Loans," as well as the "Provision and Allowance for Credit Losses and Allowance for Unfunded Commitments" section of this report.

Commitments, Contractual Obligations and Off-Balance Sheet Arrangements

In the normal course of business, the Company is party to activities that involve credit, market and operational risk that are not reflected in whole or in part in the Company's consolidated financial statements. Such activities include traditional off-balance sheet credit-related financial instruments. These financial instruments include commitments to extend credit, commercial letters of credit and standby letters of credit. The Company's maximum potential exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit, commercial letters of credit and standby letters of credit is represented by the contractual amounts of those instruments. At December 31, 2025, an allowance for unfunded commitments of \$419,000 had been recorded. See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Provision and Allowance for Credit Losses and Unfunded Commitments."

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commercial and standby letters of credit are commitments issued by the Company or its subsidiaries to guarantee the performance of a customer to a third party. These off-balance sheet financial instruments generally have fixed expiration dates or other termination clauses and may require payment of a fee. At December 31, 2025, the balance of loan commitments, standby and commercial letters of credit were \$172.7 million, \$12.8 million and \$782,000, respectively. Since some of the financial instruments may expire without being drawn upon, the total amounts do not necessarily represent future cash requirements. Commitments to extend credit and letters of credit are subject to the same underwriting standards as those financial instruments included on the consolidated balance sheets. The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary upon extension of the credit, is based on management's credit evaluation of the borrower. Collateral held varies, but is generally accounts receivable, inventory, residential or income-producing commercial property or equipment. In the event of nonperformance, the Company or its subsidiaries may obtain and liquidate the collateral to recover amounts paid under its guarantees on these financial instruments. See Note 15 "Disclosures about Fair Value of Financial Instruments" for more information.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Sensitivity

The Company faces market risk to the extent that its net interest income is affected by changes in market interest rates. The asset/liability management discipline as applied by the Company seeks to limit the volatility, to the extent possible, that can result from changes in market interest rates. This is accomplished by limiting the concentration of maturities of fixed rate

investments, loans, and deposits; matching fixed rate assets and liabilities to the extent possible; and optimizing the mix of fees and net interest income. However, the Company's asset/liability position often differs from other financial holding companies with positive cumulative "gaps." This asset sensitive position is caused primarily by the operations of the Company, which generate large balances of accounts and drafts payable. These balances, which are noninterest-bearing, can cause the Company to become susceptible to changes in interest rates, with a decreasing net interest margin in periods of declining interest rates and an increasing net interest margin in periods of rising interest rates.

The Company's ALCO measures the Company's interest rate risk sensitivity on a quarterly basis to monitor and manage the variability of earnings in various interest rate environments. The ALCO evaluates the Company's risk position to determine whether the level of exposure is significant enough to hedge a potential decline in earnings or whether the Company can safely increase risk to enhance returns. The ALCO uses gap reports, 12-month net interest income simulations, and fair market value of equity analyses as its main analytical tools to provide management with insight into the Company's exposure to changing interest rates.

Management uses a gap report to review any significant mismatch between the re-pricing points of the Company's rate sensitive assets and liabilities in certain time horizons. A negative gap indicates that more liabilities re-price in that particular time frame and, if rates rise, these liabilities will re-price faster than the assets. A positive gap would indicate the opposite. Gap reports can be misleading in that they capture only the re-pricing timing within the balance sheet and fail to capture other significant risks such as basis risk and embedded options risk. Basis risk involves the potential for the spread relationship between rates to change under different rate environments and embedded options risk relates to the potential for the alteration of the level and/or timing of cash flows given changes in rates.

Another measurement tool used by management is net interest income simulation, which forecasts net interest income during the coming 12 months under different interest rate scenarios. Management has set policy limits specifying acceptable levels of interest rate risk given multiple simulated rate movements. These simulations are more informative than gap reports because they are able to capture more of the dynamics within the balance sheet, such as basis risk and embedded options risk. A table containing simulation results as of December 31, 2025, from an immediate and sustained parallel change in interest rates in three varying scenarios is shown below.

While net interest income simulations do an adequate job of capturing interest rate risk to short term earnings, they do not capture risk within the current balance sheet beyond 12 months. The Company uses fair market value of equity analyses to help identify longer-term risk that may reside on the current balance sheet. The fair market value of equity is represented by the present value of all future income streams generated by the current balance sheet. The Company measures the fair market value of equity as the net present value of all asset and liability cash flows discounted at forward rates suggested by the current U.S. Treasury curve plus appropriate credit spreads. This representation of the change in the fair market value of equity under different rate scenarios gives insight into the magnitude of risk to future earnings due to rate changes. Management has set policy limits relating to declines in the market value of equity.

The table below illustrates the projected impact of interest rate shocks on net interest income as of December 31, 2025:

Change in Interest Rates	% Change in Net Interest Income
+300 basis points	10.7%
+200 basis points	7.6
+100 basis points	3.7
Flat rates	—
-100 basis points	(2.5)
-200 basis points	(6.1)
-300 basis points	(10.6)%

The Company is generally asset sensitive as average interest-earning assets of \$2.15 billion for 2025 greatly exceeded average interest-bearing liabilities of \$617.3 million. The table above on the projected impact of interest rate shocks results from a static balance sheet at December 31, 2025.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

**CASS INFORMATION SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS**

<i>(In thousands except share and per share data)</i>	December 31,	
	2025	2024
Assets		
Cash and due from banks	\$ 26,129	\$ 19,328
Short-term investments	366,139	330,400
Cash and cash equivalents	392,268	349,728
Investment securities available-for-sale, at fair value	770,772	528,021
Loans	1,061,217	1,081,989
Less allowance for credit losses	13,597	13,395
Loans, net	1,047,620	1,068,594
Payments in advance of funding	164,514	208,530
Premises and equipment, net	29,449	30,576
Investments in bank-owned life insurance	52,195	50,325
Goodwill	16,164	16,333
Other intangible assets, net	3,728	4,914
Accounts and drafts receivable from customers	69,425	55,906
Other assets	59,889	67,741
Assets of discontinued operations	—	14,413
Total assets	\$ 2,606,024	\$ 2,395,081
Liabilities and Shareholders' Equity		
Liabilities:		
Deposits		
Noninterest-bearing	\$ 513,434	\$ 251,230
Interest-bearing	686,599	716,686
Total deposits	1,200,033	967,916
Accounts and drafts payable	1,124,858	1,129,610
Other liabilities	38,135	46,211
Liabilities of discontinued operations	—	22,314
Total liabilities	2,363,026	2,166,051
Shareholders' Equity:		
Preferred stock, par value \$0.50 per share; 2,000,000 shares authorized and no shares issued	—	—
Common stock, par value \$0.50 per share; 40,000,000 shares authorized; 15,505,772 shares issued at December 31, 2025 and 2024; 12,917,637 and 13,504,104 shares outstanding at December 31, 2025 and 2024, respectively.	7,753	7,753
Additional paid-in capital	207,052	205,593
Retained earnings	167,092	148,487
Common shares in treasury, at cost (2,588,135 shares at December 31, 2025 and 2,001,668 shares at December 31, 2024, respectively)	(112,148)	(87,615)
Accumulated other comprehensive loss	(26,751)	(45,188)
Total shareholders' equity	242,998	229,030
Total liabilities and shareholders' equity	\$ 2,606,024	\$ 2,395,081

See accompanying notes to consolidated financial statements.

CASS INFORMATION SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

For the Years Ended December 31,

<i>(In thousands except per share data)</i>	For the Years Ended December 31,		
	2025	2024	2023
Fee Revenue and Other Income:			
Processing fees	\$ 66,129	\$ 66,061	\$ 59,670
Financial fees	40,398	42,584	45,339
Loss on sale of investment securities	(3,534)	(45)	(173)
Other	6,865	5,247	5,089
Total fee revenue and other income	109,858	113,847	109,925
Interest Income:			
Interest and fees on loans	62,340	55,362	50,825
Interest and dividends on investment securities:			
Taxable	17,328	13,422	14,118
Exempt from federal income taxes	4,064	3,509	4,097
Interest on federal funds sold and other short-term investments	13,834	15,752	13,720
Total interest income	97,566	88,045	82,760
Interest Expense:			
Interest on deposits	16,318	20,258	16,150
Interest on short-term borrowings	8	—	116
Total interest expense	16,326	20,258	16,266
Net interest income	81,240	67,787	66,494
Provision for (release of) credit losses	348	447	(550)
Net interest income after provision for (release of) credit losses	80,892	67,340	67,044
Total net revenue	190,750	181,187	176,969
Operating Expense:			
Salaries and commissions	80,710	80,371	76,097
Share-based compensation	4,186	3,052	4,007
Employee profit sharing	6,284	4,452	5,815
Net periodic pension cost	—	4,169	878
Other benefits	18,886	17,293	17,591
Total personnel expenses	110,066	109,337	104,388
Occupancy	2,767	2,695	2,799
Equipment	9,917	8,101	6,895
Bad debt (recovery) expense	(2,000)	7,847	—
Amortization of intangible assets	1,172	692	692
Other operating expense	30,069	29,070	27,731
Total operating expense	151,991	157,742	142,505
Income from continuing operations, before income tax expense	38,759	23,445	34,464
Income tax expense	7,647	4,887	6,574
Net income from continuing operations	31,112	18,558	27,890
Income from discontinued operations, net of tax	4,004	610	2,169
Net income	\$ 35,116	\$ 19,168	\$ 30,059
Basic earnings per share from continuing operations	\$ 2.36	\$ 1.37	\$ 2.06
Basic earnings per share from discontinued operations	0.30	0.05	0.16
Basic earnings per share	\$ 2.66	\$ 1.42	\$ 2.22
Diluted earnings per share from continuing operations	\$ 2.31	\$ 1.35	\$ 2.02
Diluted earnings per share from discontinued operations	0.30	0.04	0.16
Diluted earnings per share	\$ 2.61	\$ 1.39	\$ 2.18

See accompanying notes to consolidated financial statements.

CASS INFORMATION SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

<i>(In thousands)</i>	For the Years Ended December 31,		
	2025	2024	2023
Comprehensive Income:			
Net income	\$ 35,116	\$ 19,168	\$ 30,059
Other comprehensive income:			
Net unrealized gain (loss) on securities available-for-sale	21,419	(1,931)	12,605
Tax effect	(5,099)	459	(3,000)
Reclassification adjustments for losses included in net income	3,534	45	173
Tax effect	(841)	(10)	(41)
ASC 715 pension adjustment	—	5,191	2,550
Tax effect	—	(1,235)	(607)
Foreign currency translation adjustments, net of tax	(576)	(238)	172
Other comprehensive income	18,437	2,281	11,852
Total comprehensive income	\$ 53,553	\$ 21,449	\$ 41,911

See accompanying notes to consolidated financial statements.

CASS INFORMATION SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended December 31,

<i>(In thousands)</i>	2025	2024	2023
Cash Flows From Operating Activities:			
Net Income	\$ 35,116	\$ 19,168	\$ 30,059
Less: net income from discontinued operations	4,004	610	2,169
Net income from continuing operations	\$ 31,112	\$ 18,558	\$ 27,890
Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization of intangible assets	1,172	692	692
Net amortization of premium/discount on investment securities	974	3,591	4,472
Depreciation	6,029	5,033	3,954
Loss on sales of securities	3,534	45	173
Share-based compensation expense	4,186	3,052	4,007
Provision for (release of) credit losses	348	447	(550)
Increase in bank-owned life insurance	(1,870)	(1,165)	(1,161)
Increase (decrease) in current income tax liability	4,256	(192)	(1,766)
ASC 715 pension adjustment, net of tax	—	5,191	806
Increase in accounts receivable	(322)	(3,830)	(3,082)
Other operating activities, net	(10,611)	5,322	(49)
Net cash provided by operating activities - continuing operations	38,808	36,744	35,386
Net cash (used in) provided by operating activities - discontinued operations	(1,371)	2,205	1,551
Net cash provided by operating activities	37,437	38,949	36,937
Cash Flows From Investing Activities:			
Proceeds from sales of securities available-for-sale	129,857	60,126	111,583
Proceeds from maturities of securities available-for-sale	83,075	153,192	39,233
Purchases of securities available-for-sale	(435,237)	(119,744)	(15,332)
Net decrease (increase) in loans	20,772	(67,671)	68,588
Proceeds from sale of TEM business	18,000	—	—
Decrease (increase) in payments in advance of funding	44,016	(9,669)	94,914
Purchases of premises and equipment, net	(5,663)	(8,512)	(11,938)
Asset acquisition	—	(2,954)	—
Net cash (used in) provided by investing activities - continuing operations	(145,180)	4,768	287,048
Net cash used in investing activities - discontinued operations	(99)	(817)	(2,386)
Net cash (used in) provided by investing activities	(145,279)	3,951	284,662
Cash Flows From Financing Activities:			
Net increase (decrease) in noninterest-bearing demand deposits	262,204	(273,129)	(118,398)
Net (decrease) increase in interest-bearing demand and savings deposits	(46,025)	95,489	(34,106)
Net increase in time deposits	15,938	4,742	36,101
Net (increase) decrease in accounts and drafts receivable from customers	(13,519)	54,746	(14,872)
Net (decrease) increase in accounts and drafts payable	(4,753)	76,341	5,407
Cash dividends paid	(16,511)	(16,463)	(15,959)
Purchase of common shares for treasury	(25,988)	(7,248)	(5,773)
Other financing activities, net	(1,299)	(1,684)	(834)
Net cash provided by (used in) financing activities - continuing operations	170,047	(67,206)	(148,434)
Net cash (used in) provided by financing activities - discontinued operations	(19,665)	1,566	(1,639)
Net cash provided by (used in) financing activities	150,382	(65,640)	(150,073)
Net increase (decrease) in cash and cash equivalents	42,540	(22,740)	171,526
Cash and cash equivalents at beginning of year	349,728	372,468	200,942
Cash and cash equivalents at end of year	\$ 392,268	\$ 349,728	\$ 372,468
Supplemental cash flow information:			
Cash paid for interest	\$ 16,386	\$ 20,227	\$ 15,697
Cash paid for income taxes	5,136	5,509	9,300
Supplemental noncash disclosures:			
Contingent consideration for asset acquisition	\$ —	\$ 3,500	\$ —

See accompanying notes to consolidated financial statements.

CASS INFORMATION SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

<i>(In thousands except per share data)</i>	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Loss	Total
Balance, December 31, 2022	\$ 7,753	\$ 207,422	\$ 131,682	\$ (81,211)	\$ (59,321)	\$ 206,325
Net income			30,059			30,059
Cash dividends (\$1.17 per share)			(15,959)			(15,959)
Issuance of 84,366 common shares pursuant to share-based compensation plan, net		(3,334)		2,616		(718)
Exercise of SARs		(238)		122		(116)
Share-based compensation expense		4,157		(18)		4,139
Purchase of 150,541 common shares				(5,773)		(5,773)
Other comprehensive income					11,852	11,852
Balance, December 31, 2023	\$ 7,753	\$ 208,007	\$ 145,782	\$ (84,264)	\$ (47,469)	\$ 229,809
Net income			19,168			19,168
Cash dividends (\$1.21 per share)			(16,463)			(16,463)
Issuance of 126,336 common shares pursuant to share-based compensation plan, net		(5,613)		3,929		(1,684)
Share-based compensation expense		3,199		(32)		3,167
Purchase of 167,455 common shares				(7,248)		(7,248)
Other comprehensive income					2,281	2,281
Balance, December 31, 2024	\$ 7,753	\$ 205,593	\$ 148,487	\$ (87,615)	\$ (45,188)	\$ 229,030
Net income			35,116			35,116
Cash dividends (\$1.25 per share)			(16,511)			(16,511)
Issuance of 122,127 common shares pursuant to share-based compensation plan, net		(2,862)		1,563		(1,299)
Share-based compensation expense		4,321		(108)		4,213
Purchase of 617,415 common shares				(25,988)		(25,988)
Other comprehensive income					18,437	18,437
Balance, December 31, 2025	\$ 7,753	\$ 207,052	\$ 167,092	\$ (112,148)	\$ (26,751)	\$ 242,998

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1

Summary of Significant Accounting Policies

Summary of Operations The Company provides payment and information services, which include processing and payment of transportation, energy, telecommunications and environmental invoices. These services include the acquisition and management of data, information delivery and financial exchange. The consolidated balance sheet captions, "Accounts and drafts payable" and "Payments in advance of funding," represent the Company's resulting financial position related to the payment services that are performed for customers. The Company also provides a full range of banking services to individual, corporate and institutional customers through the Bank, its wholly owned bank subsidiary.

Basis of Presentation The accounting and reporting policies of the Company and its subsidiaries conform to U.S. GAAP. The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries after elimination of intercompany transactions. Certain amounts in the 2024 and 2023 consolidated financial statements have been reclassified to conform to the 2025 presentation. Such reclassifications have no effect on previously reported net income or shareholders' equity.

Financial results have been presented on a continuing operations basis for all periods shown, unless otherwise indicated. As such, amounts related to components of the business that meet the criteria for classification as discontinued operations have been excluded from continuing operations and reported separately. Additional information regarding the Company's discontinued operations for the years ended 2025 and 2024, including the nature of the divestitures and their impact on the consolidated financial statements, is provided in Note 2 to the consolidated financial statements.

Use of Estimates The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include the useful lives of fixed assets; allowance for credit losses; the valuation of deferred tax assets, fixed assets, investments, lease liabilities and right-of-use assets, and share-based compensation; and reserves for employee benefit obligations, income tax uncertainties, and other contingencies.

Cash and Cash Equivalents For purposes of the consolidated statements of cash flows, the Company considers cash and due from banks, interest-bearing deposits in other financial institutions, and federal funds sold and other short-term investments to be cash and cash equivalents.

Investment Securities The Company classifies its investment securities as available-for-sale. Securities classified as available-for-sale are carried at fair value. Unrealized gains and losses, net of the related tax effect, are excluded from earnings and reported in accumulated other comprehensive income, a component of shareholders' equity. Securities are periodically evaluated for credit losses in accordance with the guidance provided in FASB ASC Topic 326, *Financial Instruments – Credit Losses* ("ASC 326").

For available for sale investment securities in an unrealized loss position, the entire loss in fair value is required to be recognized in current earnings if the Company intends to sell the securities or believes it is more likely than not that it will be required to sell the security before the anticipated recovery. If neither condition is met, and the Company does not expect to recover the amortized cost basis, the Company determines whether the decline in fair value resulted from credit losses or other factors. If the assessment indicates that a credit loss exists, the present value of cash flows expected to be collected is compared to the amortized cost basis of the security. If the present value of cash flows expected to be collected is less than the amortized cost basis, a credit loss has occurred, and an allowance for credit losses is recorded. The allowance for credit losses is limited by the amount that the fair value is less than the amortized cost basis. Any impairment not recorded through the provision for credit losses would be recognized in other comprehensive income.

Changes in the allowance for credit losses would be recorded as a provision for credit losses on the consolidated statements of income. Losses would be charged against the allowance for credit losses on securities when management believes the uncollectibility of an available-for-sale security is confirmed or when either of the conditions regarding intent or requirement to sell is met.

Premiums and discounts are amortized or accreted to interest income over the expected lives of the respective securities using the level-yield method. Interest income is recognized when earned. Gains and losses are calculated using the specific identification method.

Loans Interest on loans is recognized based upon the principal amounts outstanding. It is the Company's policy to discontinue the accrual of interest when there is reasonable doubt as to the collectability of principal or interest. Subsequent payments received on such loans are applied to principal if there is any doubt as to the collectability of such principal; otherwise, these receipts are recorded as interest income. The accrual of interest on a loan is resumed when the loan is current as to payment of both principal and interest and/or the borrower demonstrates the ability to pay and remain current. Loan origination and commitment fees on originated loans, net of certain direct loan origination costs, are deferred and amortized to interest income using the level-yield method over the estimated lives of the related loans.

Allowance for Credit Losses The ACL is increased by provisions charged to expense and is available to absorb charge-offs, net of recoveries. Management utilizes a systematic, documented approach in determining the appropriate level of the ACL. Management's approach provides for estimated current expected credit losses on loans in accordance with ASC 326. These estimates are based upon a number of factors, such as payment history, financial condition of the borrower, expected future cash flows and collateral exposure.

The ACL is a valuation account that is deducted from the amortized cost basis to present the net amount expected to be collected on the loans. Loans are charged off against the ACL when management believes the uncollectibility of a loan balance is confirmed. Expected recoveries for amounts previously charged off and expected to be charged off do not exceed the aggregate of amounts previously charged off and expected to be charged off.

Management estimated the allowance balance using relevant available information from internal and external sources, relating to past events, current conditions and reasonable and supportable forecasts based on economic factors, such as GDP. Historical credit loss experience, of both the Company and similar peer banks, provides the basis for the estimation of expected credit losses. Adjustments to historical loss information are made for concentration risk, asset quality trends, borrower's ability to pay, collateral, and other environmental factors. The ACL is measured on a collective pool basis when similar risk characteristics exist. Management believes the ACL is adequate to absorb expected losses in the loan portfolio.

Loans

The Company has identified the following portfolio segments:

Commercial & Industrial ("C&I") – C&I loans consist of loans to small and medium-sized businesses in a wide variety of industries, franchise lending, and equipment financing to companies of all sizes. These loans are generally collateralized by inventory, accounts receivable, equipment, and other commercial assets, and may be supported by other credit enhancements such as personal guarantees. Risk arises primarily due to a difference between expected and actual cash flows of the borrower. However, the recoverability of these loans is also dependent on other factors primarily dictated by the type of collateral securing these loans. The fair value of the collateral securing these loans may fluctuate as market conditions change. Included within C&I are revolving loans supported by borrowing bases that fluctuate depending on the amount of underlying collateral.

Commercial Real Estate ("CRE") – CRE loans include various types of loans for which the Company holds real property as collateral. Commercial real estate lending activity is typically restricted to owner-occupied properties or to investor properties that are owned by customers with a current banking relationship. The primary risks of CRE loans include the borrower's inability to pay and material decreases in the value of the real estate being held as collateral.

Faith-based CRE – Faith-based CRE loans include loans to faith-based ministries for which the Company holds real property as collateral. The primary risks of faith-based CRE loans include the borrower's inability to pay and material decreases in the value of the real estate being held as collateral.

Construction and Land Development – The Company originates loans to finance construction projects including faith-based and commercial projects. Construction loans are generally collateralized by first liens on the real estate and have floating interest rates. The primary risks of construction loans are construction completion and timing risk. Adverse economic conditions may negatively impact the borrowers' ability to complete the project. Additionally, the fair value of the underlying collateral may fluctuate as market conditions change.

[Table of Contents](#)

The ACL is calculated as the difference between the amortized cost basis of the loan portfolio and the projections from the weighted-average remaining maturity ("WARM") model that the Company developed. The WARM model utilizes an attrition analysis, including events such as payoffs, matured loans, and renewals in the borrowers' control, to anticipate the length of time it would take for each portfolio segment to runoff. Management incorporates a one-year GDP forecast and an immediate reversion to peer historical loss rates to determine the annual charge off rates over the estimated life of the loans. After the reasonable and supportable forecast period, the model reverts to long-run /historical average loss rates of its peers. However, for the faith-based CRE ACL, loss rates are determined using the Company's long-run historical averages, as this loan segment is unique to the Company and does not represent a more than nominal percentage of peer loan portfolios. The economic forecast is based on management's assessment of the length and pattern of the current economic cycle. The resulting annual charge off rate determined for each year in the WARM model is applied to the loan balances estimated in the attrition analysis.

Additionally, the ACL calculation includes subjective adjustments for qualitative risk factors that are likely to cause estimated credit losses to differ from historical experience. These qualitative adjustments may increase or reduce reserve levels and include adjustments for lending management experience and risk tolerance, value of underlying collateral, loan review and audit results, asset quality and portfolio trends, loan portfolio growth and loan concentrations. The Company has elected to exclude accrued interest receivable ("AIR") from the allowance for credit losses calculation. When a loan is placed on non-accrual, any recorded AIR is reversed against interest income.

The determination and application of the ACL accounting policy involves judgments, estimates, and uncertainties that are subject to change. Changes in these assumptions, estimates or the conditions surrounding them may have a material impact on the Company's financial condition, liquidity or results of operations. Various regulatory agencies, as an integral part of the examination process, periodically review the ACL. Such agencies may require the Company to recognize additions to the ACL or reserve increases to adversely graded classified loans based on information available to them at the time of their examinations.

The ACL is decreased by net charge-offs and is increased by provisions for credit losses that are charged to the consolidated statements of operations. Charge-offs, if any, are typically measured for each loan based on a thorough analysis of the most probable source of repayment, such as the present value of the loan's expected future cash flows, the loan's estimated fair value, or the estimated fair value of the underlying collateral less costs of disposition for collateral-dependent loans. When it is determined that specific loans, or portions thereof, are uncollectible, these amounts are charged off against the ACL.

Unfunded loan commitments

In addition to the ACL for funded loans, the Company maintains reserves to cover the risk of loss associated with off-balance sheet unfunded loan commitments. The allowance for off-balance sheet credit losses is maintained within other liabilities in the statements of financial condition. Under the CECL framework, adjustments to this liability are recorded as provision for credit losses in the consolidated statements of operations. Unfunded loan commitment balances are evaluated by loan segment. In order to establish the required level of reserve, the Company applies average historical utilization rates and ACL loan model loss rates for each loan segment to the outstanding unfunded commitment balances.

Investment securities

Management evaluates all investments in an unrealized loss position on a quarterly basis, and more frequently when economic or market conditions warrant such evaluation. If the Company has the intent to sell the security or it is more likely than not that the Company will be required to sell the security, the security is written down to fair value and the entire loss is recorded in earnings. If either of the above criteria is not met, the Company will evaluate whether the decline in fair value is the result of credit losses or other factors. In making the assessment, the Company may consider various factors including the extent to which fair value is less than amortized cost, performance on any underlying collateral, downgrades in the ratings of the security by a rating agency, the failure of the issuer to make scheduled interest or principal payments and adverse conditions specifically related to the security. If the assessment indicates that a credit loss exists, the present value of cash flows expected to be collected is compared to the amortized cost basis of the security and any excess is recorded as an allowance for credit loss. For U.S. agency-backed securities where the risk of nonpayment of the amortized cost basis is zero, the Company will not measure expected credit losses on these securities. When the loss is not considered a result of credit loss, the cost basis of the security is written down to fair value, with the loss charge recognized in AOCI. Credit losses are not estimated for AIR from investment securities as interest deemed uncollectible is written off through interest income.

Individually Evaluated Loans A loan is considered individually evaluated when it is probable that a creditor will be unable to collect all amounts due, both principal and interest, according to the contractual terms of the loan agreement. Individually evaluated loans are generally measured based on the expected future cash flows and discounted at the loan's effective interest rate. Alternatively, reference to an observable market price could be used to individually evaluate loans, if one exists, or the fair value of the collateral for a collateral-dependent loan. Regardless of the historical measurement method used, the Company measures individually evaluated loans based on the fair value of the collateral when the Company determines foreclosure is probable. The Company uses its methods as discussed above for recognizing interest on individually evaluated loans.

Foreclosed Assets Real estate acquired as a result of foreclosure is initially recorded at fair value less estimated selling costs. Fair value is generally determined through the receipt of appraisals. Any write down to fair value at the time the property is acquired is recorded as a charge-off to the allowance for credit losses. Any decline in the fair value of the property subsequent to acquisition is recorded as a charge to non-interest expense.

Premises and Equipment Premises and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is computed over the estimated useful lives of the assets, or the respective lease terms for leasehold improvements, using straight-line and accelerated methods. Estimated useful lives do not exceed 40 years for buildings, the lesser of 10 years or the life of the lease for leasehold improvements and range from 3 to 7 years for software, equipment, furniture and fixtures. Maintenance and repairs are charged to expense as incurred.

Goodwill and Intangible Assets Goodwill and intangible assets have resulted from the excess purchase price over the estimated fair value of net assets acquired in a business combination. Goodwill and intangible assets with indefinite useful lives are not amortized, but instead are tested for impairment at least annually. Intangible assets with finite useful lives are amortized on a straight-line basis over their respective estimated useful lives.

Periodically, the Company reviews finite intangible assets for events or changes in circumstances that may indicate that the carrying amount of the assets may not be recoverable. Based on those reviews, adjustments of recorded amounts have not been required.

Non-marketable Equity Investments The Company accounts for non-marketable equity investments, in which it holds less than a 20% ownership, as equity investments without readily determinable fair values. As a result, the carrying value of the investment is determined under the measurement alternative of cost, less impairment (if any), adjusted for fair value changes when observable prices are available. The Company periodically evaluates for impairment of these investments. In performing this evaluation, the Company considers various factors including the investee's financial condition, results of operations, operating trends and other financial ratios. Non-marketable equity investments are included in other assets on the consolidated balance sheets.

Treasury Stock Purchases of the Company's common stock are recorded at cost. Upon reissuance, treasury stock is reduced based upon the average cost basis of shares held.

Comprehensive Income Comprehensive income consists of net income, changes in net unrealized gains (losses) on available-for-sale investment securities and pension liability adjustments and is presented in the accompanying consolidated statements of shareholders' equity and consolidated statements of comprehensive income.

Processing Fees A majority of the Company's fee revenue is attributable to providing services related to processing and payment of invoices. These services include invoice processing, transportation invoice rating, payment processing and services, auditing, and the generation of accounting and transportation information. The Company also processes, pays and generates management information from electric, gas, telecommunications, environmental, and other invoices. The specific payment and information processing services provided to each customer are developed individually to meet each customer's specific requirements. The Company enters into service agreements with customers typically for fixed fees per transaction that are invoiced monthly. Revenues are recognized in the period services are rendered and earned under the service agreements, as long as collection is reasonably assured.

Financial fees The Company earns fees on a transaction level basis for invoice payment services when making customer payments. Fees are recognized at the point in time when the payment transactions are made, which is when the performance obligation is satisfied.

Income Taxes Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. Deferred tax assets are reduced if necessary, by a deferred tax asset valuation allowance. In the event that management determines it is more likely than not that it will not be able to realize all or part of net deferred tax assets in the future, the Company adjusts the recorded value of deferred tax assets, which would result in a direct charge to income tax expense in the period that such determination is made. Likewise, the Company will reverse the valuation allowance when realization of the deferred tax asset is expected. 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. The Company and its subsidiaries file U.S. federal and certain state income tax returns on a consolidated basis. In addition, certain state jurisdictions are filed on a separate company basis by the Company or its subsidiaries.

The Company recognizes and measures income tax benefits using a two-step model: 1) a tax position must be more likely than not to be sustained based solely on its technical merits in order to be recognized; and 2) the benefit must be measured as the largest dollar amount of that position that is more likely than not to be sustained upon settlement. The difference between the benefit recognized for a tax position in this model and the tax benefit claimed on a tax return is treated as an unrecognized tax benefit. The Company recognizes income tax related interest and penalties in income tax expense.

Earnings Per Share Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding. Diluted earnings per share is computed by dividing net income by the sum of the weighted average number of common shares outstanding and the weighted average number of potential common shares outstanding.

Share-Based Compensation The Company follows ASC 718, *Accounting for Stock Options and Other Share-based Compensation* (“ASC 718”), which requires that all share-based compensation be recognized as an expense in the financial statements and that such cost be measured at the fair value of the award. ASC 718 also requires that excess tax benefits related to stock option exercises and restricted stock awards be reflected as financing cash inflows instead of operating cash inflows.

Pension Plans The amounts recognized in the consolidated financial statements related to the pension plans are determined from actuarial valuations. Inherent in these valuations are assumptions including expected return on plan assets, discount rates at which the liabilities could be settled and mortality rates. These assumptions are updated annually and are disclosed in Note 11. The Company follows ASC 715, *Compensation – Retirement Benefits* (“ASC 715”), which requires companies to recognize the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability in its consolidated balance sheet and to recognize changes in that funded status in the year in which the changes occur through comprehensive income. The funded status is measured as the difference between the fair value of the plan assets and the projected benefit obligation as of the date of its fiscal year-end. As further described in Note 11 to the consolidated financial statements, the Company terminated its noncontributory defined-benefit pension plan during 2024.

Fair Value Measurements The Company follows the provisions of ASC 820, *Fair Value Measurements and Disclosures*, which defines fair value, establishes a framework for measuring fair value in GAAP, and outlines disclosures about fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A three-level hierarchy for valuation techniques is used to measure financial assets and financial liabilities at fair value. This hierarchy is based on whether the valuation inputs are observable or unobservable. Financial instrument valuations are considered Level 1 when they are based on quoted prices in active markets for identical assets or liabilities. Level 2 financial instrument valuations use quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data. Financial instrument valuations are considered Level 3 when they are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable, and when determination of the fair value requires significant management judgment or estimation. The Company records investment securities available for sale at their fair values on a recurring basis using Level 2 valuations. Additionally, the Company records individually evaluated credits and other real estate owned at their fair value on a nonrecurring basis. The nonrecurring fair value adjustments typically involve application of lower-of-cost-or-market accounting or impairment write-downs of individual assets.

Impact of New and Not Yet Adopted Accounting Pronouncements

In December 2023, the FASB issued 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* ("ASU 2023-09"). This ASU requires public business entities to disclose in their rate reconciliation table additional categories of information about federal, state, and foreign income taxes and to provide more details about the reconciling items in some categories if items meet a quantitative threshold. It also requires all entities to disclose income taxes paid, net of refunds, disaggregated by federal, state, and foreign taxes for annual periods and to disaggregate the information by jurisdiction based on a quantitative threshold, among other things. The adoption of ASU 2023-09 was effective for annual periods beginning after December 15, 2024 and can be seen in Note 14 to the consolidated financial statements.

In July 2025, the FASB issued Accounting Standards Update 2025-05, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets* ("ASU 2025-05"). ASU 2025-05 provides the option to elect a practical expedient to assume that the current conditions as of the balance sheet date will remain unchanged for the remaining life of the asset when developing a reasonable and supportable forecast as part of estimating expected credit losses on these assets. ASU 2025-05 is effective for the Company for the fiscal years beginning after December 15, 2025 and interim periods within those fiscal years. The Company does not expect adoption of ASU 2025-05 to have a material impact on its consolidated financial statements.

In September 2025, the FASB issued Accounting Standards Update 2025-06, *Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40), Targeted Improvements to the Accounting for Internal-Use Software* ("ASU 2025-06"). ASU 2025-06 clarified and modernized the accounting for costs related to internal-use software. The amendments in 2025-06 remove all references to project stages throughout Subtopic 350-40 and clarify the threshold entities apply to begin capitalizing costs. ASU 2025-06 is effective for the Company for fiscal years beginning after December 15, 2027 and interim periods within those fiscal years. The Company is currently evaluating the impact of adoption of ASU 2025-06 on its consolidated financial statements.

In December 2025, the FASB issued Accounting Standards Update 2025-11, *Interim Reporting (Topic 270): Narrow-Scope Improvements* ("ASU 2025-11"). ASU 2025-11 clarifies and enhances guidance under ASC 270 on interim financial reporting by (i) clarifying the scope of ASC 270 such that it now explicitly applies only to entities that issue complete interim financial statements and related notes under U.S. GAAP, (ii) establishing clear guidance on the form of interim statements and notes, incorporating a comprehensive list of required interim disclosures drawn from across the ASC, and (iii) introducing a requirement to disclose material events and changes occurring after the end of the last annual period that could impact interim results. ASU 2025-11 will be effective for the Company for interim periods beginning in 2028, though early adoption is permitted. The Company does not expect the adoption of ASU 2025-11 to have a material impact on its consolidated financial statements.

Note 2

Discontinued Operations and Assets and Liabilities Held for Sale

On April 7, 2025, the Company signed an Asset Purchase Agreement providing for the sale of its telecom expense management and managed mobility solutions business unit ("TEM Business Unit") to Asignet USA Inc ("Asignet") for a purchase price of \$18.0 million. The sale closed on June 30, 2025. The Company also signed a Transition Services Agreement with Asignet to provide certain information technology, data ingestion, and payment processing services for a period of time not to exceed 18 months after closing.

The Company has applied discontinued operations accounting in accordance with ASC Topic 205-20, "Presentation of Financial Statements – Discontinued Operations," to the assets and liabilities being sold related to the Company's TEM Business Unit as of and for the years ended December 31, 2025, 2024, and 2023, as applicable. The sale of the TEM Business Unit represents a strategic shift due to the Company completely exiting both the telecom expense management and managed mobility solutions businesses. The Company did not allocate any consolidated interest that is not directly attributable to or related to discontinued operations. All financial information in the consolidated financial statements and notes to the consolidated financial statements is reported on a continuing operations basis, unless otherwise noted. The TEM Business Unit is included in the Information Services operating segment.

[Table of Contents](#)

The carrying amount of major classes of assets and liabilities included as part of discontinued operations at December 31, 2025 and 2024 were as follows:

<i>(In thousands except share and per share data)</i>	December 31,	
	2025	2024
Assets		
Premises and equipment, net	\$ —	\$ 3,598
Goodwill	—	5,019
Other intangible assets, net	—	93
Other assets	—	5,703
Assets of discontinued operations	\$ —	\$ 14,413
Liabilities		
Accounts and drafts payable	—	19,665
Other liabilities	—	2,649
Liabilities of discontinued operations	\$ —	\$ 22,314

Net income from discontinued operations for the years ended December 31, 2025, 2024, and 2023 is as follows:

<i>(In thousands except per share data)</i>	For the Years Ended December 31,		
	2025	2024	2023
Fee Revenue and Other Income:			
Processing fees	\$ 7,630	\$ 15,795	\$ 17,837
Financial fees	888	713	646
Other	3,402	1,494	2,059
Gain on sale of TEM business	3,550	—	—
Total fee revenue and other income	15,470	18,002	20,542
Operating Expense:			
Salaries and commissions	6,637	11,533	11,562
Share-based compensation	27	116	132
Other benefits	1,414	2,406	2,612
Total personnel expenses	8,078	14,055	14,306
Occupancy	408	751	761
Equipment	110	204	242
Amortization of intangible assets	18	45	88
Other operating	1,542	2,174	2,252
Total operating expense	10,156	17,229	17,649
Income from discontinued operations, before income tax expense	5,314	773	2,893
Income tax expense	1,310	163	724
Net income from discontinued operations	\$ 4,004	\$ 610	\$ 2,169

**Note 3
Capital Requirements and Regulatory Restrictions**

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can result in certain mandatory, and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines, the Company and the Bank must meet specific capital guidelines

that involve quantitative measures of assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Company's and the Bank's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulators to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios of total and Tier I capital and common equity Tier I capital to risk-weighted assets, and of Tier I capital to average assets. Management believes that as of December 31, 2025 and 2024, the Company and the Bank met all capital adequacy requirements to which they are subject.

The Bank is also subject to the regulatory framework for prompt corrective action. As of December 31, 2025, the most recent notification from the regulatory agencies categorized the Bank as well-capitalized. To be categorized as well-capitalized, the Bank must maintain minimum total risk-based, common equity Tier I risk-based, Tier I risk-based, and Tier I leverage ratios as set forth in the table below. There are no conditions or events since that notification that management believes have changed the Bank's category.

The Company has traditionally paid a quarterly cash dividend to its shareholders. Subsidiary dividends can be a significant source of funds for payment of dividends by the Company to its shareholders. Banking regulations may limit the amount of dividends that may be paid. Approval by regulatory authorities is required if the effect of dividends declared would cause the regulatory capital of the Bank to fall below specified minimum levels. Approval is also required if dividends declared exceed the net profits for that year combined with the retained net profits for the preceding two years. Under the foregoing dividend restrictions and while maintaining its "well capitalized" status, at December 31, 2025, unappropriated retained earnings of \$31.1 million were available at the Bank for the declaration of dividends to the Company without prior approval from regulatory authorities. In addition to regulatory requirements and considerations, any payment of dividends in the future will depend on the Company's earnings, financial condition and other factors considered relevant by the Company's Board of Directors.

There were no restricted funds on deposit used to meet regulatory reserve requirements at December 31, 2025 and 2024.

[Table of Contents](#)

The Company's and the Bank's actual and required capital amounts and ratios are as follows:

<i>(In thousands)</i>	Actual		Capital Requirements		Requirement to be Well-Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
At December 31, 2025						
Total capital (to risk-weighted assets)						
Cass Information Systems, Inc.	\$ 262,792	15.95 %	\$ 131,837	8.00 %	\$ N/A	N/A %
Cass Commercial Bank	217,409	19.61	88,677	8.00	110,847	10.00
Common Equity Tier I Capital (to risk-weighted assets)						
Cass Information Systems, Inc.	248,776	15.10	74,158	4.50	N/A	N/A
Cass Commercial Bank	203,943	18.40	49,881	4.50	72,050	6.50
Tier I capital (to risk-weighted assets)						
Cass Information Systems, Inc.	248,776	15.10	98,878	6.00	N/A	N/A
Cass Commercial Bank	203,943	18.40	66,508	6.00	88,677	8.00
Tier I capital (to average assets)						
Cass Information Systems, Inc.	248,776	9.91	100,367	4.00	N/A	N/A
Cass Commercial Bank	203,943	14.48	56,357	4.00	70,446	5.00
At December 31, 2024						
Total capital (to risk-weighted assets)						
Cass Information Systems, Inc.	\$ 261,021	14.61 %	\$ 142,969	8.00 %	\$ N/A	N/A %
Cass Commercial Bank	207,519	17.68	93,911	8.00	117,389	10.00
Common Equity Tier I Capital (to risk-weighted assets)						
Cass Information Systems, Inc.	247,354	13.84	80,420	4.50	N/A	N/A
Cass Commercial Bank	194,446	16.56	52,825	4.50	76,303	6.50
Tier I capital (to risk-weighted assets)						
Cass Information Systems, Inc.	247,354	13.84	107,226	6.00	N/A	N/A
Cass Commercial Bank	194,446	16.56	70,433	6.00	93,911	8.00
Tier I capital (to average assets)						
Cass Information Systems, Inc.	247,354	10.57	93,625	4.00	N/A	N/A
Cass Commercial Bank	194,446	13.50	57,620	4.00	72,026	5.00

Note 4
Investment Securities

Investment securities available-for-sale are recorded at fair value on a recurring basis. The Company's investment securities available-for-sale at December 31, 2025 and 2024 are measured at fair value using Level 2 valuations. The market evaluation utilizes several sources which include "observable inputs" rather than "significant unobservable inputs" and therefore falls into the Level 2 category. The table below presents the balances of investment securities available-for-sale measured at fair value on a recurring basis. The amortized cost, gross unrealized gains, gross unrealized losses and fair value of debt and equity investment securities are summarized as follows:

<i>(In thousands)</i>	December 31, 2025			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
State and political subdivisions	\$ 247,716	\$ 3,228	\$ (10,733)	\$ 240,211
Mortgage-backed securities issued or guaranteed by U.S. government agencies or sponsored enterprises	503,599	2,144	(27,047)	478,696
Corporate bonds	30,895	—	(1,999)	28,896
Asset backed securities issued or guaranteed by U.S. Government agencies or sponsored enterprises	23,294	—	(325)	22,969
Total	\$ 805,504	\$ 5,372	\$ (40,104)	\$ 770,772

<i>(In thousands)</i>	December 31, 2024			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
State and political subdivisions	\$ 188,933	\$ 4	\$ (16,973)	\$ 171,964
Mortgage-backed securities issued or guaranteed by U.S. government agencies or sponsored enterprises	267,359	11	(34,095)	233,275
Corporate bonds	95,841	3	(8,058)	87,786
Asset backed securities issued or guaranteed by U.S. government agencies or sponsored enterprises	35,575	—	(579)	34,996
Total	\$ 587,708	\$ 18	\$ (59,705)	\$ 528,021

The fair values of securities with unrealized losses are as follows:

<i>(In thousands)</i>	December 31, 2025					
	Less than 12 months		12 months or more		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
State and political subdivisions	\$ —	\$ —	\$ 139,379	\$ 10,733	\$ 139,379	\$ 10,733
Mortgage-backed securities issued or guaranteed by U.S. government agencies or sponsored enterprises	148,111	1,733	155,353	25,314	303,464	27,047
Corporate bonds	—	—	28,896	1,999	28,896	1,999
Asset backed securities issued or guaranteed by U.S. Government agencies or sponsored enterprises	—	—	22,969	325	22,969	325
Total	\$ 148,111	\$ 1,733	\$ 346,597	\$ 38,371	\$ 494,708	\$ 40,104

<i>(In thousands)</i>	December 31, 2024					
	Less than 12 months		12 months or more		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
State and political subdivisions	\$ 4,082	\$ 8	\$ 163,893	\$ 16,964	\$ 167,975	\$ 16,972
Mortgage-backed securities issued or guaranteed by U.S. government agencies or sponsored enterprises	85,272	2,086	139,676	32,009	224,948	34,095
Corporate bonds	7,901	99	66,860	7,960	74,761	8,059
Asset backed securities issued or guaranteed by U.S. Government agencies or sponsored enterprises	—	—	30,575	579	30,575	579
Total	\$ 97,255	\$ 2,193	\$ 401,004	\$ 57,512	\$ 498,259	\$ 59,705

There were 204 investment securities, or 67.3%, in an unrealized loss position as of December 31, 2025 compared to 241 investment securities, or 96.0%, in an unrealized loss position as of December 31, 2024. The unrealized losses at December 31, 2025 were primarily attributable to changes in market interest rates after the investment securities were purchased. The Company does not currently intend to sell, and based on current conditions, the Company does not believe it will be required to sell these available-for-sale investment securities before the recovery of the amortized cost basis, which may be the maturity dates of the investment securities. Therefore, the unrealized losses are recorded in accumulated other comprehensive loss. Of these investment securities, 177, or 58.4%, were in an unrealized loss position for greater than 12 months at December 31, 2025. At December 31, 2025 and December 31, 2024, the Company had not recorded an allowance for credit losses on investment securities.

The amortized cost and fair value of debt and equity investment securities by contractual maturity are shown in the following table. Expected maturities may differ from contractual maturities because borrowers have the right to prepay obligations with or without prepayment penalties.

<i>(In thousands)</i>	December 31, 2025	
	Amortized Cost	Fair Value
Due in 1 year or less	\$ 6,757	\$ 6,755
Due after 1 year through 5 years	73,493	70,979
Due after 5 years through 10 years	160,264	149,204
Due after 10 years	564,990	543,834
Total	\$ 805,504	\$ 770,772

There were no investment securities pledged to secure public deposits or for other purposes at December 31, 2025.

Proceeds from sales of investment securities classified as available-for-sale were \$129.9 million in 2025, \$60.1 million in 2024, and \$111.6 million in 2023. Gross realized gains on the sales in 2025, 2024, and 2023 were \$429,000, \$4,000, and \$187,000, respectively. Gross realized losses on the sales in 2025, 2024, and 2023 were \$4.0 million, \$49,000 and \$360,000, respectively.

Note 5 Loans

The Company originates commercial, industrial and real estate loans to businesses and faith-based ministries throughout the metropolitan St. Louis, Missouri area, Colorado Springs, Colorado and other selected cities in the United States. The Company does not have any particular concentration of credit in any one economic sector; however, a substantial portion of the commercial and industrial loans is extended to privately-held commercial companies and franchises in these market areas and are generally secured by the assets of the business. The Company also has a substantial portion of real estate

[Table of Contents](#)

loans secured by mortgages that are extended to faith-based ministries in its market area and selected cities in the United States.

A summary of loan categories is as follows:

<i>(In thousands)</i>	December 31,	
	2025	2024
Commercial and industrial	\$ 553,080	\$ 559,262
Real estate:		
Commercial:		
Mortgage	97,567	119,194
Construction	12,943	9,134
Faith-based:		
Mortgage	362,312	368,881
Construction	35,288	25,518
Other	27	—
Total loans	\$ 1,061,217	\$ 1,081,989

The following table presents the aging of loans by loan categories at December 31, 2025:

<i>(In thousands)</i>	Performing			Nonperforming		Total Loans
	Current	30-59 Days	60-89 Days	90 Days and Over	Non- accrual	
Commercial and industrial	\$ 549,310	\$ —	\$ —	\$ —	\$ 3,770	\$ 553,080
Real estate						
Commercial:						
Mortgage	94,345	—	—	—	3,222	97,567
Construction	12,943	—	—	—	—	12,943
Faith-based:						
Mortgage	362,312	—	—	—	—	362,312
Construction	35,288	—	—	—	—	35,288
Other	27	—	—	—	—	27
Total	\$ 1,054,225	\$ —	\$ —	\$ —	\$ 6,992	\$ 1,061,217

[Table of Contents](#)

The following table presents the aging of loans by loan categories at December 31, 2024:

<i>(In thousands)</i>	Performing			Nonperforming		Total Loans
	Current	30-59 Days	60-89 Days	90 Days and Over	Non-accrual	
Commercial and industrial	\$ 559,262	\$ —	\$ —	\$ —	\$ —	\$ 559,262
Real estate						
Commercial:						
Mortgage	119,194	—	—	—	—	119,194
Construction	9,134	—	—	—	—	9,134
Faith-based:						
Mortgage	368,881	—	—	—	—	368,881
Construction	25,518	—	—	—	—	25,518
Total	\$ 1,081,989	\$ —	\$ —	\$ —	\$ —	\$ 1,081,989

The following table presents the credit exposure of the loan portfolio by internally assigned credit grade as of December 31, 2025:

<i>(In thousands)</i>	Loans Subject to Normal Monitoring ⁽¹⁾	Performing Loans Subject to Special Monitoring ⁽²⁾	Nonperforming Loans Subject to Special Monitoring ⁽²⁾	Total Loans
Commercial and industrial	\$ 531,416	\$ 17,894	\$ 3,770	\$ 553,080
Real estate				
Commercial:				
Mortgage	81,744	12,601	3,222	97,567
Construction	12,943	—	—	12,943
Faith-based:				
Mortgage	358,691	3,621	—	362,312
Construction	35,288	—	—	35,288
Other	27	—	—	27
Total	\$ 1,020,109	\$ 34,116	\$ 6,992	\$ 1,061,217

- (1) Loans subject to normal monitoring involve borrowers of acceptable-to-strong credit quality and risk and have the apparent ability to satisfy their loan obligation.
- (2) Loans subject to special monitoring possess some credit deficiency or potential weakness which requires a higher level of management attention.

[Table of Contents](#)

The following table presents the credit exposure of the loan portfolio by internally assigned credit grade as of December 31, 2024:

<i>(In thousands)</i>	Loans Subject to Normal Monitoring⁽¹⁾	Performing Loans Subject to Special Monitoring⁽²⁾	Nonperforming Loans Subject to Special Monitoring⁽²⁾	Total Loans
Commercial and industrial	\$ 527,690	\$ 31,572	\$ —	\$ 559,262
Real estate				
Commercial:				
Mortgage	116,063	3,131	—	119,194
Construction	9,134	—	—	9,134
Faith-based:				
Mortgage	352,356	16,525	—	368,881
Construction	25,518	—	—	25,518
Total	\$ 1,030,761	\$ 51,228	\$ —	\$ 1,081,989

(1) Loans subject to normal monitoring involve borrowers of acceptable-to-strong credit quality and risk and have the apparent ability to satisfy their loan obligation.

(2) Loans subject to special monitoring possess some credit deficiency or potential weakness which requires a higher level of management attention.

Loan modifications to borrowers experiencing financial difficulty may be in the form of principal forgiveness, an interest rate reduction, an other-than-insignificant payment delay, a term extension, or a combination thereof, among other things. There were two loans modified during the year ended December 31, 2025 and no loans modified during the year ended December 31, 2024. Both loans modified during 2025 were paid off in full prior to December 31, 2025.

There were no modified loans that had a payment default during the years ended December 31, 2025 or 2024 and that had been modified due to the borrower experiencing financial difficulty within the 12 previous months preceding the default.

Upon the Company's determination that a modified loan has subsequently been deemed uncollectible, the loan is written off. There were no loans written off during the years ended December 31, 2025 or 2024.

The Company had three loans evaluated for expected credit losses on an individual basis as of December 31, 2025 and no loans evaluated for expected credit losses on an individual basis as of December 31, 2024.

There were no foreclosed loans recorded as other real estate owned as of December 31, 2025 or 2024.

A summary of the ACL by category for the period ended December 31, 2025 is as follows:

<i>(In thousands)</i>	C&I	CRE	Faith-based CRE	Construction	Total
Allowance for credit losses on loans:					
Balance at December 31, 2024	\$ 5,897	\$ 1,023	\$ 6,258	\$ 217	\$ 13,395
(Release of) provision for credit losses ⁽¹⁾	(64)	(134)	288	112	202
Balance at December 31, 2025	\$ 5,833	\$ 889	\$ 6,546	\$ 329	\$ 13,597

(1) For the year ended December 31, 2025, there was a provision for credit losses of \$146,000 for unfunded commitments.

[Table of Contents](#)

A summary of the ACL by category for the period ended December 31, 2024 is as follows:

<i>(In thousands)</i>	C&I	CRE	Faith-based CRE	Construction	Total
Allowance for credit losses on loans:					
Balance at December 31, 2023	\$ 5,412	\$ 1,093	\$ 6,476	\$ 108	\$ 13,089
Provision for (release of) credit losses ⁽¹⁾	485	(70)	(218)	109	306
Balance at December 31, 2024	\$ 5,897	\$ 1,023	\$ 6,258	\$ 217	\$ 13,395

(1) For the year ended December 31, 2024, there was a provision for credit losses of \$141,000 for unfunded commitments.

As of December 31, 2025 and 2024, there were no loans to executive officers or directors, or their affiliates.

Note 6**Premises and Equipment**

A summary of premises and equipment is as follows:

<i>(In thousands)</i>	December 31,	
	2025	2024
Land	\$ 873	\$ 873
Buildings	15,315	15,176
Leasehold improvements	1,566	1,444
Furniture, fixtures and equipment	17,242	16,325
Software	49,347	49,073
Total	84,343	82,891
Less accumulated depreciation	54,894	52,315
Total premises and equipment, net	\$ 29,449	\$ 30,576

Total depreciation charged to expense in 2025, 2024 and 2023 amounted to \$6.0 million, \$5.0 million, and \$4.0 million, respectively.

Note 7**Acquired Intangible Assets**

The Company accounts for intangible assets in accordance with ASC 350, *Goodwill and Other Intangible Assets*, which requires that intangibles with indefinite useful lives be tested annually for impairment, or when management deems there is a triggering event, and those with finite useful lives be amortized over their useful lives.

[Table of Contents](#)

Details of the Company's intangible assets are as follows:

<i>(In thousands)</i>	December 31, 2025		December 31, 2024	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortizing intangible assets:				
Customer lists	\$ 6,215	\$ (5,003)	\$ 6,314	\$ (4,729)
Software	5,512	(3,244)	5,412	(2,358)
Trade Name	373	(125)	373	(98)
Indefinite-lived intangible assets:				
Goodwill	16,164	—	16,333	—
Total intangible assets	\$ 28,264	\$ (8,372)	\$ 28,432	\$ (7,185)

Customer lists are amortized over 5 years to 10 years, software over 3 years to 7 years, and trade name over 10 years to 20 years. Amortization of intangible assets amounted to \$1.2 million and \$692,000 for the years ended December 31, 2025, and 2024, respectively. Estimated future amortization of intangibles is \$1.0 million in 2026, \$730,000 in 2027 and 2028, \$699,000 in 2029, and \$197,000 in 2030.

Note 8

Interest-Bearing Deposits

Interest-bearing deposits consist of the following:

<i>(In thousands)</i>	December 31,	
	2025	2024
Interest-bearing demand deposits	\$ 583,375	\$ 628,328
Savings deposits	5,822	6,894
Time deposits:		
Less than \$100	2,702	5,376
\$100 to less than \$250	69,534	54,411
\$250 or more ⁽¹⁾	25,166	21,677
Total	\$ 686,599	\$ 716,686
Weighted average interest rate	1.73 %	2.51 %

(1) The scheduled maturities of time deposits not covered by deposit insurance consist of \$24.4 million within one year and \$778,000 within one to three years.

Interest expense consists of the following:

<i>(In thousands)</i>	December 31,		
	2025	2024	2023
Interest-bearing demand deposits	\$ 13,153	\$ 17,029	\$ 14,056
Savings deposits	92	116	113
Time deposits:			
Less than \$100	85	226	153
\$100 to less than \$250	2,175	2,290	1,411
\$250 or more	813	597	417
Total	\$ 16,318	\$ 20,258	\$ 16,150

[Table of Contents](#)

The scheduled maturities of time deposits are summarized as follows:

<i>(In thousands)</i>	December 31,			
	2025		2024	
	Amount	Percent of Total	Amount	Percent of Total
Due within:				
One year	\$ 95,778	98.3 %	\$ 75,628	92.7 %
Two years	1,547	1.6 %	5,749	7.1 %
Three years	10	— %	26	0.1 %
Four years	63	0.1 %	—	— %
Five years	4	— %	61	0.1 %
Total	\$ 97,402	100.0 %	\$ 81,464	100.0 %

**Note 9
Unused Available Lines of Credit**

As of December 31, 2025, the Bank had unsecured lines of credit at six correspondent banks to purchase federal funds up to a maximum of \$83.0 million in aggregate. As of December 31, 2025, the Bank had secured lines of credit with the Federal Home Loan Bank of \$239.9 million collateralized by commercial mortgage loans. As of December 31, 2025, the Company had lines of credit from three banks up to a maximum of \$225.0 million in aggregate collateralized by state and political subdivision investment securities. There were no amounts outstanding as of December 31, 2025 and 2024 under any of the lines of credit.

**Note 10
Common Stock and Earnings per Share**

The table below shows activity in the outstanding shares of the Company's common stock during 2025.

	2025
Shares outstanding at January 1	13,504,104
Issuance of common stock:	
Employee restricted stock units vested	16,008
Performance-based stock vested	55,348
Employee restricted stock surrendered for tax obligations	(37,925)
Shares repurchased	(617,415)
Shares forfeited	(2,483)
Shares outstanding at December 31	12,917,637

Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding. Diluted earnings per share is computed by dividing net income by the sum of the weighted average number of common shares outstanding and the weighted average number of potential common shares outstanding.

The calculations of basic and diluted earnings per share are as follows:

<i>(In thousands except share and per share data)</i>	December 31,		
	2025	2024	2023
Basic:			
Net income from continuing operations	\$ 31,112	\$ 18,558	\$ 27,890
Net income from discontinued operations	4,004	610	2,169
Net income	\$ 35,116	\$ 19,168	\$ 30,059
Weighted-average common shares outstanding	13,181,884	13,501,930	13,530,005
Basic earnings per share from continuing operations	\$ 2.36	\$ 1.37	\$ 2.06
Basic earnings per share from discontinued operations	\$ 0.30	\$ 0.05	\$ 0.16
Basic earnings per share	\$ 2.66	\$ 1.42	\$ 2.22
Diluted:			
Net income from continuing operations	\$ 31,112	\$ 18,558	\$ 27,890
Net income from discontinued operations	4,004	610	2,169
Net income	\$ 35,116	\$ 19,168	\$ 30,059
Weighted-average common shares outstanding	13,181,884	13,501,930	13,530,005
Effect of dilutive restricted stock and stock appreciation rights	281,415	275,641	286,011
Weighted-average common shares outstanding assuming dilution	13,463,299	13,777,571	13,816,016
Diluted earnings per share from continuing operations	\$ 2.31	\$ 1.35	\$ 2.02
Diluted earnings per share from discontinued operations	\$ 0.30	\$ 0.04	\$ 0.16
Diluted earnings per share	\$ 2.61	\$ 1.39	\$ 2.18

Note 11
Employee Benefit Plans

Defined Benefit Plan

The Company maintained a noncontributory defined-benefit pension plan (the “Plan”), covering eligible employees. The Plan was closed to new participants effective December 31, 2016, and Plan benefits were frozen as of February 28, 2021. The Company terminated the Plan during 2024.

[Table of Contents](#)

A summary of the activity in the Plan's projected benefit obligation, assets, funded status and amounts recognized in the Company's consolidated balance sheets is as follows:

<i>(In thousands)</i>	2025		2024	
Projected benefit obligation:				
Balance, January 1	\$	784	\$	87,127
Interest cost		—		4,280
Actuarial (gain) loss		—		(6,047)
Benefits paid		(784)		(84,576)
Balance, December 31	\$	—	\$	784
Plan assets:				
Fair value, January 1	\$	2,129	\$	86,754
Actual investment return		60		996
Expenses paid from plan assets		(209)		(1,045)
Transfer to defined contributions plan		(1,196)		—
Benefits paid		(784)		(84,576)
Fair value, December 31	\$	—	\$	2,129
Funded status:				
Accrued pension asset (liability)	\$	—	\$	1,345

For 2024, the projected benefit obligation represents actual benefit payments made during the first quarter of 2025. During the fourth quarter of 2024, the plan liabilities were settled with lump sum payments and the purchase of annuity contracts. The remaining projected benefit obligation at December 31, 2024 represented benefit payments to be made to retirees prior to the administration of the Plan being taken over by the insurance company that assumed the annuity contracts in a sale from the Plan.

For 2024 and 2023, the Plan's expected benefit cash flows were discounted using the FTSE Above Median Double-A Curve. For 2023, the Pri-2012 Mortality Table and MP-2022 Mortality Improvement Scale were used.

	2025	2024	2023
Weighted average discount rate	N/A	5.60 %	5.05 %
Rate of increase in compensation levels	N/A	N/A	N/A

The accumulated benefit obligation was \$0 and \$784,000 as of December 31, 2025 and 2024, respectively. The Company made no contributions during 2025 or 2024 to the Plan.

The Plan's net periodic pension cost included the following components:

<i>(In thousands)</i>	For the Year Ended December 31,			
	2025	2024	2023	
Interest cost on projected benefit obligations	—	4,280	4,314	
Expected return on plan assets	—	(3,566)	(3,735)	
Net amortization and deferral	—	3,458	154	
Net periodic pension cost	\$	—	\$	733

[Table of Contents](#)

The following represent the major assumptions used to determine the net periodic pension cost of the Plan:

	2025	2024	2023
Weighted average discount rate	N/A	5.05 %	5.25 %
Rate of increase in compensation levels	N/A	N/A	N/A
Expected long-term rate of return on assets	N/A	6.00 %	6.00 %

As of December 31, 2024, the Plan assets of \$2.1 million were fully invested in cash.

Supplemental Executive Retirement Plan

The Company also has an unfunded supplemental executive retirement plan (“SERP”) which covers key executives of the Company whose benefits are limited by the Internal Revenue Service under the Company’s qualified retirement plan. The SERP is a noncontributory plan in which the Company’s subsidiaries make accruals designed to fund normal service costs on a current basis using the same method and criteria as the Plan.

A summary of the activity in the SERP’s projected benefit obligation and amounts recognized in the Company’s consolidated balance sheets is as follows:

<i>(In thousands)</i>	December 31,	
	2025	2024
Benefit obligation:		
Balance, January 1	\$ 8,812	\$ 9,501
Interest cost	463	450
Benefits paid	(656)	(382)
Actuarial loss (gain)	176	(757)
Balance, December 31	\$ 8,795	\$ 8,812

The following represent the major assumptions used to determine the projected benefit obligation of the SERP. For 2025, 2024 and 2023, the SERP’s expected benefit cash flows were discounted using the FTSE Above Median Double-A Curve.

	2025	2024	2023
Weighted average discount rate	5.15 %	5.50 %	4.95 %
Rate of increase in compensation levels	N/A	N/A	N/A

The accumulated benefit obligation was \$8.8 million as of December 31, 2025 and 2024, respectively. Since this is an unfunded plan, there are no plan assets. Benefits paid were \$656,000 in 2025, \$382,000 in 2024, and \$400,000 in 2023. Expected future benefits payable by the Company over the next ten years are as follows:

	Amount
2026	\$ 792,000
2027	789,000
2028	785,000
2029	779,000
2030	771,000
2029-2033	\$ 3,629,000

Net periodic benefit cost related to the SERP included the following components:

<i>(In thousands)</i>	For the Year Ended December 31,					
	2025		2024		2023	
Service cost – benefits earned during the year	\$	—	\$	—	\$	—
Interest cost on projected benefit obligations		463		450		472
Net amortization and deferral		—		—		—
Net periodic pension cost	\$	463	\$	450	\$	472

The pretax amounts in accumulated other comprehensive loss for the SERP as of December 31, 2025 and 2024 were a net actuarial gain of \$855,000 and \$1.0 million, respectively.

The estimated pretax prior service cost and net actuarial gain in accumulated other comprehensive loss at December 31, 2025 expected to be recognized as components of net periodic benefit cost in 2026 for the SERP is \$0.

The Company also maintains a noncontributory profit sharing program, which covers most of its employees. Employer contributions are calculated based upon formulas which relate to current operating results and other factors. Profit sharing expense recognized in personnel expense in the consolidated statements of income in 2025, 2024, and 2023 was \$6.3 million, \$4.5 million, and \$5.8 million, respectively.

The Company also sponsors a defined contribution 401(k) plan to provide additional retirement benefits to substantially all employees. Contributions under the 401(k) plan for 2025, 2024 and 2023 were \$3.6 million, \$3.6 million, and \$4.6 million, respectively.

Note 12
Share-based Compensation

Share-based compensation awards prior to April 17, 2023 were issued under the Company's Amended and Restated Omnibus Stock and Performance Compensation Plan (the "Prior Plan"). On April 18, 2023, shareholders approved the 2023 Omnibus Stock and Performance Compensation Plan (the "2023 Omnibus Plan") to replace the Prior Plan. The 2023 Omnibus Plan permits the issuance of up to 1.0 million shares of the Company's common stock in the form of stock options, SARs, restricted stock, restricted stock units, phantom stock, and performance awards.

Restricted Stock

Restricted shares granted to Company employees are amortized to expense over the three-year cliff vesting period. Restricted shares granted to members of the Board of Directors are amortized to expense over a one-year service period, with the exception of those shares granted in lieu of cash payments for retainer fees which are expensed in the period earned.

Changes in restricted shares outstanding for the year ended December 31, 2025 were as follows:

	Shares	Weighted Average Grant Date Fair Value
Balance at December 31, 2024	254,808	\$ 42.87
Granted	66,779	40.94
Vested	(43,526)	39.62
Forfeited	(4,518)	45.01
Balance at December 31, 2025	273,543	\$ 42.88

During 2024 and 2023, 57,502 and 57,837 shares, respectively, were granted with weighted average per share market values at date of grant of \$44.01 in 2024 and \$44.61 in 2023. The fair value of such shares are based on the market price on the date of grant. Amortization of restricted stock bonus awards totaled \$2.4 million for 2025, \$2.1 million for 2024 and \$2.1 million for 2023. As of December 31, 2025, the total unrecognized compensation expense related to non-vested restricted stock awards was \$1.6 million, and the related weighted average period over which it is expected to be recognized is approximately 0.97 years. The total fair value of shares vested during the years ended December 2025, 2024, and 2023 was \$1.7 million, \$1.6 million, and \$1.3 million, respectively.

Performance-Based Restricted Stock

The Company has granted three-year PBRS awards which are contingent upon the Company's achievement of pre-established financial goals over a three-year cliff vest period. The number of shares issued ranges from 0% to 150% of the target opportunity based on the actual achievement of financial goals for the three-year performance period.

The following is a summary of the activity of the PBRS, based on 100% of target value, for the year ended December 31, 2025:

	Shares	Weighted Average Grant Date Fair Value
Balance at December 31, 2024	158,428	\$ 43.87
Granted	56,339	41.45
Vested	(55,848)	39.58
Forfeited	(7,139)	44.53
Balance at December 31, 2025	151,780	\$ 44.52

[Table of Contents](#)

The PBRs that vested during the year ended December 31, 2025 achieved weighted average financial goals of 99.1% of target, resulting in the issuance of 55,348 shares of common stock. The PBRs that vested during the year ended December 31, 2024 achieved weighted average financial goals of 135.4% of target, resulting in the issuance of 68,834 shares of common stock. The outstanding PBRs at December 31, 2025 will vest at scheduled vesting dates and the actual number of shares of common stock issued will range from 0% to 150% of the target opportunity based on the actual achievement of financial goals for the respective three-year performance period.

Note 13
Other Operating Expense

Details of other operating expense are as follows:

<i>(In thousands)</i>	For the Years Ended December 31,		
	2025	2024	2023
Promotional expense	\$ 3,072	\$ 2,774	\$ 2,608
Outside service fees	9,531	8,761	8,471
Data processing services	5,906	5,879	6,534
Other	11,560	11,656	10,118
Total other operating expense	\$ 30,069	\$ 29,070	\$ 27,731

Note 14
Income Taxes

The components of income tax expense (benefit) are as follows:

<i>(In thousands)</i>	For the Years Ended December 31,		
	2025	2024	2023
Current:			
Federal	\$ 140	\$ 5,162	\$ 5,964
State	240	612	1,087
Foreign	71	160	(193)
Deferred:			
Federal	6,244	(891)	(242)
State	952	(156)	(42)
Total income tax expense	\$ 7,647	\$ 4,887	\$ 6,574

Income tax expense (benefit) broken out between Federal, state and foreign is as follows:

<i>(In thousands)</i>	For the Years Ended December 31,		
	2025	2024	2023
Federal	\$ 6,384	\$ 4,271	\$ 5,722
State	1,192	456	1,045
Foreign	71	160	(193)
Total income tax expense	\$ 7,647	\$ 4,887	\$ 6,574

[Table of Contents](#)

The Company adopted ASU 2023-09 on a prospective basis on January 1, 2025. The following table presents required disclosure pursuant to ASU 2023-09 and reconciles the expected income tax expense (benefit) and effective tax rate, computed by applying the effective statutory rate of 21% for the year ended December 31, 2025 as follows:

<i>(In thousands)</i>	For the Year Ended December 31, 2025	
	Amount	Percent
U.S federal statutory tax rate	\$ 8,112	21.0 %
State and local income taxes, net of federal income tax effect ⁽¹⁾	942	2.4 %
Foreign tax effects	71	0.2 %
Tax credits	(431)	(1.1)%
Nontaxable or nondeductible items:		
Tax-exempt income	(1,246)	(3.3)%
Share-based compensation adjustment	160	0.4 %
Other, net	39	0.1 %
Total income tax expense	\$ 7,647	19.7 %

(1) State taxes in Missouri and California made up the majority (greater than 50%) of the tax effect in this category.

The following table presents the required disclosures prior to the Company's adoption of ASU 2023-09 and reconciles the expected income tax expense (benefit), computed by applying the effective federal statutory rate of 21% for each year to income before income tax expense is as follows:

<i>(In thousands)</i>	For the Years Ended	
	2024	2023
Expected income tax expense	\$ 4,898	\$ 7,278
(Reductions) increases resulting from:		
Tax-exempt income	(1,045)	(1,104)
State taxes, net of federal benefit	355	801
Share-based compensation adjustment	316	298
Early surrender of bank-owned life insurance	279	—
Federal tax credits	(397)	(643)
Other, net	481	(56)
Total income tax expense	\$ 4,887	\$ 6,574

Income tax expense in 2025 totaled \$7.6 million compared to \$4.9 million in 2024 and \$6.6 million in 2023. When measured as a percent of pre-tax income, the Company's effective tax rate was 19.7% in 2025, 20.8% in 2024, and 19.1% in 2023.

[Table of Contents](#)

The tax effects of temporary differences which give rise to significant portions of the deferred tax assets and deferred tax liabilities are presented below:

<i>(In thousands)</i>	December 31,	
	2025	2024
Deferred tax assets:		
Allowance for credit losses	\$ 3,236	\$ 3,188
Supplemental executive retirement plan accrual	2,286	2,345
Stock compensation	2,819	2,623
Unrealized loss on investment securities available-for-sale ⁽¹⁾	8,266	14,205
Research and development expenses	—	760
Lease liability	1,073	1,774
Other	497	718
Total deferred tax assets	\$ 18,177	\$ 25,613
Deferred tax liabilities:		
Premises and equipment	\$ (988)	\$ (986)
ASC 715 supplemental executive retirement plan asset	(249)	(249)
Research and development expenses	(4,711)	—
Intangible assets	(968)	(1,900)
Right of use asset	(1,038)	(1,677)
Prepaid expenses	(991)	(936)
Other	(541)	(391)
Total deferred tax liabilities	\$ (9,486)	\$ (6,139)
Net deferred tax assets	\$ 8,691	\$ 19,474

- (1) The deferred tax asset associated with the unrealized losses on investment securities is mainly a result of changes in interest rates, and the unrealized losses are considered to be temporary as the fair value is expected to recover as the investment securities approach their respective maturity dates. The issuers of the investment securities are of high credit quality and all principal amounts are expected to be paid when the investment securities mature. The Company does not intend to sell and it is more likely than not that the Company will not be required to sell the securities prior to their anticipated recovery.

A valuation allowance would be provided on deferred tax assets when it is more likely than not that some portion of the assets will not be realized. The Company has not established a valuation allowance at December 31, 2025 or 2024, due to management's belief that it is more likely than not that the deferred tax asset is realizable.

The reconciliation of the beginning unrecognized tax benefits balance to the ending balance is presented in the following table:

<i>(In thousands)</i>	2025	2024	2023
Balance at January 1	\$ 1,257	\$ 1,397	\$ 1,252
Changes in unrecognized tax benefits as a result of tax positions taken during a prior year	(52)	(151)	99
Changes in unrecognized tax benefits as a result of tax position taken during the current year	181	262	300
Reductions to unrecognized tax benefits as a result of a lapse of the applicable statute of limitations	(195)	(251)	(254)
Balance at December 31	\$ 1,191	\$ 1,257	\$ 1,397

At December 31, 2025, 2024 and 2023, the balances of the Company's unrecognized tax benefits which would, if recognized, affect the Company's effective tax rate were \$1.2 million, \$1.1 million and \$1.3 million, respectively. These amounts are net of the offsetting expense from other taxing jurisdictions.

[Table of Contents](#)

As of December 31, 2025, 2024 and 2023, the Company had \$183,000, \$70,000 and \$117,000, respectively, in accrued interest related to unrecognized tax benefits.

The Company is subject to income tax in the U.S. federal jurisdiction, numerous state jurisdictions, and a foreign jurisdiction. The Company's federal income tax returns for tax years 2022, 2023 and 2024 remain subject to examination by the Internal Revenue Service. In addition, the Company is subject to state tax examinations for the tax years 2021 through 2024.

The Company adopted ASU 2023-09 on a prospective basis on January 1, 2025. The following table represents net income taxes paid (refunded), disaggregated by federal, state, and foreign taxes, including income taxes paid (refunded) in individual jurisdictions that are equal to or greater than 5% of total income taxes paid:

<i>(In thousands)</i>	For the Year Ended December 31,	
	2025	
U.S. federal income taxes paid	\$	4,103
State income taxes paid		
California income taxes paid		290
Other state income taxes paid		645
Total state income taxes paid		935
Total foreign income taxes paid		98
Total income taxes paid	\$	5,136

**Note 15
Disclosures about Fair Value of Financial Instruments**

Following is a summary of the carrying amounts and fair values of the Company's financial instruments:

<i>(In thousands)</i>	December 31,			
	2025		2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Balance sheet assets:				
Cash and cash equivalents	\$ 392,268	\$ 392,268	\$ 349,728	\$ 349,728
Investment securities	770,772	770,772	528,021	528,021
Loans, net	1,047,620	1,044,045	1,068,594	1,046,406
Accrued interest receivable	9,170	9,170	7,979	7,979
Total	\$ 2,219,830	\$ 2,216,255	\$ 1,954,322	\$ 1,932,134
Balance sheet liabilities:				
Deposits	\$ 1,200,033	\$ 1,200,033	\$ 967,916	\$ 967,916
Accounts and drafts payable	1,124,858	1,124,858	1,129,610	1,129,610
Accrued interest payable	606	606	666	666
Total	\$ 2,325,497	\$ 2,325,497	\$ 2,098,192	\$ 2,098,192

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Cash and Cash Equivalents The carrying amount approximates fair value.

Investment Securities The fair value is measured on a recurring basis using Level 2 valuations. Refer to Note 4 - Investment Securities, for fair value and unrealized gains and losses by investment type.

[Table of Contents](#)

Loans The fair value is estimated using present values of future cash flows discounted at risk-adjusted interest rates for each loan category designated by management and is therefore a Level 3 valuation. Management believes that the risk factor embedded in the interest rates along with the allowance for credit losses approximates a fair valuation.

Accrued Interest Receivable The carrying amount approximates fair value.

Deposits The fair value of demand deposits, savings deposits and certain money market deposits is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated using the rates currently offered for deposits of similar remaining maturities and therefore, is a Level 2 valuation. The fair value estimates above do not include the benefit that results from the low-cost funding provided by the deposit liabilities compared to the cost of borrowing funds in the market or the benefit derived from the customer relationship inherent in existing deposits.

Accounts and Drafts Payable The carrying amount approximates fair value.

Accrued Interest The carrying amount approximates fair value.

Limitations Fair value estimates are based on existing on- and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Other significant assets or liabilities that are not considered financial assets or liabilities include premises and equipment and the benefit that results from the low-cost funding provided by the deposit liabilities compared to the cost of borrowing funds in the market (core deposit intangible). In addition, tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of the estimates.

Note 16 Commitments and Contingencies

The Company is party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, commercial letters of credit and standby letters of credit. The Company's maximum potential exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit, commercial letters of credit and standby letters of credit is represented by the contractual amounts of those instruments. At December 31, 2025, an allowance for unfunded commitments of \$419,000 had been recorded, as compared to \$273,000 at December 31, 2024. See Note 1 "Summary of Significant Accounting Policies" for information related to CECL.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commercial and standby letters of credit are commitments issued by the Company to guarantee the performance of a customer to a third party. These off-balance sheet financial instruments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The approximate remaining terms of commercial and standby letters of credit range from less than one year to five years. Since these financial instruments may expire without being drawn upon, the total amounts do not necessarily represent future cash requirements. Commitments to extend credit and letters of credit are subject to the same underwriting standards as those financial instruments included on the consolidated balance sheets. The Company evaluates each customer's credit-worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary upon extension of the credit, is based on management's credit evaluation of the borrower. Collateral held varies, but is generally accounts receivable, inventory, residential or income-producing commercial property or equipment. In the event of nonperformance, the Company may obtain and liquidate the collateral to recover amounts paid under its guarantees on these financial instruments.

The following table shows commitments to extend credit, standby letters of credit and commercial letters:

<i>(In thousands)</i>	December 31,	
	2025	2024
Commitments to extend credit	\$ 172,728	\$ 247,362
Standby letters of credit	12,794	12,005
Commercial letters of credit	782	400

[Table of Contents](#)

The fair value of commitments to extend credit and standby letters of credit is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements, the likelihood of the counterparties drawing on such financial instruments and the present credit worthiness of such counterparties. The Company believes such commitments have been made at terms which are competitive in the markets in which it operates.

On March 19, 2024, the Company filed a claim against Rubicon Technologies, Inc. ("Rubicon") for failed reimbursement of invoices that were processed and paid by the Company on Rubicon's behalf and unpaid fees for Company services that were due for invoice management services and bill pay services, together with interest and penalties related to the foregoing amounts. On April 22, 2024, Rubicon filed a counterclaim against the Company for failure to perform its obligations under the Master Services Agreement between the Company and Rubicon. The Company recorded a write-off to bad debt expense of \$7.8 million for the year ended December 31, 2024 related to this matter.

On March 28, 2025, the Company and Rubicon, in order to fully resolve the above matters, signed a Settlement Agreement and Mutual Release whereby Rubicon made an initial payment to the Company of \$2.0 million. The Company recorded a bad debt recovery of \$2.0 million in the consolidated statement of income for the year ended December 31, 2025 upon receipt of the initial payment of \$2.0 million. Rubicon also agreed to a fully amortizing, interest-bearing Promissory Note of \$5.0 million, with annual payments, maturing July 1, 2029. The Company will record any future payments received in accordance with the Settlement Agreement and Mutual Release as a bad debt recovery when cash is received.

Note 17

Revenue from Contracts with Customers

Revenue is recognized as the obligation to the customer is satisfied. The Company's revenue from contracts with clients is as follows:

Processing fees – The Company earns fees on a per-item or monthly basis for the invoice processing services rendered on behalf of customers. Per-item fees are recognized at the point in time when the performance obligation is satisfied. Monthly fees are earned over the course of a month, representing the period over which the performance obligation is satisfied. The contracts have no significant variable consideration or financing components.

Financial fees – The Company earns fees on a transaction level basis for invoice payment services when making customer payments. Fees are recognized at the point in time when the payment transactions are made, which is when the performance obligation is satisfied. The contracts have no significant impact of variable consideration and no significant financing components.

Bank service fees – Revenue from service fees consists of service charges and fees on deposit accounts under depository agreements with customers to provide access to deposited funds. Service charges on deposit accounts are transaction-based fees that are recognized at the point in time when the performance obligation is satisfied. The contracts have no significant impact of variable consideration and no significant financing components.

The following table presents non-interest income, segregated by revenue streams in-scope and out-of-scope for the years ended December 31, 2025, 2024 and 2023.

<i>(In thousands)</i>	For the Years Ended December 31,		
	2025	2024	2023
Fee revenue and other income			
<i>In-scope of ASC 606</i>			
Processing fees	\$ 66,129	\$ 66,061	\$ 59,670
Financial fees	40,398	42,584	45,339
Information services payment and processing revenue	106,527	108,645	105,009
Bank service fees	1,470	1,284	1,063
Fee revenue <i>(in-scope of ASC 606)</i>	107,997	109,929	106,072
Other income <i>(out-of-scope of ASC 606)</i>	5,395	3,963	4,026
Loss on sale of investment securities	(3,534)	(45)	(173)
Total fee revenue and other income	\$ 109,858	\$ 113,847	\$ 109,925

Note 18
Industry Segment Information

The services provided by the Company are classified into two reportable segments: Information Services and Banking Services. Each of these segments provides distinct services that are marketed through different channels and are consistent with the presentation of financial information to the chief operating decision maker to evaluate segment performance, develop strategy, and allocate resources. They are managed separately due to their unique service and processing requirements. The Company's chief operating decision maker is the President and Chief Executive Officer of Cass Information Systems' Inc.

The Information Services segment provides transportation, energy, telecommunication, and environmental invoice processing and payment services to large corporations. In addition, this segment provides church management software and on-line generosity services primarily for faith-based ministries. As discussed in Note 2 to the consolidated financial statements, the Company applied discontinued operations accounting to the assets and liabilities being sold related to the TEM Business Unit as of and for the years ended December 31, 2025, 2024 and 2023, as applicable. The TEM Business Unit is included in the Information Services operating segment. The Banking Services segment provides banking services primarily to privately held businesses, franchise restaurants and faith-based ministries, as well as supporting the banking needs of the Information Services segment.

The Company's accounting policies for segments are the same as those described in Note 1 of this report. Management and the chief operating decision maker evaluate segment performance based on pre-tax income after allocations for corporate expenses. Transactions between segments are accounted for at what management believes to be fair value.

Substantially all revenue originates from, and all long-lived assets are located within the United States, and no revenue from any customer of any segment exceeds 10% of the Company's consolidated revenue.

Funding sources represent average balances and deposits generated by Information Services and Banking Services and there is no allocation methodology used. Banking Services interest income is determined by actual interest income on loans minus actual interest expense paid on deposits plus/minus an allocation for interest income or expense dependent on the remaining available liquidity of the segment. Information Services interest income is determined by multiplying available liquidity by actual yields on short-term investments and investment securities.

Any difference between total segment interest income and overall total Company interest income is included in Corporate, Eliminations, and Other.

[Table of Contents](#)

Summarized information about the Company's operations in each industry segment for the years ended December 31, 2025, 2024 and 2023 is as follows:

<i>(In thousands)</i>	Information Services	Banking Services	Corporate, Eliminations and Other	Total
2025				
Fee revenue and other income	\$ 108,348	\$ 2,730	\$ 2,314	\$ 113,392
Loss on sale of investment securities	—	—	(3,534)	(3,534)
Interest income	47,226	65,707	(15,367)	97,566
Interest expense	1,059	30,288	(15,021)	16,326
Provision for credit losses	—	348	—	348
Total net revenue	154,515	37,801	(1,566)	190,750
Personnel expenses	97,558	12,508	—	110,066
Occupancy	2,029	738	—	2,767
Equipment	8,880	1,037	—	9,917
Bad debt recovery	(2,000)	—	—	(2,000)
Intersegment expense (income)	3,472	(3,472)	—	—
Other operating expense	23,135	8,106	—	31,241
Total operating expense	133,074	18,917	—	151,991
Pretax income from continuing operations	21,441	18,884	(1,566)	38,759
Pretax income from discontinued operations	5,314	—	—	5,314
Goodwill	16,028	136	—	16,164
Other intangible assets, net	3,728	—	—	3,728
Total assets	1,703,875	1,149,731	(247,582)	2,606,024
Average funding sources	\$ 1,396,388	\$ 769,141	\$ —	\$ 2,165,529

[Table of Contents](#)

<i>(In thousands)</i>	Information Services	Banking Services	Corporate, Eliminations and Other	Total
2024				
Fee revenue and other income	\$ 109,779	\$ 2,643	\$ 1,470	\$ 113,892
Loss on sale of investment securities	—	—	(45)	(45)
Interest income	40,316	59,568	(11,839)	88,045
Interest expense	1,540	33,496	(14,778)	20,258
Provision for credit losses	—	447	—	447
Total net revenue	148,555	28,268	4,364	181,187
Personnel expenses	95,969	13,368	—	109,337
Occupancy	2,004	691	—	2,695
Equipment	6,762	1,339	—	8,101
Bad debt expense	7,847	—	—	7,847
Intersegment expense (income)	3,896	(3,896)	—	—
Other operating expense	20,883	8,879	—	29,762
Total operating expense	137,361	20,381	—	157,742
Pretax income from continuing operations	11,194	7,887	4,364	23,445
Pretax income from discontinued operations	773	—	—	773
Goodwill	16,197	136	—	16,333
Other intangible assets, net	4,914	—	—	4,914
Total assets	1,720,321	1,143,548	(468,788)	2,395,081
Average funding sources	\$ 1,276,335	\$ 782,714	\$ —	\$ 2,059,049

<i>(In thousands)</i>	Information Services	Banking Services	Corporate, Eliminations and Other	Total
2023				
Fee revenue and other income	\$ 106,224	\$ 2,713	\$ 1,161	\$ 110,098
Loss on sale of investment securities	—	—	(173)	(173)
Interest income	39,899	54,696	(11,835)	82,760
Interest expense	1,191	28,029	(12,954)	16,266
Release of credit losses	—	(550)	—	(550)
Total net revenue	144,932	29,930	2,107	176,969
Personnel expenses	92,480	11,908	—	104,388
Occupancy	2,104	695	—	2,799
Equipment	6,048	847	—	6,895
Intersegment expense (income)	4,270	(4,270)	—	—
Other operating expense	20,005	8,418	—	28,423
Total operating expense	124,907	17,598	—	142,505
Pretax income from continuing operations	20,025	12,332	2,107	34,464
Pretax income from discontinued operations	2,893	—	—	2,893
Goodwill	12,168	136	—	12,304
Other intangible assets, net	3,192	—	—	3,192
Total assets	1,586,388	1,103,173	(210,939)	2,478,622
Average funding sources	\$ 1,333,997	\$ 810,903	\$ —	\$ 2,144,900

Intersegment income (expense) primarily relates to payment processing fees paid by the Information Services segment to the Banking services segment. The Corporate elimination for total assets and interest income and interest expense primarily relates to allocated funds and related interest depending on funding needs of the operating segments.

Note 19
Leases

The Company leases certain premises under operating leases. As of December 31, 2025, the Company had lease liabilities of \$4.5 million and right-of-use assets of \$4.4 million. Lease liabilities and right-of-use assets are reflected in other liabilities and other assets, respectively. Included in occupancy expense on the consolidated statements of income for 2025 was operating lease cost of \$855,000, short-term lease cost of \$203,000, and there was no variable lease cost. The Company paid cash of \$826,000 for operating lease amounts included in the measurement of lease liabilities for the year ended December 31, 2025. No right-of-use assets were obtained in exchange for lease liabilities during the year ended December 31, 2025.

For the year ended December 31, 2025, the weighted average remaining lease term for the operating leases was 6.1 years and the weighted average discount rate used in the measurement of operating lease liabilities was 2.75%. Certain of the Company's leases contain options to renew the lease; however, these renewal options are not included in the calculation of the lease liabilities as they are not reasonably certain to be exercised.

[Table of Contents](#)

A maturity analysis of operating lease liabilities and undiscounted cash flows as of December 31, 2025 is as follows:

<i>(In thousands)</i>	December 31, 2025
Lease payments due	
Less than 1 year	\$ 826
1-2 years	821
2-3 years	769
3-4 years	714
4-5 years	726
Over 5 years	1,048
Total undiscounted cash flows	4,904
Discount on cash flows	395
Total lease liability	\$ 4,509

There were no sale and leaseback transactions, leveraged leases, or lease transactions with related parties during the year ended December 31, 2025. At December 31, 2025, the Company did not have any leases that had not yet commenced.

Note 20
Subsequent Events

In accordance with ASC 855, *Subsequent Events*, the Company has evaluated subsequent events after the consolidated balance sheet date of December 31, 2025, and there were no other events identified that would require additional disclosures to prevent the Company's consolidated financial statements from being misleading.

Note 21
Condensed Financial Information of Parent Company

Following are the condensed balance sheets of the Company (parent company only) and the related condensed statements of income and cash flows.

<i>(In thousands)</i>	Condensed Balance Sheets	
	December 31,	
	2025	2024
Assets		
Cash and due from banks	\$ 16,302	\$ 242,693
Short-term investments	22,507	50,410
Investment securities available-for-sale, at fair value	708,710	428,422
Loans, net	47,236	53,841
Payments in advance of funding	164,514	208,530
Investments in subsidiaries	206,012	194,102
Premises and equipment, net	29,086	30,311
Investments in bank-owned life insurance	52,195	50,325
Goodwill	16,027	16,197
Other intangible assets, net	3,728	4,914
Accounts and drafts receivable from customers	69,425	55,906
Other assets	41,955	51,169
Assets from discontinued operations	\$ —	\$ 14,413
Total assets	<u>\$ 1,377,697</u>	<u>\$ 1,401,233</u>
Liabilities and Shareholders' Equity		
Liabilities:		
Accounts and drafts payable	\$ 1,116,251	\$ 1,123,995
Other liabilities	18,448	25,894
Liabilities from discontinued operations	—	22,314
Total liabilities	1,134,699	1,172,203
Total shareholders' equity	242,998	229,030
Total liabilities and shareholders' equity	<u>\$ 1,377,697</u>	<u>\$ 1,401,233</u>

**Condensed Statements of Income
For the Years Ended December 31,**

<i>(In thousands)</i>	2025	2024	2023
Equity in undistributed income of subsidiaries	\$ 9,817	\$ 2,349	\$ 19,281
Dividends received from subsidiaries	20,000	20,000	7,500
Income from subsidiaries – management fees	4,285	4,304	4,230
Processing fees	63,897	64,492	59,382
Financial fees	39,038	41,252	43,790
Other	1,830	2,991	1,745
Net interest income after provision for (release of) credit losses	27,299	20,466	19,287
Total revenue	166,166	155,854	155,215
Expenses:			
Salaries and employee benefits	94,878	92,514	90,809
Other expenses	41,692	47,465	37,095
Total expenses	136,570	139,979	127,904
Income from continuing operations, before income tax expense	29,596	15,875	27,311
Income tax benefit	(1,516)	(2,683)	(579)
Net income from continuing operations	\$ 31,112	\$ 18,558	\$ 27,890
Income from discontinued operations, net of tax	\$ 4,004	\$ 610	\$ 2,169
Net income	\$ 35,116	\$ 19,168	\$ 30,059

**Condensed Statements of Cash Flows
For the Years Ended December 31,**

<i>(In thousands)</i>	2025	2024	2023
Cash flows from operating activities:			
Net income	\$ 35,116	\$ 19,168	\$ 30,059
Less: net income from discontinued operations	4,004	610	2,169
Net income from continuing operations	31,112	18,558	27,890
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in undistributed income of subsidiaries	(9,817)	(2,349)	(19,281)
Net change in other assets	2,100	(7,999)	(3,907)
Net change in other liabilities	(7,447)	2,143	(2,449)
Share-based compensation expense	4,186	3,052	4,007
Other, net	10,418	12,485	9,958
Net cash provided by operating activities - continuing operations	30,552	25,890	16,218
Net cash (used in) provided by operating activities - discontinued operations	(1,371)	2,206	1,551
Net cash provided by operating activities	29,181	28,096	17,769
Cash flows from investing activities:			
Proceeds from sales of investment securities available-for-sale	105,870	33,130	86,722
Proceeds from maturities of investment securities available-for-sale	67,591	49,712	23,032
Purchases of investment securities available-for-sale	(435,237)	(119,744)	(15,332)
Net decrease in loans	6,605	16,992	3,977
Proceeds from sale of TEM business	18,000	—	—
Net decrease (increase) in payments in advance of funding	44,016	(9,669)	94,914
Purchases of premises and equipment, net	(5,494)	(8,469)	(11,876)
Asset acquisition	—	(2,954)	—
Net cash (used in) provided by investing activities - continuing operations	(198,649)	(41,002)	181,437
Net cash used in investing activities - discontinued operations	(99)	(817)	(2,386)
Net cash (used in) provided by investing activities	(198,748)	(41,819)	179,051
Cash flows from financing activities:			
Net (increase) decrease in accounts and drafts receivable from customers	(13,519)	54,746	(14,872)
Net (decrease) increase in accounts and drafts payable	(7,745)	72,757	13,514
Cash dividends paid	(16,511)	(16,463)	(15,959)
Purchase of common shares for treasury	(25,988)	(7,248)	(5,773)
Other financing activities, net	(1,299)	(1,704)	(834)
Net cash (used in) provided by financing activities - continuing operations	(65,062)	102,088	(23,924)
Net cash (used in) provided by financing activities - discontinued operations	(19,665)	1,566	(1,639)
Net cash (used in) provided by financing activities	(84,727)	103,654	(25,563)
Net (decrease) increase in cash and cash equivalents	(254,294)	89,931	171,257
Cash and cash equivalents at beginning of year	293,103	203,172	31,915
Cash and cash equivalents at end of year	\$ 38,809	\$ 293,103	\$ 203,172

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Cass Information Systems, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Cass Information Systems, Inc. and subsidiaries (the Company) as of December 31, 2025 and 2024, the related consolidated statements of income, comprehensive income, cash flows, and shareholders' equity for each of the years in the three-year period ended December 31, 2025, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2025, 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, 2025, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 6, 2026 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

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

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

Critical Audit Matter

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

Assessment of the qualitative risk factors related to the allowance for credit losses on loans evaluated on a collective basis

As discussed in Notes 1 and 5 to the consolidated financial statements, the Company's allowance for credit losses as of December 31, 2025 was \$13.6 million, of which \$13.5 million was related to the allowance for credit losses on loans evaluated on a collective basis (the "collective ACL"). The December 31, 2025 collective ACL includes the measure of expected credit losses on a collective (pooled) basis for those loans that share similar risk characteristics. The Company estimated the collective ACL using a weighted-average remaining maturity ("WARM") model that utilizes expected annual remaining loan balance, historical loss rates, a reasonable and supportable forecast, and reversion adjustments. Additionally, the collective ACL includes subjective qualitative risk factors that are likely to cause estimated credit losses to differ from historical experience. Given the Company's recent historical loss experience, the impact of the qualitative risk factors related to the collective ACL is a substantial percentage of the overall collective ACL. These qualitative risk

factors may increase or reduce reserve levels and include adjustments for assumptions related to loan concentrations, lending management experience and risk tolerance, loan review and audit results, asset quality and portfolio trends, value of underlying collateral, and loan portfolio growth.

We identified the assessment of the qualitative risk factors related to the collective ACL as a critical audit matter. A high degree of audit effort, including specialized skills and knowledge, and subjective and complex auditor judgment was involved in the assessment due to significant measurement uncertainty. Specifically, the assessment encompassed the evaluation of the qualitative risk factors related to the collective ACL methodology, including the conceptual soundness and performance of the qualitative framework. The assessment also included the evaluation of qualitative risk factors and the related assumptions. These qualitative risk factors and related assumptions are sensitive to variation, such that minor changes in the assumption can cause significant changes in the estimates.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's measurement of the qualitative risk factors related to the collective ACL estimate, including controls over the:

- development of the collective ACL methodology
- identification and determination of the assumptions used in the qualitative framework
- continued use and appropriateness of changes made to the qualitative framework
- analysis of the collective ACL results, trends, and ratios

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

- evaluating the Company's collective ACL methodology for compliance with U.S. generally accepted accounting principles
- evaluating judgments made by the Company relative to the assessment of the qualitative framework by comparing it to relevant Company-specific metrics and trends and the applicable industry and regulatory practices
- evaluating the qualitative framework used to develop the qualitative risk factors and the effect of those factors on the collective ACL compared with relevant credit risk factors and consistency with credit trends and identified limitations of the underlying quantitative models.

/s/ KPMG LLP

We have served as the Company's auditor since 1983.

St. Louis, Missouri
March 6, 2026

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of December 31, 2025. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of December 31, 2025.

Management’s Report on Internal Control Over Financial Reporting

Our 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). All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentations.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under this framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2025.

There have not been changes in our internal control over financial reporting that occurred during our fourth fiscal quarter that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

The effectiveness of our internal control over financial reporting as of December 31, 2025 has been audited by KPMG LLP, our independent registered public accounting firm. KPMG LLP’s report, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2025, is included below.

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Cass Information Systems, Inc.:

Opinion on Internal Control Over Financial Reporting

We have audited Cass Information Systems, Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2025 and 2024, the related consolidated statements of income, comprehensive income, cash flows, and shareholders' equity, for each of the years in the three-year period ended December 31, 2025, and the related notes (collectively, the consolidated financial statements), and our report dated March 6, 2026 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

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

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

Definition and Limitations of Internal Control Over Financial Reporting

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

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

/s/ KPMG LLP

St. Louis, Missouri
March 6, 2026

ITEM 9B. OTHER INFORMATION

- a. None.
- b. During the three months ended December 31, 2025, none of the Company's officers or directors adopted or terminated any "Rule 10b5-1 trading arrangements" or any "non-Rule 10b5-1 trading arrangement," as such terms are defined under Item 408 of Regulation S-K.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Certain information required by this Item 10 is incorporated herein by reference to the following sections of the Company’s definitive Proxy Statement for its 2026 Annual Meeting of Shareholders (the “2026 Proxy Statement”), a copy of which will be filed with the SEC no later than 120 days after the close of the fiscal year: “Election of Directors – Proposal 1,” “Executive Compensation and Related Information.”

The Company has adopted a Code of Conduct and Business Ethics policy, applicable to all Company directors, executive officers and employees. The policy is publicly available and can be viewed on the Company’s website at www.cassinfo.com. The Company intends to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding the amendment to, or a waiver of, a provision of this policy that applies to the Company’s principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, and that relates to any element of the code of ethics definition enumerated in Item 406(b) of Regulation S-K by posting such information on its website.

The Company has adopted a Treatment and Use of Confidential Information and Prohibition of Insider Trading Policy that governs the purchase, sale, and/or other dispositions of the Company’s securities by directors, officers, and employees that is reasonably designed to promote compliance with insider trading laws, rules, and regulations, and any listing standards applicable to the Company. A copy of the Company’s Insider Trading Policy is filed as Exhibit 19 to this Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

Certain information required pursuant to this Item 11 is incorporated herein by reference to the sections entitled “Election of Directors – Proposal 1” and “Executive Compensation and Related Information” of the Company’s 2026 Proxy Statement, a copy of which will be filed with the SEC no later than 120 days after the close of the fiscal year.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required pursuant to this Item 12 is incorporated herein by reference to the section entitled “Beneficial Ownership of Securities” of the Company’s 2026 Proxy Statement, a copy of which will be filed with the SEC no later than 120 days after the close of the fiscal year.

Securities Authorized for Issuance under Equity Compensation Plans

The following information is as of December 31, 2025:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders ⁽¹⁾⁽²⁾	249,884	\$ 42.20	745,317
Equity compensation plans not approved by security holders	—	—	—
Total	249,884	\$ 42.20	745,317

(1) Amount disclosed relates to awards issued and outstanding under the Amended and Restated Omnibus Stock and Performance Compensation Plan (the “Prior Plan”) and the 2023 Omnibus Stock and Performance Compensation Plan

(the "2023 Omnibus Plan"). The 2023 Omnibus Plan was approved by the Board of Directors in February 2023 and adopted by the Company's stockholders at the 2023 Annual Meeting of Shareholders.

- (2) Includes restricted stock units, restricted stock, and performance-based stock. Performance-based stock is included assuming 100% attainment of the targets. The actual number of shares of performance-based stock to be awarded at the end of applicable performance periods ranges from 0% to 150% of the target amount awarded depending on the Company's achievement of pre-established financial goals.
- (3) Amount disclosed relates to the shares available for issuance under the 2023 Omnibus Plan. The Prior Plan terminated in accordance with its terms on April 17, 2023, and no shares reserved for issuance under the Prior Plan will be made available for future awards under the 2023 Omnibus Plan.

Refer to Note 12 to the consolidated financial statements for information concerning the Prior Plan and 2023 Omnibus Plan.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required by this Item 13 is incorporated herein by reference to the section entitled "Election of Directors – Proposal 1" of the Company's 2026 Proxy Statement, a copy of which will be filed with the SEC no later than 120 days after the close of the fiscal year.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information concerning our principal accountant's fees and services is incorporated herein by reference to the section entitled "Ratification of Appointment of Independent Registered Public Accounting Firm – Proposal 3" of the Company's 2026 Proxy Statement, a copy of which will be filed with the SEC no later than 120 days after the close of the fiscal year.

PART IV.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are incorporated by reference in or filed as an exhibit to this report:

(1) and (2) [Financial Statements and Financial Statement Schedules](#)
Included in Item 8 of this report.

(3) Exhibits listed under (b) of this Item 15.

(b) Exhibits

3.1 [Restated Articles of Incorporation of Registrant, incorporated by reference to Exhibit 4.1 to Form S-8 Registration Statement No. 333-44499, filed with the SEC on January 20, 1998.](#)

3.2 [Amendment to Restated Articles of Incorporation, incorporated by reference to Exhibit 3.1 to the current report on Form 8-K, filed with the SEC on April 19, 2013.](#)

3.3 [Articles of Merger of Cass Commercial Corporation, incorporated by reference to Exhibit 3.1 to the quarterly report on Form 10-Q for the quarter ended September 30, 2006.](#)

3.4 [Third Amended and Restated Bylaws of Registrant, incorporated by reference to Exhibit 3.1 to the current report on 8-K, filed with the SEC on January 24, 2025.](#)

4.1 [Description of the Registrant's securities, incorporated by reference to Exhibit 4.1 to the Annual report on Form 10-K filed with the SEC on February 28, 2020.](#)

10.1 [Form of Directors' Indemnification Agreement, incorporated by reference to Exhibit 10.1 to the quarterly report on Form 10-Q for the quarter ended March 31, 2003.*](#)

10.2 [Amended and Restated Omnibus Stock and Performance Compensation Plan, incorporated by reference to Exhibit 10.1 to the current report on Form 8-K, filed with the SEC on April 19, 2013.*](#)

10.3 [Amendment and Restatement of the Supplemental Executive Retirement Plan, incorporated by reference to Exhibit 10.2 to the quarterly report on Form 10-Q for the quarter ended September 30, 2007.*](#)

10.4 [Form of Restricted Stock Award Agreement, incorporated by reference to Exhibit 10.8 to the annual report on Form 10-K for the year ended December 31, 2016.*](#)

10.5 [Form of Restricted Stock Unit Agreement, incorporated by reference to Exhibit 10.9 to the annual report on Form 10-K for the year ended December 31, 2016.*](#)

10.6 [Description of Cass Information Systems, Inc. Profit Sharing Program, incorporated by reference to Exhibit 10.7 to the annual report on Form 10-K for the year ended December 31, 2022*.](#)

10.7 [Cass Information Systems, Inc. 2023 Omnibus Stock and Performance Compensation Plan, incorporated by reference to Exhibit 10.1 to the current report on Form 8-K, filed with the SEC on April 21, 2023.*](#)

10.8 [Form of Restricted Stock Award Agreement for Employees under the Cass Information Systems, Inc. 2023 Omnibus Stock and Performance Compensation Plan, incorporated by reference to Exhibit 10.2 to the current report on Form 8-K, filed with the SEC on April 21, 2023.*](#)

10.9 [Form of Restricted Stock Award Agreement for Non-Employee Directors under the Cass Information Systems, Inc. 2023 Omnibus Stock and Performance Compensation Plan, incorporated by reference to Exhibit 10.3 to the quarterly report on Form 10-Q for the quarter ended March 31, 2023.*](#)

10.10 [Form of Restricted Stock Award Agreement for Employees under the Cass Information Systems, Inc. 2023 Omnibus Stock and Performance Compensation Plan, incorporated by reference to Exhibit 10.1 to the current report on Form 8-K, filed with the SEC on January 24, 2025.*](#)

10.11 [Exhibit 10.11 Form of Restricted Stock Award Agreements for Non-Employee Directors.](#)

10.12 [Description of Cass Information Systems, Inc. Profit Sharing Program, incorporated by reference to Exhibit 10.1 to the quarterly report on Form 10-Q for the quarter ended June 30, 2025*.](#)

19 [Insider Trading Policy incorporated by reference to Exhibit 19 to the yearly report on Form 10-K for the](#)

	year ended December 31, 2024*
21	Subsidiaries of registrant.
23	Consent of Independent Registered Public Accounting Firm.
31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
97	Cass Information Systems, Inc. Clawback Policy
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
104	Cover Page Interactive Data File

* Management contract or compensatory plan arrangement

(c) None.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

CASS INFORMATION SYSTEMS, INC.

Date: March 6, 2026 By /s/ Martin H. Resch
Martin H. Resch
President and CEO
(Principal Executive Officer)

Date: March 6, 2026 By /s/ Michael J. Normile
Michael J. Normile
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on the dates indicated by the following persons on behalf of the registrant and in their capacity as a member of the Board of Directors of the Company.

Date: March 6, 2026 By /s/ Eric H. Brunngraber
Eric H. Brunngraber

Date: March 6, 2026 By /s/ Ralph W. Clermont
Ralph W. Clermont

Date: March 6, 2026 By /s/ Robert A. Ebel
Robert A. Ebel

Date: March 6, 2026 By /s/ Benjamin F. Edwards, IV
Benjamin F. Edwards, IV

Date: March 6, 2026 By /s/ Wendy J. Henry
Wendy J. Henry

Date: March 6, 2026 By /s/ James J. Lindemann
James J. Lindemann

Date: March 6, 2026 By /s/ Ann W. Marr
Ann W. Marr

Date: March 6, 2026 By /s/ Martin H. Resch
Martin H. Resch

Date: March 6, 2026 By /s/ Sally H. Roth
Sally H. Roth

Date: March 6, 2026 By /s/ Joseph D. Rupp
Joseph D. Rupp

Date: March 6, 2026 By /s/ Randall L. Schilling
Randall L. Schilling

Date: March 6, 2026 By /s/ Franklin D. Wicks, Jr.
Franklin D. Wicks, Jr.

CASS INFORMATION SYSTEMS, INC.
2023 OMNIBUS STOCK AND PERFORMANCE COMPENSATION PLAN
RESTRICTED STOCK UNIT (RSU) AWARD AGREEMENT

Participant Name:

Date of Award:

Number of Restricted Stock Units subject to this Award:

We are pleased to inform you that, as a director of Cass Information Systems, Inc. (“Cass” or “the Company”) or one of its Subsidiaries, you are granted an Award of Restricted Stock Units (“RSUs”) under the Cass Information Systems, Inc. 2023 Omnibus Stock and Performance Compensation Plan (the “Plan”). Each RSU under this Award is equivalent to one share of Cass common stock (“Stock”), \$0.50 par value per share. This Award Agreement is subject to your acceptance as provided in Section 1 below and the terms and conditions that follow in this Award Agreement.

The date of the Award evidenced by this Award Agreement (the “Date of Grant”) is set forth above.

The terms and conditions of this Award Agreement, including non-standard provisions permitted by the Plan, are set forth below.

1. **Acceptance of Award.** This Award Agreement is to be accepted by signing your name on the signature page of this Award Agreement and causing it to be delivered to the Secretary of Cass, 12444 Powerscourt Drive, Suite 550, St. Louis, MO 63131, before 4:30 p.m. Central time on the 30th day after the Date of Grant. If the Secretary does not receive your properly signed copy of this Award Agreement before the time and date specified in the previous sentence, then, despite anything else provided in this Award Agreement, this Award will be void as if it was never awarded to you and will be of no effect. Your signing and timely delivering of this Award Agreement will evidence your acceptance on the terms and conditions stated in this Award Agreement.
2. **Deferral Election.** Consistent with your prior nonrevocable deferral election, your Award will vest and be settled in shares of Stock only upon your separation from service as a Director (the “Deferral Period”). Cass shall deliver the Stock to you as explained in Section 3 of this Award Agreement.
3. **Issuance of Shares.** RSUs shall mean a nonvoting unit of measurement which is deemed for bookkeeping purposes to be equivalent to one outstanding share of Cass common stock, \$0.50 par value per share, solely for purposes of the Plan or this Award Agreement. The RSUs shall be used solely as a device for the determination of the number of shares of Stock to be issued as soon as reasonably practicable following your separation from service as a Director. The RSUs shall not be treated as property or as a trust of any kind. RSUs shall be a bookkeeping entry subject to the restrictions of this Award Agreement until such time the RSUs have vested, as explained in Section 2. For purposes of this Award Agreement, “separation from service” shall have the meaning set forth under Section 409A of the Code.
4. **Effect of Death, Total Disability or Change of Control.** If you die while in the service of Cass or its Subsidiaries, your RSUs shall become immediately vested and Cass shall deliver the shares of Stock in settlement of the RSUs subject to this Award Agreement to your Designated Beneficiary, or as provided in Section 5.d. if a Beneficiary has not been designated, has died, or cannot be located. Subsequently, such RSUs shall not be subject to forfeiture after your death. If you become Totally Disabled or a Change of Control occurs, that results in termination of service, while you are in the service of Cass or its Subsidiaries, your RSUs shall become immediately vested and Cass shall deliver the shares of Stock in settlement of the RSUs subject to this Award Agreement to you. Subsequently, such Stock shall not be subject

to forfeiture after the occurrence of your Total Disability or a Change of Control occurs that results in termination of service and such Stock shall be delivered in the same manner as provided in this Section 4.

5. **Restrictions.** In association with the other terms of this Award Agreement and in accordance with the Plan and the RSUs shall be subject to the following restrictions:
 - a. The RSU or any interest in them or any other rights under this Award Agreement may not be sold, transferred, donated, exchanged, pledged, hypothecated, assigned, or otherwise transferred, alienated or encumbered, by operation of law or otherwise, until (and then only to the extent of) the shares of Stock are delivered to you or, in the event of your death, your Designated Beneficiary or Beneficiaries or testamentary transferee or transferees.
 - b. You shall have, with respect to RSUs, none of the rights of a holder of Stock, including the right to vote. Notwithstanding the preceding, dividends paid on Stock which are represented by RSUs will be accrued as dividend equivalents, but not paid, during the Deferral Period. Such accrued dividend equivalents will be paid in cash to you at the time the Stock, related to the vesting of RSUs, is paid to you.
 - c. During your lifetime, Stock shall only be delivered to you. Any Stock transferred in accordance with this Award Agreement shall continue to be subject to the terms and conditions of this Award Agreement. Any transfer permitted under this Award Agreement shall be promptly reported in writing to Cass's Secretary.
 - d. You may designate a beneficiary or beneficiaries ("Designated Beneficiary or Beneficiaries") on the Designated Beneficiary form attached to this Award Agreement to receive Stock for RSUs which vest on your death. If you do not complete the Beneficiary Designation form or if, after your death, your Designated Beneficiary or Beneficiaries has or have died or cannot be located, Stock for RSUs which become vested on your death shall be transferred in accordance with your will or, if you have no will, in accordance with the terms of the Plan.
6. **Effect of Termination for Cause.** Notwithstanding anything in this Award Agreement to the contrary, if your service with Cass or a Subsidiary is Terminated for Cause, you will immediately forfeit all outstanding RSUs.
7. **Transfer of Service; Leave of Absence.** A transfer of your service from Cass to a Subsidiary or vice versa, or from one Subsidiary to another, without an intervening period, shall not be deemed a termination of service. If you are granted an authorized leave of absence, you shall be deemed to have remained in the service of the company of which you serve as a director during such leave of absence.
8. **Tax Matters.**
 - a. This Award Agreement is intended to comply with Section 409A of the Code or an exemption thereunder and shall be construed and interpreted in a manner that is consistent with the requirements for avoiding additional taxes or penalties under Section 409A of the Code. Notwithstanding the foregoing, Cass makes no representations that the payments and benefits provided under this Award Agreement comply with Section 409A of the Code and in no event shall Cass be liable for all or any portion of any taxes, penalties, interest or other expenses that you may incur on account of non-compliance with Section 409A of the Code

- b. You should consult with your tax advisor regarding the tax consequences of receiving RSUs.
9. **No Right to Continued Service.** Nothing contained in this Award Agreement or the Plan shall confer any right to continue in the service of Cass or any of its Subsidiaries or limit in any way the right of Cass or a Subsidiary to change your compensation or other benefits or to terminate your service with or without Cause.
10. **Listing: Securities Considerations.** Despite anything else in this Award Agreement, if at any time the Board determines, in its sole discretion, the listing, registration or qualification (or an updating of any such document) of the shares of Stock issuable under this Award Agreement is necessary on any securities exchange or under any federal or state securities or blue sky law, or that the consent or approval of any governmental regulatory body is necessary or desirable as a condition of, or in connection with the issuance of the shares of Stock, or the removal of any restrictions imposed on the RSUs underlying such shares of Stock, such shares of Stock shall not be issued, in whole or in part, or the restrictions on the underlying RSUs removed, unless such listing, registration, qualifications, consent or approval shall have been effected or obtained free of any conditions not acceptable to Cass.
11. **Clawback Policy.** Notwithstanding any provision to the contrary, in the event Cass materially restates its financial statements, the result of which is that the Award described herein would have been lesser if calculated based on restated results, the Compensation Committee shall have the discretion to rescind, revoke, adjust or otherwise modify the Award. Such action will be taken consistent with the Compensation Committee's governing Clawback Policy, a copy of which is available from the Secretary of Cass upon request. For the avoidance of doubt, the Compensation Committee may take such action against any Participant regardless of whether the Participant is a current or former Executive Officer.
12. **Binding Effect.** This Award Agreement shall inure to the benefit of and be binding on the parties to this Award Agreement and their respective heirs, executors, administrators, legal representatives and successors. Without limiting the generality of the foregoing, whenever the term "you" is used in any provision of this Award Agreement under circumstances where the provision appropriately applies to the heirs, executors, administrators, or legal representatives to whom Stock related to the vesting of RSUs may be transferred by the Beneficiary Designation, will or the laws of descent and distribution, the term "you" shall be deemed to include such person or persons.
13. **Plan Provisions Govern.**
 - a. This Award Agreement is subject to the terms, conditions, restrictions and other provisions of the Plan as if all those provisions were set forth in their entirety in this Award Agreement. If any provision of this Award Agreement conflicts with a provision of the Plan, the Plan provision shall control.
 - b. You acknowledge that a copy of the Plan and a prospectus summarizing the Plan was distributed or made available to you and that you were advised to review that material before entering into this Award Agreement. You waive the right to claim that the provisions of the Plan are not binding on you and your heirs, executors, administrators, legal representatives and successors.

- c. Capitalized terms used but not defined in this Award Agreement have the meanings given those terms in the Plan.
 - d. By your signature below, you represent that you are familiar with the terms and provisions of the Plan, and hereby accept this Award Agreement subject to all of the terms and provisions of the Plan. You have reviewed the Plan and this Award Agreement in their entirety and fully understand all provisions of the Plan and this Award Agreement. You agree to accept as binding, conclusive and final all decisions or interpretations of the Committee on any questions arising under the Plan or this Award Agreement.
14. **Governing Law and Venue.** This Award Agreement shall be governed by and construed in accordance with the laws of the State of Missouri despite any laws of that state that would apply the laws of a different state. In the event of litigation arising in connection with this Award Agreement and/or the Plan, the parties hereto agree to submit to the jurisdiction of state and Federal courts located in Missouri.
 15. **Severability.** If any term or provision of this Award Agreement, or the application of this Award Agreement to any person or circumstance, shall at any time or to any extent be invalid, illegal or unenforceable in any respect as written, both parties intend for any court construing this Award Agreement to modify or limit that provision so as to render it valid and enforceable to the fullest extent allowed by law. Any provision that is not susceptible of reformation shall be ignored so as to not affect any other term or provision of this Award Agreement, and the remainder of this Award Agreement, or the application of that term or provision to persons or circumstances other than those as to which it is held invalid, illegal or unenforceable, shall not be affected thereby and each term and provision of this Award Agreement shall be valid and enforceable to the fullest extent permitted by law.
 16. **Entire Agreement; Modification.** The Plan and this Award Agreement contain the entire agreement between the parties with respect to the subject matter contained in this Award Agreement and it may not be modified, except as provided in the Plan, as it may be amended from time to time in the manner provided in the Plan, or in this Award Agreement, as it may be amended from time to time by a written document signed by each of the parties to this Award Agreement. Any oral or written agreements, representations, warranties, written inducements, or other communications with respect to the subject matter contained in this Award Agreement made before the signing of this Award Agreement shall be void and ineffective for all purposes.
 17. **Counterparts.** This Award Agreement may be executed simultaneously in two or more counterparts, each of which shall constitute an original, but all of which taken together shall constitute one and the same Award Agreement.
 18. **Descriptive Headings.** The descriptive headings of this Award Agreement are inserted for convenience only and do not constitute a part of this Award Agreement.
 19. **Notices; Electronic Delivery.** All notices, demands or other communications to be given or delivered under or by reason of the provisions of this Award Agreement shall be in writing and shall be deemed to have been given when delivered personally; mailed by certified or registered mail, return receipt requested and postage prepaid; delivered by a nationally recognized overnight delivery service or sent by facsimile and confirmed by first class mail, to the recipient. Such notices, demands and other communications shall be sent to the parties at the addresses indicated below:

- a. If to you:
- b. If to the Company: Secretary
Cass Information Systems, Inc.
12444 Powerscourt Drive, Suite 550
St. Louis, Missouri 63131

or to such other address or to the attention of such other party as the recipient party has specified by prior written notice to the sending party. You agree during the term of this Award Agreement to keep Cass informed of your current mailing address and of receiving written notice from Cass in accordance with this Section 19. In lieu of receiving documents in paper format, you agree, to the fullest extent permitted by law, to accept electronic delivery of any documents that may be required to be delivered to you (including, but not limited to, prospectuses, prospectus supplements, grant or award notifications and agreements, account statements, annual and quarterly reports, and all other forms of communications) in connection with this and any other award made or offered by Cass. Electronic delivery may be via electronic mail system or by reference to a location on a Cass intranet to which you have access. You hereby consent to any and all procedures Cass has established or may establish for an electronic signature system for delivery and acceptance of any such documents that may be required to be delivered to you, and agree that your electronic signature is the same as, and shall have the same force and effect as, your manual signature.

1. **Authority to Receive Payments.** Any amount payable to or for the benefit of a minor, an incompetent person or other person incapable of receiving such payment shall be deemed paid when paid to the conservator of such person's estate or to the party providing or reasonably appearing to provide for the care of such person, and such payment shall fully discharge Cass and Members of the Committee and the Board with respect thereto.
 - a.
2. **Data Privacy.** By executing this Award Agreement and participating in the Plan, you hereby explicitly and unambiguously consent to the collection, use, processing and transfer, in electronic or other form, of personal data by and among, as applicable, administrative agents and Cass and other subsidiaries for the exclusive purpose of implementing, administering and managing your participation in the Plan. You understand that administrative agents, Cass, and other subsidiaries may hold certain personal information about you, including your name, home address and telephone number, date of birth, social security number or other identification number, salary/compensation, nationality, job title, any stock or directorships held in Cass, details of RSUs awarded, canceled, purchased or outstanding in your favor, for the purpose of managing and administering the Plan. You further understand that some or all related data may be transferred to any third parties assisting Cass in the implementation, administration and management of the Plan. You understand that these recipients may be located in your country of residence, or elsewhere, and that the recipient's country may have different data privacy laws and protections than your country of residence. You authorize the recipients to receive, possess, use, retain and transfer related data, in electronic or other form, for the purposes of implementing, administering and managing your participation in the Plan. You understand that withdrawing your consent may affect your ability to participate in the Plan.

[Signature Page Follows]

In Witness Whereof, the parties have caused this Award Agreement to be signed and delivered as of the day and year first above written.

CASS INFORMATION SYSTEMS, INC.

PARTICIPANT

Signature

Signature

By:

Date:

Title:

Date:

CASS INFORMATION SYSTEMS, INC.
2023 OMNIBUS STOCK AND PERFORMANCE COMPENSATION PLAN
RESTRICTED STOCK AWARD AGREEMENT

Participant Name:

Date of

Grant:

Number of Restricted Shares subject to this Award:

We are pleased to inform you that, as a director of Cass Information Systems, Inc. (“Cass” or “the Company”) or one of its Subsidiaries, you are granted an Award of Restricted Shares (“Shares”) under the Cass Information Systems, Inc. 2023 Omnibus Stock and Performance Compensation Plan (the “Plan”). Each Share under this Award represents one share of Cass common stock, \$0.50 par value per share. This Award Agreement is subject to your acceptance as provided in Section 1 below and the terms and conditions that follow in this Award Agreement.

The date of the Award evidenced by this Award Agreement (the “Date of Grant”) is set forth above.

The terms and conditions of this Award Agreement, including non-standard provisions permitted by the Plan, are set forth below.

1. **Acceptance of Award.** This Award Agreement is to be accepted by signing your name on the signature page of this Award Agreement and causing it to be delivered to the Secretary of Cass, 12444 Powerscourt Drive, Suite 550, St. Louis, MO 63131, before 4:30 p.m. Central time on the 30th day after the Date of Grant. If the Secretary does not receive your properly signed copy of this Award Agreement before the time and date specified in the previous sentence, then, despite anything else provided in this Agreement, this Award will be void as if it was never awarded to you and will be of no effect. Your signing and timely delivering of this Award Agreement will evidence your acceptance on the terms and conditions stated in this Award Agreement.
2. **Vesting and Forfeiture of Restricted Stock.** Your Award Shares will vest and become immediately transferrable on the Vesting Date as set forth in Exhibit A (“Restriction Period”). Upon the Vesting Date, the Restriction Period will lapse with respect to the Award Shares and Cass shall deliver the Shares to you as explained in Section 3 of this Award Agreement.
3. **Issuance of Restricted Shares.** Shares shall be held in book entry form on the books of Cass’s depository (or another institution specified by Cass) subject to the restrictions of this Award Agreement until such time the Shares have Vested, as explained in Section 2. or vest as a result of your death, Total Disability or a Change in Control, as explained in Section 4. As soon as practicable following the lapse of restriction provisions and subsequent Vesting of Shares, Cass shall give transfer instructions to the institution holding the Shares in book entry form so that the Shares are transferred to you or your designated beneficiary, if applicable, without restriction.

You hereby (i) acknowledge that Shares may be held in book entry form on the books of Cass’s depository (or another institution specified by Cass), (ii) irrevocably authorize Cass to take such actions as may be necessary or appropriate to effect a transfer or cancellation of the record ownership of any such Unvested Shares that are forfeited in accordance with this Award Agreement, (iii) agree to take such other actions as Cass may reasonably request to accomplish the forfeiture of any Unvested Shares that are forfeited under this Award Agreement, and (iv) authorize Cass to cause such Shares to be cancelled or transferred in the event they are

forfeited pursuant to this Award Agreement. For the purposes of this Award Agreement, “Unvested Shares” shall mean these shares that were not yet vested pursuant to the terms of this Award Agreement.

4. **Effect of Death, Total Disability or Change of Control.** If you die while in the service of Cass or its Subsidiaries, the Restriction Period will lapse with respect to all outstanding Restricted Shares and Cass shall deliver the Shares subject to this Award Agreement to your Designated Beneficiary or as provided in Section 6 if a Beneficiary has not been designated, has died or cannot be located. Subsequently, such Shares shall not be subject to forfeiture after your death. If you become Totally Disabled or a Change of Control occurs, that results in termination of service, while you are in the service of Cass or its Subsidiaries, the Restriction Period will lapse with respect to all outstanding Restricted Shares and Cass shall deliver the Shares subject to this Award Agreement to you. Subsequently, such Shares shall not be subject to forfeiture after the occurrence of your Total Disability or a Change of Control occurs, that results in termination of service and such shares shall be delivered in the same manner as provided in this Section 2.
5. **Termination of Service.** If your service with Cass or any of its Subsidiaries terminates, as described in Section 7, prior to the vesting of Shares in accordance with Section 2 other than by reason of your death, Total Disability, or after a Change of Control, you shall forfeit all such Shares.
6. **Restrictions.** In association with the other terms of this Agreement and in accordance with the Plan, the Shares shall be subject to the following restrictions:
 - a. Neither (i) the Shares or any interest in them, (ii) the right to vote the Shares, (iii) the right to receive dividends on the Shares, or (iv) any other rights under this Agreement may be sold, transferred, donated, exchanged, pledged, hypothecated, assigned, or otherwise transferred, alienated or encumbered, by operation of law or otherwise, until (and then only to the extent of) the Shares are delivered to you or, in the event of your death, your Designated Beneficiary or Beneficiaries or testamentary transferee or transferees.
 - b. You shall have, with respect to the Restricted Shares, all of the rights of a holder of Shares, including the right to vote such Shares and to earn any cash dividends thereon, except as otherwise provided in the Plan. Additional Shares of Cass common stock resulting from adjustments under Section XII of the Plan with respect to Shares subject to this Agreement shall be treated as additional Shares subject to the same restrictions and other terms of this Award Agreement. Cash dividends accrued on Unvested Shares shall be retained by Cass until the underlying Shares have vested and restrictions lifted and shall be payable subject to fulfillment of the terms and conditions of this Agreement. Such dividends are taxable to you as compensation income, and not dividend income, and are deductible by Cass or its Subsidiaries for income tax purposes as compensation income.
 - c. During your lifetime, Shares shall only be delivered to you. Any Shares transferred in accordance with this Agreement shall continue to be subject to the terms and conditions of this Agreement. Any transfer permitted under this Agreement shall be promptly reported in writing to Cass’s Secretary.
 - d. You may designate a beneficiary or beneficiaries (“Designated Beneficiary or Beneficiaries”) on the Designated Beneficiary form attached to this Agreement to

receive Shares which vest on your death. If you do not complete the Beneficiary Designation form or if, after your death, your Designated Beneficiary or Beneficiaries has or have died or cannot be located, Shares which become vested on your death shall be transferred in accordance with your will or, if you have no will, in accordance with the terms of the Plan.

7. **Effect of Other Causes of Termination of Service.** If your service with Cass or any of its Subsidiaries terminates, as described in this Section 7, prior to the vesting of Shares in accordance with Section 2, you shall forfeit all such Unvested Shares:
 - a. Your service by a Subsidiary of Cass shall be considered terminated on the date that the company for which you serve is no longer a Subsidiary of Cass, for reasons other than a Change in Control.
 - b. Notwithstanding anything in this Award Agreement to the contrary, if your service with Cass or a Subsidiary is Terminated for Cause, you shall forfeit all Shares for no consideration, including any Shares that have vested in accordance with Section 2.
8. **Transfer of Service; Leave of Absence.** A transfer of your service from Cass to a Subsidiary or vice versa, or from one Subsidiary to another, without an intervening period, shall not be deemed a termination of service. If you are granted an authorized leave of absence, you shall be deemed to have remained in the service of the company of which you serve as a director during such leave of absence.
9. **Tax Matters.**
 - a. Federal Income tax withholding (and state and local income tax withholding, if applicable) may be required with respect to the taxation of income realized when restrictions are removed from the Shares or in the event you make the Section 83(b) election described in Section 21. You agree to deliver to Cass only the amounts the Committee determines should be withheld, provided, however, that you may pay a portion or all of such withholding taxes by electing to have (i) Cass withhold a portion of the Shares that would otherwise be delivered to you or (ii) you can deliver to Cass Shares that you have owned for at least six months, in either case, having a Fair Market Value (as of the date that the amount of taxes is to be withheld) in the sum of the amount to be withheld plus reasonable expenses of selling such Shares, and provided further that your election shall be irrevocable and subject to the approval of the Committee.
 - b. You should consult with your tax advisor regarding the tax consequences of receiving shares and making the Section 83(b) election described in Section 21.
10. **No Right to Continued Service.** Nothing contained in this Award Agreement or the Plan shall confer any right to continue in the service of Cass or any of its Subsidiaries or limit in any way the right of Cass or a Subsidiary to change your compensation or other benefits or to terminate your service with or without Cause.
11. **Listing: Securities Considerations.** Despite anything else in this Award Agreement, if at any time the Board determines, in its sole discretion, the listing, registration or qualification (or an updating of any such document) of the Shares issuable under this Agreement is necessary on any securities exchange or under any federal or state securities or blue sky law, or that the consent or approval of any governmental regulatory body is necessary or desirable as a

condition of, or in connection with the issuance of the Shares, or the removal of any restrictions imposed on such Shares, such Shares shall not be issued, in whole or in part, or the restrictions on the Shares removed, unless such listing, registration, qualifications, consent or approval shall have been effected or obtained free of any conditions not acceptable to Cass.

12. **Clawback Policy.** Notwithstanding any provision to the contrary, in the event Cass materially restates its financial statements, the Compensation Committee shall have the discretion to rescind, revoke, adjust or otherwise modify the award. Such action will be taken consistent with the Compensation Committee's governing Clawback Policy, a copy of which is available from the Secretary of Cass upon request. For the avoidance of doubt, the Compensation Committee may take such action against any Participant regardless of whether the Participant is a current or former Executive Officer.
13. **Binding Effect.** This Agreement shall inure to the benefit of and be binding on the parties to this Agreement and their respective heirs, executors, administrators, legal representatives and successors. Without limiting the generality of the foregoing, whenever the term "you" is used in any provision of this Agreement under circumstances where the provision appropriately applies to the heirs, executors, administrators, or legal representatives to whom Shares may be transferred by the Beneficiary Designation, will or the laws of descent and distribution, the term "you" shall be deemed to include such person or persons.
14. **Plan Provisions Govern.**
 - a. This award is subject to the terms, conditions, restrictions and other provisions of the Plan as if all those provisions were set forth in their entirety in this Award Agreement. If any provision of this Award Agreement conflicts with a provision of the Plan, the Plan provision shall control.
 - b. You acknowledge that a copy of the Plan and a prospectus summarizing the Plan was distributed or made available to you and that you were advised to review that material before entering into this Award Agreement. You waive the right to claim that the provisions of the Plan are not binding on you and your heirs, executors, administrators, legal representatives and successors.
 - c. Capitalized terms used but not defined in this Award Agreement have the meanings given those terms in the Plan.
 - d. By your signature below, you represent that you are familiar with the terms and provisions of the Plan, and hereby accept this Award Agreement subject to all of the terms and provisions of the Plan. You have reviewed the Plan and this Award Agreement in their entirety and fully understand all provisions of the Plan and this Award Agreement. You agree to accept as binding, conclusive and final all decisions or interpretations of the Committee on any questions arising under the Plan or this Award Agreement.
15. **Governing Law and Venue.** This Award Agreement shall be governed by and construed in accordance with the laws of the State of Missouri despite any laws of that state that would apply the laws of a different state. In the event of litigation arising in connection with this Award Agreement and/or the Plan, the parties hereto agree to submit to the jurisdiction of state and Federal courts located in Missouri.

16. **Severability.** If any term or provision of this Award Agreement, or the application of this Award Agreement to any person or circumstance, shall at any time or to any extent be invalid, illegal or unenforceable in any respect as written, both parties intend for any court construing this Award Agreement to modify or limit that provision so as to render it valid and enforceable to the fullest extent allowed by law. Any provision that is not susceptible of reformation shall be ignored so as to not affect any other term or provision of this Award Agreement, and the remainder of this Award Agreement, or the application of that term or provision to persons or circumstances other than those as to which it is held invalid, illegal or unenforceable, shall not be affected thereby and each term and provision of this Award Agreement shall be valid and enforceable to the fullest extent permitted by law.
17. **Entire Agreement; Modification.** The Plan and this Award Agreement contain the entire agreement between the parties with respect to the subject matter contained in this Award Agreement and it may not be modified, except as provided in the Plan, as it may be amended from time to time in the manner provided in the Plan, or in this Award Agreement, as it may be amended from time to time by a written document signed by each of the parties to this Award Agreement. Any oral or written agreements, representations, warranties, written inducements, or other communications with respect to the subject matter contained in this Award Agreement made before the signing of this Award Agreement shall be void and ineffective for all purposes.
18. **Counterparts.** This Award Agreement may be executed simultaneously in two or more counterparts, each of which shall constitute an original, but all of which taken together shall constitute one and the same Award Agreement.
19. **Descriptive Headings.** The descriptive headings of this Award Agreement are inserted for convenience only and do not constitute a part of this Award Agreement.
20. **Notices; Electronic Delivery.** All notices, demands or other communications to be given or delivered under or by reason of the provisions of this Award Agreement shall be in writing and shall be deemed to have been given when delivered personally; mailed by certified or registered mail, return receipt requested and postage prepaid; delivered by a nationally recognized overnight delivery service or sent by facsimile and confirmed by first class mail, to the recipient. Such notices, demands and other communications shall be sent to the parties at the addresses indicated below:
- a. If to you: _____

- b. If to the Company: Secretary
Cass Information Systems, Inc.
12444 Powerscourt Drive, Suite 550
St. Louis, Missouri 63131

or to such other address or to the attention of such other party as the recipient party has specified by prior written notice to the sending party. You agree during the term of this Award Agreement to keep Cass informed of your current mailing address and of receiving written notice from Cass in accordance with this Section 20. In lieu of receiving documents in paper format, you agree, to the fullest extent permitted by law, to accept electronic delivery of any documents that may be required to be delivered to you (including, but not limited to, prospectuses, prospectus supplements, grant or award notifications and agreements, account

statements, annual and quarterly reports, and all other forms of communications) in connection with this and any other award made or offered by Cass. Electronic delivery may be via electronic mail system or by reference to a location on a Cass intranet to which you have access. You hereby consent to any and all procedures Cass has established or may establish for an electronic signature system for delivery and acceptance of any such documents that may be required to be delivered to you, and agree that your electronic signature is the same as, and shall have the same force and effect as, your manual signature.

21. **Section 83(b) Election.** In the event you make an election under Section 83(b) of the Internal Revenue Code of 1986, as amended, with respect to the Shares, the parties hereto shall cooperate to insure such election is effective.
22. **Authority to Receive Payments.** Any amount payable to or for the benefit of a minor, an incompetent person or other person incapable of receiving such payment shall be deemed paid when paid to the conservator of such person's estate or to the party providing or reasonably appearing to provide for the care of such person, and such payment shall fully discharge Cass and Members of the Committee and the Board with respect thereto.
23. **Data Privacy.** By executing this Award Agreement and participating in the Plan, you hereby explicitly and unambiguously consent to the collection, use, processing and transfer, in electronic or other form, of personal data by and among, as applicable, administrative agents and Cass and other subsidiaries for the exclusive purpose of implementing, administering and managing your participation in the Plan. You understand that administrative agents, Cass, and other subsidiaries may hold certain personal information about you, including your name, home address and telephone number, date of birth, social security number or other identification number, salary/compensation, nationality, job title, any stock or directorships held in Cass, details of shares awarded, canceled, purchased or outstanding in your favor, for the purpose of managing and administering the Plan. You further understand that some or all related data may be transferred to any third parties assisting Cass in the implementation, administration and management of the Plan. You understand that these recipients may be located in your country of residence, or elsewhere, and that the recipient's country may have different data privacy laws and protections than your country of residence. You authorize the recipients to receive, possess, use, retain and transfer related data, in electronic or other form, for the purposes of implementing, administering and managing your participation in the Plan. You understand that withdrawing your consent may affect your ability to participate in the Plan.

[Signature Page Follows]

In Witness Whereof, the parties have caused this Agreement to be signed and delivered as of the day and year first above written.

CASS INFORMATION SYSTEMS, INC.

PARTICIPANT

Signature

By: _____

Title:

Date:

Signature

Date:

CASS INFORMATION SYSTEMS, INC. AMENDED AND RESTATED
OMNIBUS STOCK AND PERFORMANCE COMPENSATION PLAN
EXHIBIT A

As described in Section 2 of this Agreement, the vesting schedule applicable to the Shares subject to this Agreement shall be as follows:

Vesting at Voluntary Termination of Service

You have previously made an election to defer the vesting date of your Shares until the date of your voluntary termination of service. In that regard, restrictions shall lapse with respect to all Shares and such Shares shall be delivered at the time your employment terminates voluntarily, if you are an employee, or at the time your service terminates voluntarily, if you are a non-employee Director of Cass.

OR

CASS INFORMATION SYSTEMS, INC. AMENDED AND RESTATED
OMNIBUS STOCK AND PERFORMANCE COMPENSATION PLAN
EXHIBIT A

As described in Section 2 of this Agreement, the vesting schedule applicable to the Shares subject to this Agreement shall be as follows:

1 Year Vesting

Restrictions shall lapse with respect to all Shares and such Shares shall be delivered one year from the Date of Grant.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statements (No. 333-44497, 333-44499, 033-91456, 033-91568, 333-143411, 333-181772, 333-188504, and 333-271333) on Form S-8 of our reports dated March 6, 2026, with respect to the consolidated financial statements of Cass Information Systems, Inc. and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP

St. Louis, Missouri
March 6, 2026

CERTIFICATIONS

I, Martin H. Resch, certify that:

1. I have reviewed this annual report on Form 10-K of Cass Information Systems, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 6, 2026

/s/ Martin H. Resch

Martin H. Resch
President and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS

I, Michael J. Normile, certify that:

1. I have reviewed this annual report on Form 10-K of Cass Information Systems, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 6, 2026

/s/ Michael J. Normile

Michael J. Normile

Executive Vice President and Chief Financial Officer

(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Cass Information Systems, Inc. (“the Company”) on Form 10-K for the period ended December 31, 2025, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Martin H. Resch, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Martin H. Resch

Martin H. Resch
President and Chief Executive Officer
(Principal Executive Officer)
March 6, 2026

A signed original of this written statement required by Section 906 has been provided to Cass Information Systems, Inc. and will be retained by Cass Information Systems, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Cass Information Systems, Inc. (“the Company”) on Form 10-K for the period ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Michael J. Normile, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael J. Normile

Michael J. Normile

Executive Vice President and Chief Financial Officer

(Principal Financial and Accounting Officer)

March 6, 2026

A signed original of this written statement required by Section 906 has been provided to Cass Information Systems, Inc. and will be retained by Cass Information Systems, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Cass Information Systems, Inc.
Clawback Policy
Adopted: October 17, 2023

- 1. Purpose.** The purpose of this Clawback Policy of the Company (as amended from time to time, this “Policy”), dated as of October 17, 2023 (the “Adoption Date”) is to describe the circumstances in which current and former Executive Officers will be required to repay or return Erroneously Awarded Compensation to members of the Company Group. The Company has adopted this Policy to comply with Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, as codified by Section 10D of the Exchange Act, Exchange Act Rule 10D-1 promulgated thereunder, and the rules and requirements of Nasdaq (including Rule 5608 of the Nasdaq listing rules) (such legal requirements, and rules and requirements of Nasdaq, collectively, the “SEC/Nasdaq Clawback Rules”).
- 2. Administration.** This Policy shall be administered by the Committee. The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy, and any such determinations made by the Committee shall be in the Committee’s sole discretion and shall be final and binding on all affected individuals. Except as otherwise required by applicable legal requirements or the rules and requirements of Nasdaq, any determinations of the Committee hereunder need not be uniform with respect to one or more Executive Officers (whether current and/or former).
- 3. Definitions.** For purposes of this Policy, the following capitalized terms shall have the meanings set forth below:

 - (a) “Accounting Restatement” shall mean an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.
 - (b) “Board” shall mean the Board of Directors of the Company.
 - (c) “Clawback Eligible Incentive Compensation” shall mean all Incentive-Based Compensation Received by any current or former Executive Officer on or after Nasdaq Effective Date, provided that:

 - (i) such Incentive-Based Compensation is Received after such individual began serving as an Executive Officer;
 - (ii) such individual served as an Executive Officer at any time during the performance period for such Incentive-Based Compensation;
 - (iii) such Incentive-Based Compensation is Received while the Company has a class of securities listed on Nasdaq or any other national securities exchange or national securities association; and
 - (iv) such Incentive-Based Compensation is Received during the applicable Clawback Period.
 - (d) “Clawback Period” shall mean, with respect to any Accounting Restatement, the three completed fiscal years of the Company immediately preceding the Restatement Date and any

transition period (that results from a change in the Company's fiscal year) of less than nine months within or immediately following those three completed fiscal years.

- (e) "Committee" shall mean the Compensation Committee of the Board.
- (f) "Common Stock" shall mean the common stock, par value \$0.50 per share, of the Company.
- (g) "Company" shall mean Cass Information Systems, Inc., a Missouri corporation.
- (h) "Company Group" shall mean the Company, together with each of its direct and indirect subsidiaries.
- (i) "Erroneously Awarded Compensation" shall mean, with respect to any current or former Executive Officer in connection with any Accounting Restatement, the amount of Clawback Eligible Incentive Compensation Received by such current or former Executive Officer that exceeds the amount of Clawback Eligible Incentive Compensation that otherwise would have been Received by such current or former Executive Officer had such Clawback Eligible Incentive Compensation been determined based on the restated amounts as reflected in connection with such Accounting Restatement and computed without regard to any taxes paid. .
- (j) "Exchange Act" means the Securities Exchange Act of 1934, as amended.
- (k) "Executive Officer" shall mean any officer as defined in Rule 10D-1(d) (or any successor provision thereof) under the Exchange Act and any executive officer as defined in Rule 5608 (or any successor provision thereof) of the Nasdaq listing rules.
- (l) "Financial Reporting Measures" shall mean measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any other measures that are derived wholly or in part from such measures. For purposes of this Policy, stock price and total shareholder return (and any measures that are derived wholly or in part from stock price or total shareholder return) shall be considered Financial Reporting Measures. For the avoidance of doubt, a Financial Reporting Measure need not be presented within the Company's financial statements or included in a filing with the SEC.
- (m) "Incentive-Based Compensation" shall mean any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure.
- (n) "Nasdaq" shall mean The Nasdaq Global Select Market.
- (o) "Nasdaq Effective Date" shall mean October 2, 2023 (which is the effective date of the final Nasdaq listing standards).
- (p) "Received" shall mean when Incentive-Based Compensation is received, and Incentive-Based Compensation shall be deemed received in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if payment or grant of the Incentive-Based Compensation occurs after the end of that period.
- (q) "Restatement Date" shall mean the earlier to occur of (i) the date the Board, a committee of the Board or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that

the Company is required to prepare an Accounting Restatement, or (ii) the date a court, regulator or other legally authorized body directs the Company to prepare an Accounting Restatement.

(r) "SEC" shall mean the U.S. Securities and Exchange Commission.

4. Recovery of Erroneously Awarded Compensation.

(a) In the event that the Company is required to prepare an Accounting Restatement, (i) the Committee shall determine the amount of any Erroneously Awarded Compensation for each applicable current or former Executive Officer (whether or not such individual is serving as an Executive Officer at such time) (the "Applicable Executives") in connection with such Accounting Restatement, and (ii) the Company will reasonably promptly require the recovery of such Erroneously Awarded Compensation from any such Applicable Executive, and any such Applicable Executive shall surrender such Erroneously Awarded Compensation to the Company, at such time(s), and via such method(s), as determined by the Committee in accordance with the terms of this Policy.

(b) For Incentive-Based Compensation based on (or derived from) stock price or total shareholder return where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the applicable Accounting Restatement, (i) such amount shall be determined by the Committee based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was Received, and (ii) the Company will maintain documentation of the determination of that reasonable estimate and provide such documentation to Nasdaq.

(c) The Committee shall determine, in its sole discretion, the method(s) for recovering any Erroneously Awarded Compensation from any Applicable Executive, which may include one or more of the following:

(i) requiring one or more cash payments to the Company Group from such Applicable Executive, including, but not limited to, the repayment of cash Incentive-Based Compensation previously paid by the Company Group to such Applicable Executive;

(ii) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer or other disposition of any equity-based awards previously made by the Company to such Applicable Executive and/or, subject to applicable legal requirements, otherwise requiring the delivery to the Company of shares of Common Stock held by such Applicable Executive;

(iii) withholding, reducing or eliminating future cash compensation (including cash incentive payments), future equity awards and/or other benefits or amounts otherwise to be paid or awarded by the Company Group to such Applicable Executive;

(iv) offsetting amounts against compensation or other amounts otherwise payable by the Company Group to any Applicable Executive;

(v) cancelling, adjusting or offsetting against some or all outstanding vested or unvested equity awards of the Company held by such Applicable Executive; and/or

(vi) taking any other remedial and recovery actions with respect to such Applicable Executive permitted by applicable legal requirements and the rules and regulations of Nasdaq, as determined by the Committee.

(d) Notwithstanding anything herein to the contrary, the Company must recover Erroneously Awarded Compensation from any Applicable Executive pursuant to the terms of this Policy except to the extent that both (1) the Committee determines that such recovery would be impracticable, and (2) one of the following conditions is met:

(i) the direct expenses paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered, provided that, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement pursuant to this clause (i), the Company has (x) made a reasonable attempt to recover such Erroneously Awarded Compensation, (y) documented such reasonable attempt(s) to recover, and (z) provided such documentation to Nasdaq;

(ii) recovery would violate home country law where that law was adopted prior to November 28, 2022, provided that, before determining that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company has obtained an opinion of home country counsel, acceptable to Nasdaq, that recovery would result in such a violation, has provided copy of the opinion is provided to Nasdaq; or

(iii) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company or the Company Group, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

5. No Indemnification, Etc. The Company Group shall not (x) indemnify any current or former Executive Officer against (i) the loss of any Erroneously Awarded Compensation that is repaid, returned or recovered pursuant to the terms of this Policy, or (ii) any claims relating to the Company Group's enforcement of its rights under this Policy, or (y) pay or reimburse any current or former Executive Officers for insurance premiums to recover losses incurred under this Policy.

6. Supersedure. This Policy will supersede any provisions in (x) any agreement, plan or other arrangement applicable to any member of the Company Group, and (y) any organizational documents of any entity that is part of Company Group that, in any such case, (a) exempt any Incentive-Based Compensation from the application of this Policy, (b) waive or otherwise prohibit or restricts the Company Group's right to recover any Erroneously Awarded Compensation, including, without limitation, in connection with exercising any right of setoff as provided herein, and/or (c) require or provide for indemnification to the extent that such indemnification is prohibited under Section 5 above.

7. Amendment; Termination; Interpretation. The Committee may amend or terminate this Policy at any time, subject to compliance with all applicable legal requirements and the rules and requirements of Nasdaq. It is intended that this Policy be interpreted in a manner that is consistent with the SEC/Nasdaq Clawback Rules. This Policy is separate from, and in addition to, any other compensation recovery or recoupment policy of the Company or any applicable provisions of plans, agreements, awards or other arrangements of the Company that provide for the recoupment or recovery of compensation from Executive Officers that is voluntarily adopted by the Company and intended to provide for discretionary recoupment beyond the scope of this Policy and the SEC/Nasdaq Clawback Rules.

8. Other Recoupment Rights; No Additional Payments.

(a) Subject to Section 8(b) of this Policy below, any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company Group pursuant to (i) the terms of any recoupment provisions in any employment agreement, incentive or equity compensation plan or award or other agreement, (ii) any other legal requirements, including, but not limited to, Section 304 of Sarbanes-Oxley Act of 2002, and (iii) any other legal rights or remedies available to the Company.

(b) Notwithstanding anything herein to the contrary, to prevent duplicative recovery:

(i) to the extent that the amount of any Erroneously Awarded Compensation is recovered from any current or former Executive Officers under this Policy, the Company will not be entitled to recover any such amounts under any other compensation recovery or recoupment policy of the Company or any applicable provisions of plans, agreements, awards or other arrangements of the Company that provide for the recoupment or recovery of compensation from Executive Officers; and

(ii) to the extent that any Erroneously Awarded Compensation includes any amounts that have been actually reimbursed to the Company Group from any Applicable Executive pursuant to Section 304 of the Sarbanes-Oxley Act (any such amounts that have been reimbursed to the Company Group, the "Applicable SOX Recoupment Amount"), the amount of any Erroneously Awarded Compensation to be recovered from any such Applicable Executive shall be reduced by the Applicable SOX Recoupment Amount.

9. Successors. This Policy shall be binding and enforceable against all current and former Executive Officers and their beneficiaries, heirs, executors, administrators or other legal representatives.