



# Creating Success by Delivering Solutions

*August 2024*

# Forward-Looking Information

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Certain statements contained in this presentation are forward-looking in nature. These include all statements about PWB's plans, objectives, expectations and other statements that are not historical facts, and usually use words such as "expect," "anticipate," "believe" and similar expressions. Such statements represent management's current beliefs, based upon information available at the time the statements are made, with regard to the matters addressed. All forward-looking statements are subject to risks and uncertainties that could cause PWB's actual results or financial condition to differ materially from those expressed in or implied by such statements. Factors of particular importance to PWB include, but are not limited to: (1) changes in general, national or regional economic conditions; (2) changes in interest rates; (3) changes in loan default and charge-off rates; (4) changes in deposit levels; (5) changes in levels of income and expense in non-interest income and expense related activities; (6) residential mortgage and secondary market activity; (7) changes in accounting and regulatory guidance applicable to banks; (8) price levels and conditions in the public securities markets generally; (9) competition and its effect on pricing, spending, third-party relationships and revenues; (10) changes in regulation resulting from or relating to financial reform legislation; and (11) the risk factors identified in PWB's Annual Report on Form 10-K for the year ended December 31, 2023 and in other filings made by PWB under the Securities Exchange Act of 1934. PWB does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

# Non-GAAP Financial Measures

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This presentation contains financial information determined by methods other than in accordance with generally accepted accounting principles in the United States (“GAAP”). These non-GAAP measures include tangible book value per share and return on average tangible common equity. Management uses these non-GAAP financial measures because this information is commonly utilized by regulators and investors to evaluate financial condition, and is therefore useful to investors. These disclosures should not be viewed as a substitute for operating results determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies. A reconciliation of the non-GAAP measures, tangible book value per share and return on average tangible common equity, used in this presentation to the related GAAP measure is included in the appendix to this presentation.

# Company Profile

**NASDAQ Ticker:**

PWOD

**Market Cap:**

\$173.4 million (8/16/2024)

**Headquarters:**

Williamsport, Lycoming County,  
PA

**Branch Offices:**

24

**Total Assets:**

\$2.2 billion

**Total Gross Loans:**

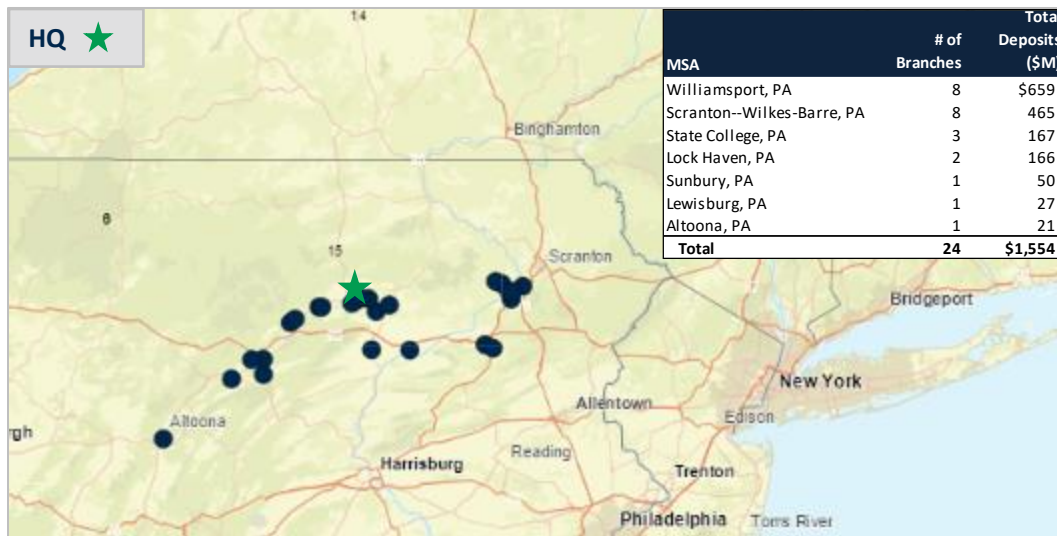
\$1.9 billion

**Total Deposits:**

\$1.6 billion

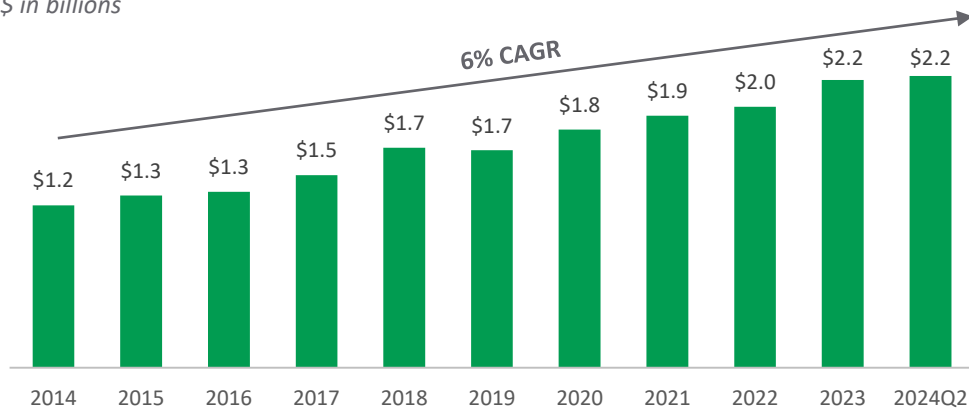
**Total Equity:**

\$197.1 million



## Total Assets

\$ in billions



Source: S&P Global Market Intelligence, FDIC.  
Note: FDIC deposit data as of 6/30/2023.

# Company Structure



**Penns Woods Bancorp, Inc.**  
**(1983)**

**Jersey Shore  
State Bank**  
*Bank Subsidiary*  
**(1934)**



**M-Group DBA The  
Comprehensive  
Financial Group**

**(2000)**

**Woods Investment  
Company, Inc.**  
**(1994)**

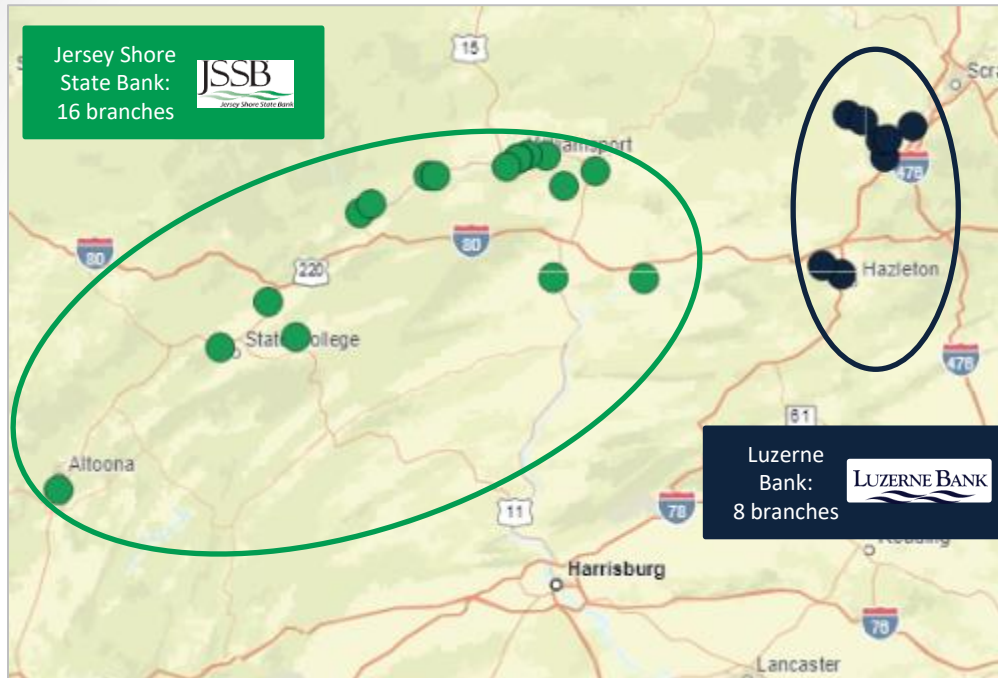
**United Insurance  
Solutions, LLC**  
**(2017)**

**Woods  
Real Estate**  
**(1984)**

**Luzerne  
Bank**  
*Bank Subsidiary*  
**(2013)**



# Market Area



## Primary Areas of Operation

- Luzerne, PA (Primary Service Area)
- Lycoming, PA
  - Williamsport, PA
- Centre, PA
  - State College, PA
- Clinton, PA
- Montour, PA
  - Danville, PA
- Union, PA
  - Lewisburg, PA
- Blair, PA



Source: S&P Global Market Intelligence.

# Mission

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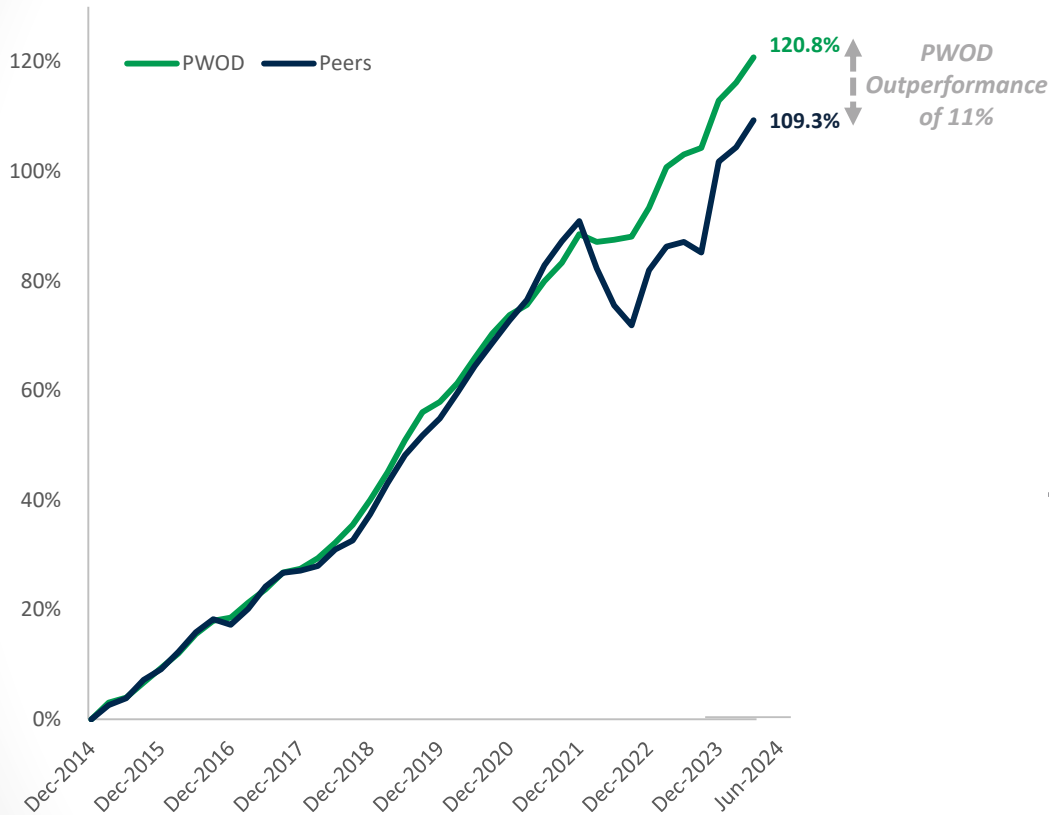
- 1 Remain a high performing regional community bank
- 2 Continue creating long-term shareholder value through a combination of Return on Equity and cash dividends to shareholders
- 3 Grow the bank in a safe, sound, diversified, and profitable manner
- 4 Be the “*best of the best*” in financial services
- 5 Be the “*best place to work*”
- 6 Provide exceptional service to our customers in a friendly way
- 7 Employ the best by attracting and retaining highly motivated professionals



# Tangible Book Value (+ Dividends) Growth Track Record

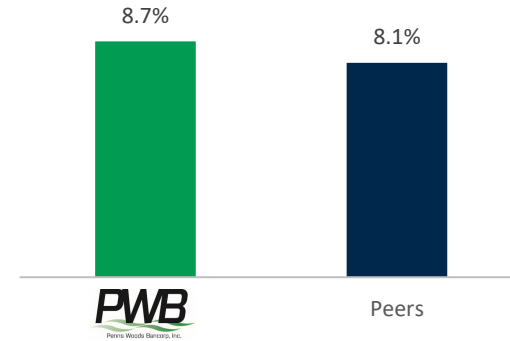
## Growth in Economic Value – Since 2014 YE

Tangible Book Value "TBV" + Dividends

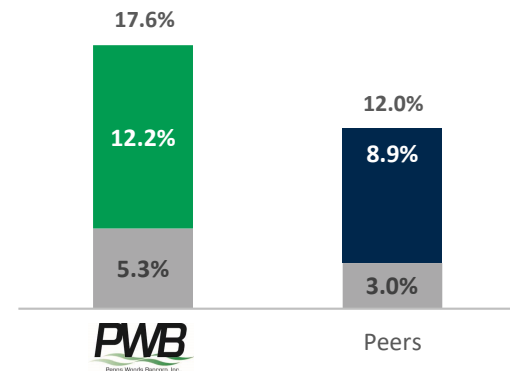


## Annual Growth Rates

TBV + Dividends CAGR – Since YE 2014



## Q2 2024 ROATCE<sup>(1)</sup> + Dividends



Source: S&P Global Market Intelligence.

Note: Peer group consists of major-exchange traded U.S. banks with total assets between \$1 billion and \$3 billion, excluding merger targets and mutuals.

(1) ROATCE = Return on Average Tangible Common Equity.

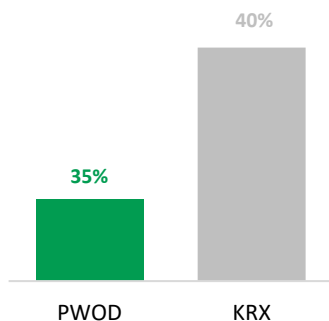


# High Quality Deposit Base

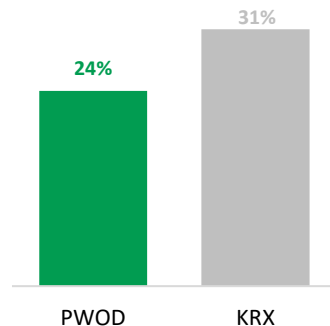
KRX = NASDAQ Regional Banking Index

## Historically Consistent Deposit Base...

**Current Cycle  
Deposit Beta**  
(2022 – Now)

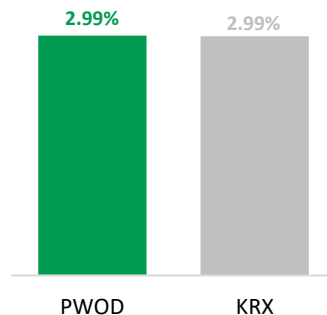


**Cumulative Cycle  
Deposit Beta**  
(2015 – Now)

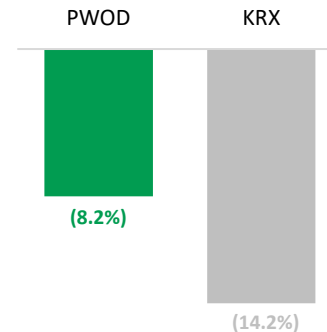


## ... Leads to Strength in Times of Turmoil

**Cost of Interest-Bearing  
Deposits**  
(2024Q2)

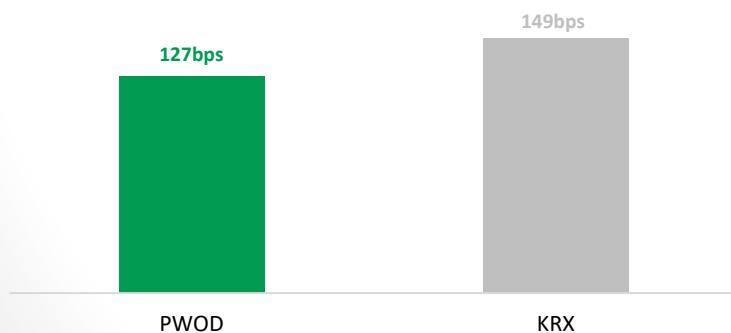


**Non-Interest Bearing  
Deposit Growth<sup>(1)</sup>**  
(2023Q1 vs. 2024Q2)



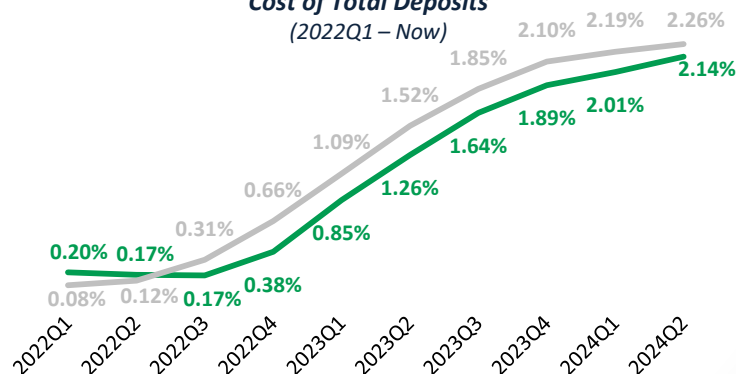
## Proven Ability to Weather Storms

**Pre/Post Covid – Cost of Deposits Δ**  
(2019 Year End vs. 2024Q2)



*Stickier Core Deposits Lead to Cushion on Funding Costs in Tense Times*

**Cost of Total Deposits**  
(2022Q1 – Now)



Source: S&P Global Market Intelligence.

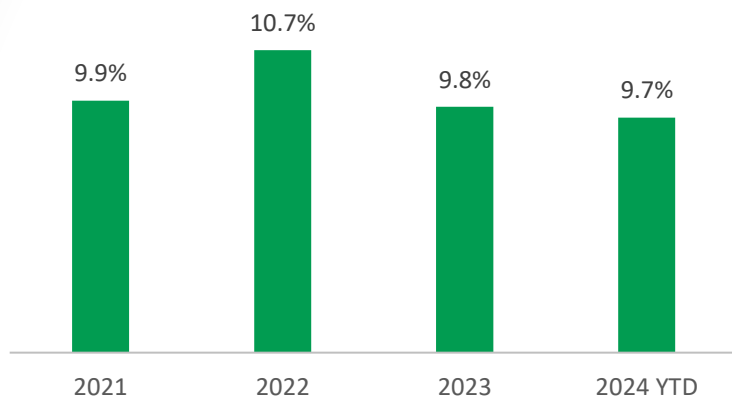
Note: Peer group consists of the NASDAQ Regional Bank index as of August 2024.

Note: Deposit Beta calculated as the change in the Company's deposit costs as a % of the change in the Fed Fund Rate.

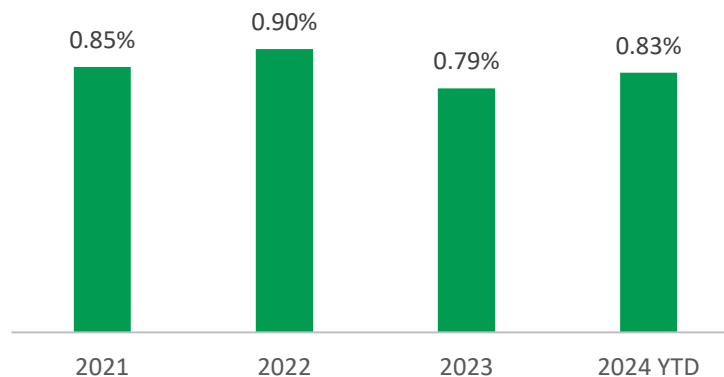
(1) Annualized growth figures shown.

# Financial Summary 2021 – 2024Q2

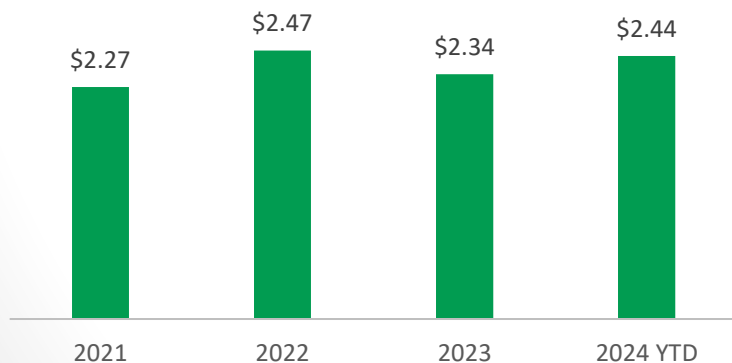
## Return on Equity (%)



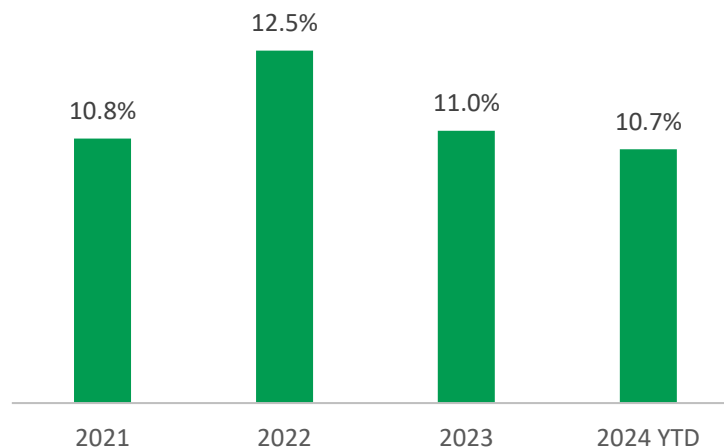
## Return on Average Assets (%)



## Earnings Per Share - Basic



## Return on Average Tangible Common Equity (%)



Source: S&P Global Market Intelligence, Company documents. Note: YTD = Year-to-date annualized as of 6/30/2024.

# Value Proposition

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1

Franchise Value

2

Capital

3

Balance Sheet Integrity

4

Diversification

5

Expansion

# Value Proposition

1

## Franchise Value

*PWOD Commands Excellent Market Share in the Four Major MSAs It Operates In<sup>(1)</sup>*

### Williamsport

	Company	# of Branches	Total Deposits (\$M)
1	Penns Woods Bancorp Inc. (PA)	8	\$659
2	Woodlands Fnl Services Co (PA)	7	506
3	Muncy Columbia Financial Corp. (PA)	8	481

### Scranton-Wilkes-Barre

	Company	# of Branches	Total Deposits (\$M)
1	Peoples Financial Services	28	\$2,669
2	Fidelity D & D Bancorp Inc.	16	1,628
3	Community Financial System	21	1,315
6	Penns Woods Bancorp Inc.	8	465

### State College

	Company	# of Branches	Total Deposits (\$M)
1	F.N.B. Corp.	6	\$837
2	Kish Bancorp Inc.	5	441
3	Northwest Bancshares, Inc.	4	301
5	Penns Woods Bancorp Inc.	3	167

### Lock Haven

	Company	# of Branches	Total Deposits (\$M)
1	Penns Woods Bancorp Inc.	2	\$166
2	First Commonwealth Financial	3	148
3	F.N.B. Corp.	2	126

Source: S&P Global Market Intelligence, FDIC.

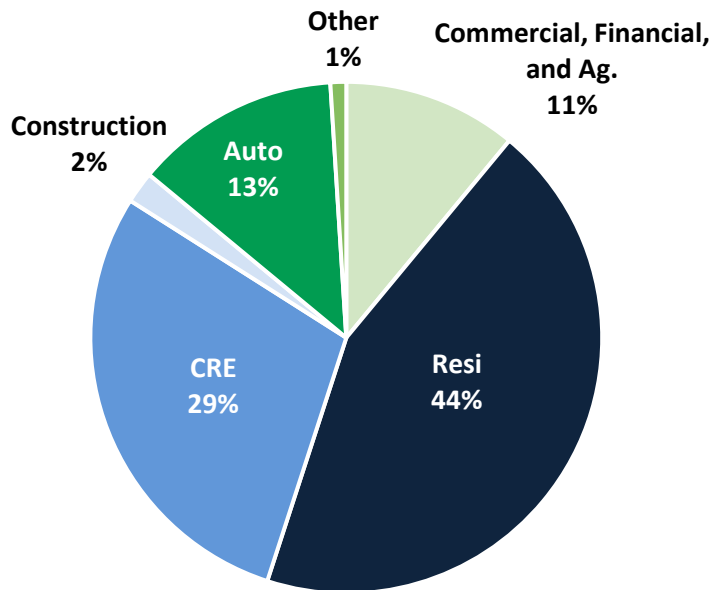
Note: FDIC deposit data as of 6/30/2023.

(1) Excludes banks over \$50 billion in most recent quarter total assets; MSA: Metropolitan Statistical Area.

# Loan and Deposit Portfolio Composition

## Loan Composition

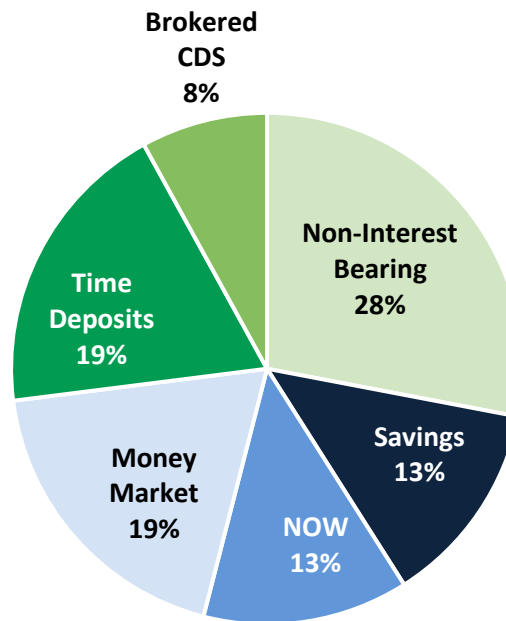
2024Q2



<b>Yield on Total Loans:</b>	5.33 %
<b>CRE / TRBC:</b>	261 %

## Deposit Composition

2024Q2



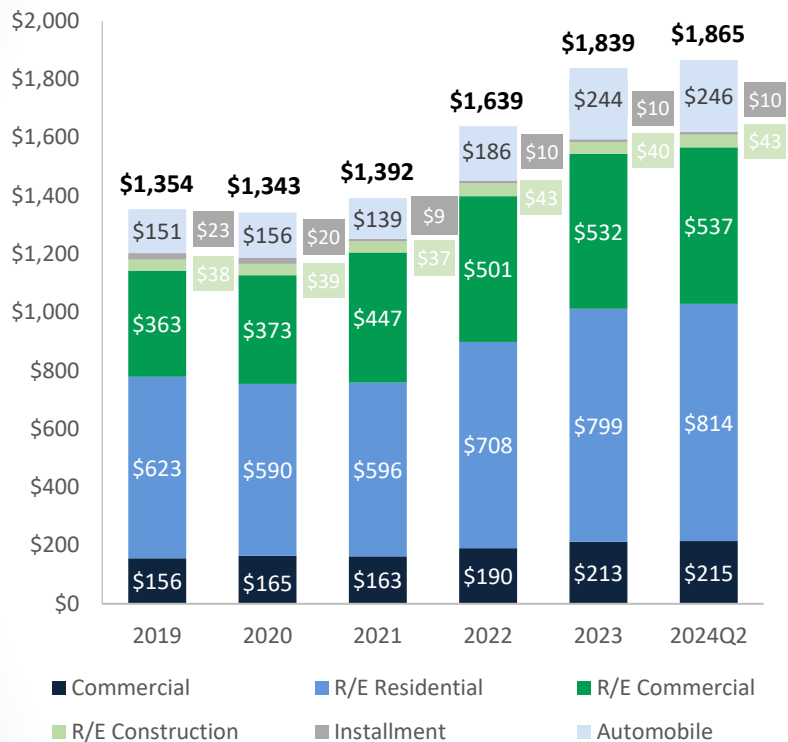
<b>Cost of Interest Bearing Deposits:</b>	2.99 %
<b>Cost of Total Deposits:</b>	2.14 %
<b>Cost of Funds:</b>	2.51 %

Source: Company documents.

# Loan and Deposit Portfolio Composition, Continued

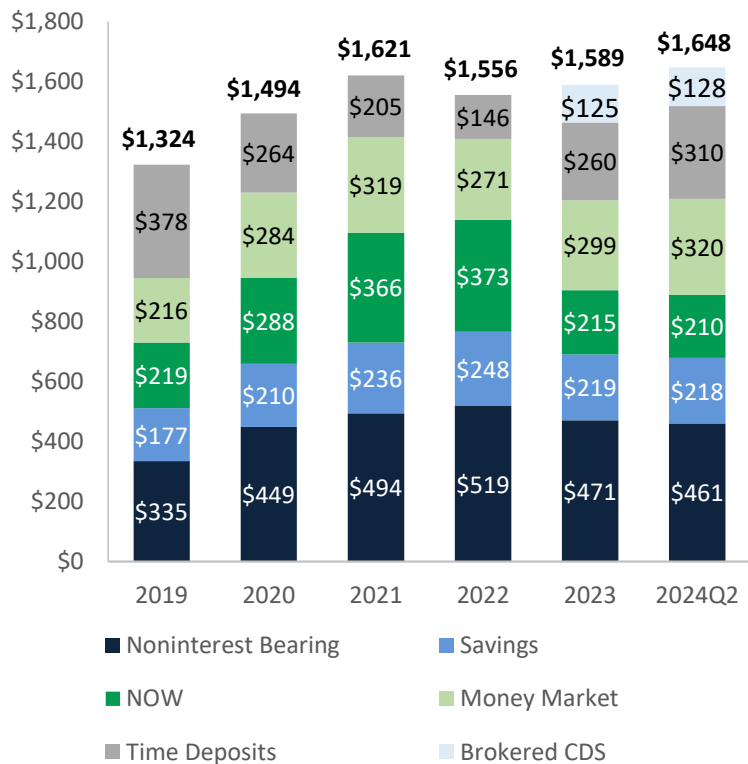
## Total Loans

\$ in millions



## Total Deposits

\$ in millions



Source: Company documents.

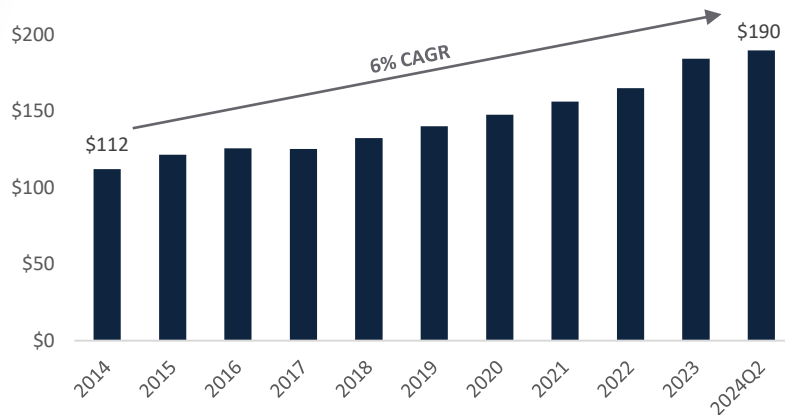
# Value Proposition

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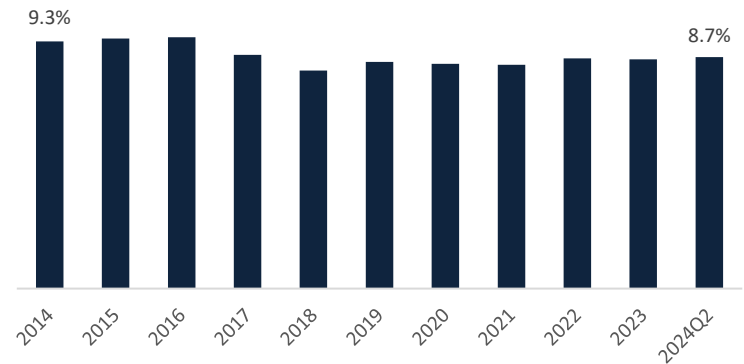
## Capital

Long-term track record of building capital while providing strong shareholder returns

### Tier 1 Capital (\$M)

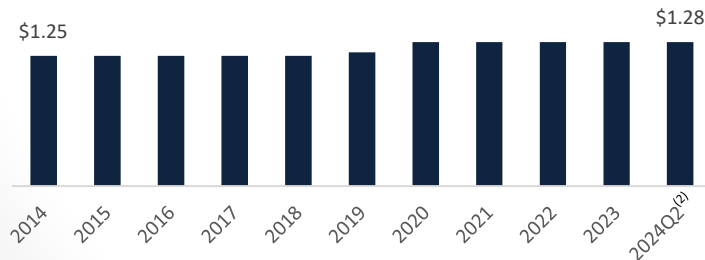


### Tier 1 Leverage Ratio

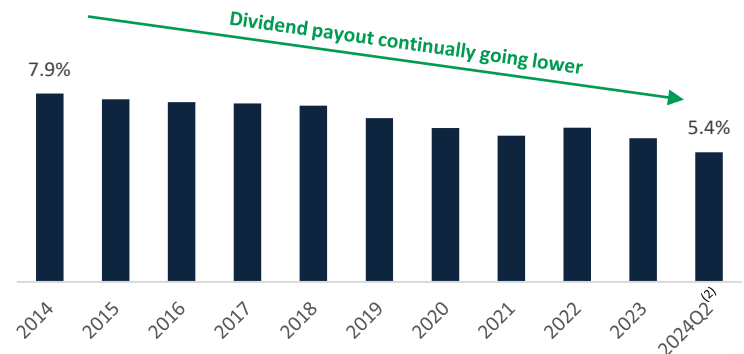


### Cash Dividends per Share

Cumulative Cash Dividends Since '14: \$13.93 p/share 85% return on 2014 TBV



### Cash Dividend as a % of Tangible Capital<sup>(1)</sup>



Source: S&P Global Market Intelligence, Company documents.

(1) Cash Dividend as a % of Tangible Capital defined as Cash dividends per share / average tangible book value per share.

(2) 2024Q2 Annualized.

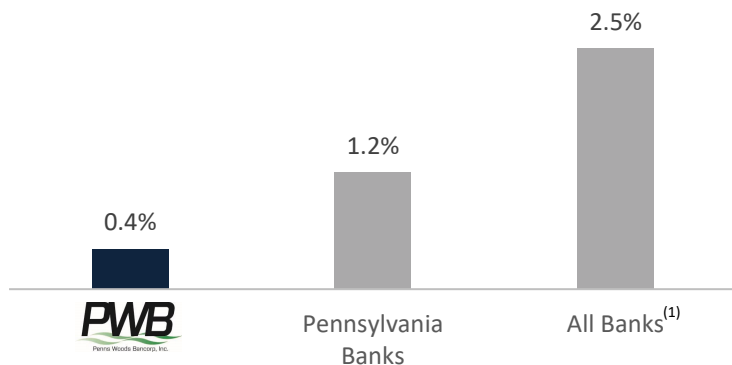
# Value Proposition

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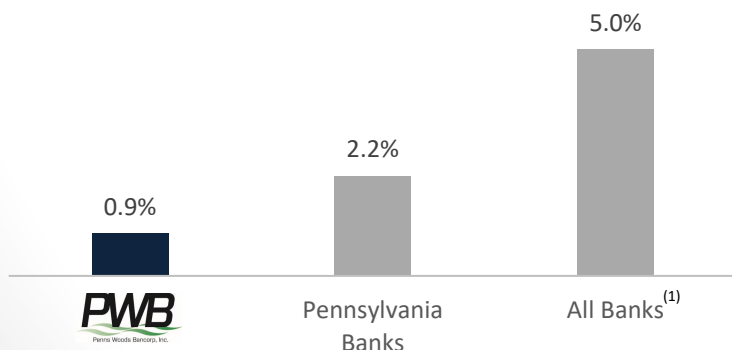
## Balance Sheet Integrity

### Cumulative Net Charge-offs / Avg. Loans

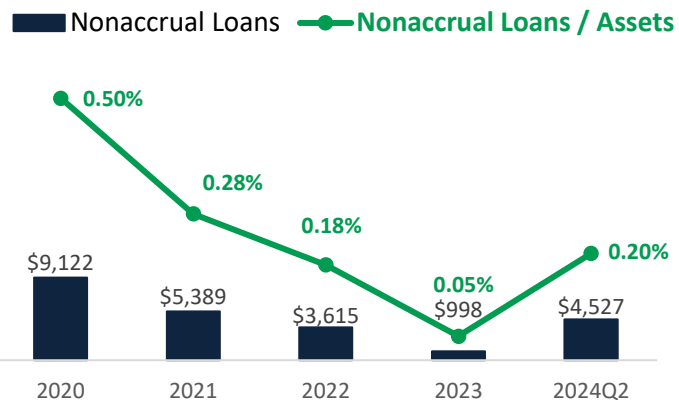
2019 – 2024Q2



2014 – 2024Q2

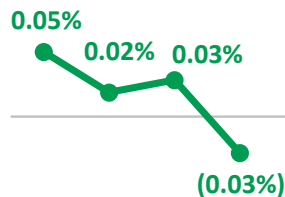


### Nonaccrual Loans (\$000)

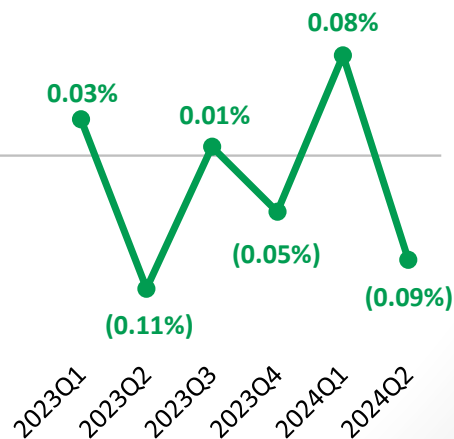


### Net Charge-offs (Recoveries) / Avg. Loans

For the Years Ended



For the Quarters Ended<sup>(2)</sup>



Source: S&P Global Market Intelligence, Company documents.

(1) All banks currently operating, acquired, and defunct companies. (2) Annualized NCO data.



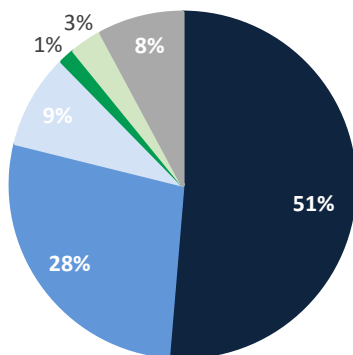
# Value Proposition

4

## Diversification

Total Revenue<sup>(1)</sup>

2024Q2



- Consumer Net Interest Income
- Commercial Net Interest Income
- Other Net Interest Income
- Mortgage Banking
- Service Charges on Deposits
- Insurance & Other Fee Income

**Fee Income / Total Revenue: 12%**

**Fee Income + Consumer Income / Total Revenue: 64%**

Source: S&P Global Market Intelligence.

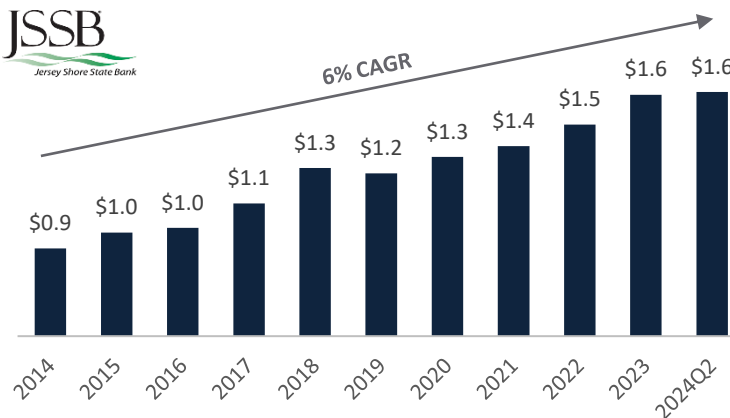
(1) Net Interest Income items estimated based on overall cost of funds for PWOD of 2.51%.

5

## Expansion

*PWOD has demonstrated successful execution of M&A and the ability to grow its bank subsidiaries organically while maintaining a low risk profile and high returns to shareholders*

Total Assets (\$bn)



# Strategies for a Successful Future

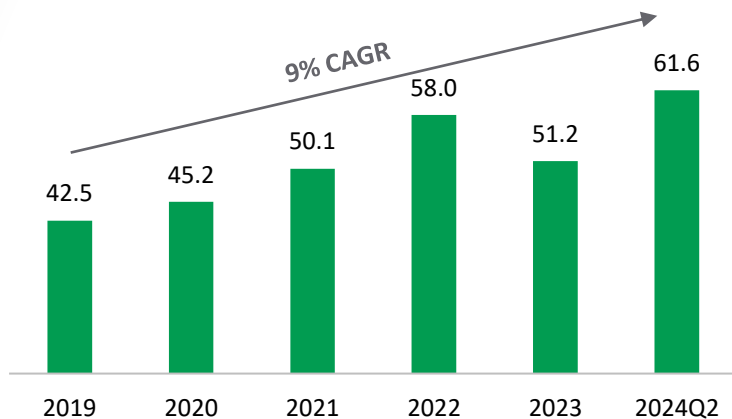
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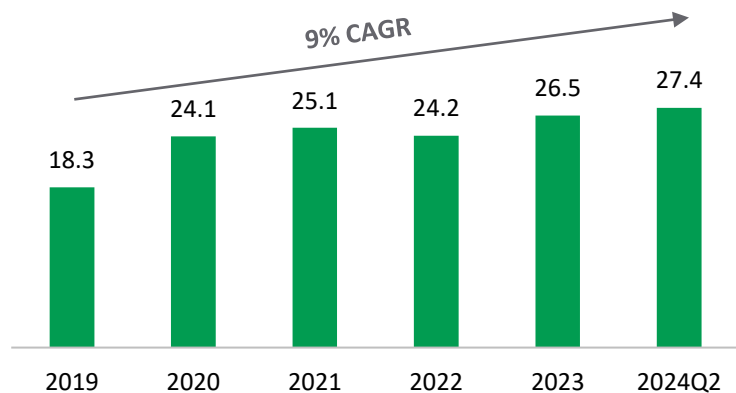
# Delivery Channel Changes

Accounts in thousands

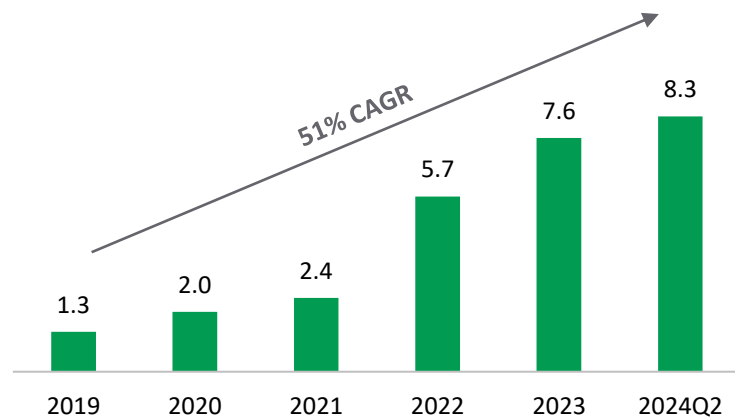
## Estatement Accounts



## Internet Banking Accounts

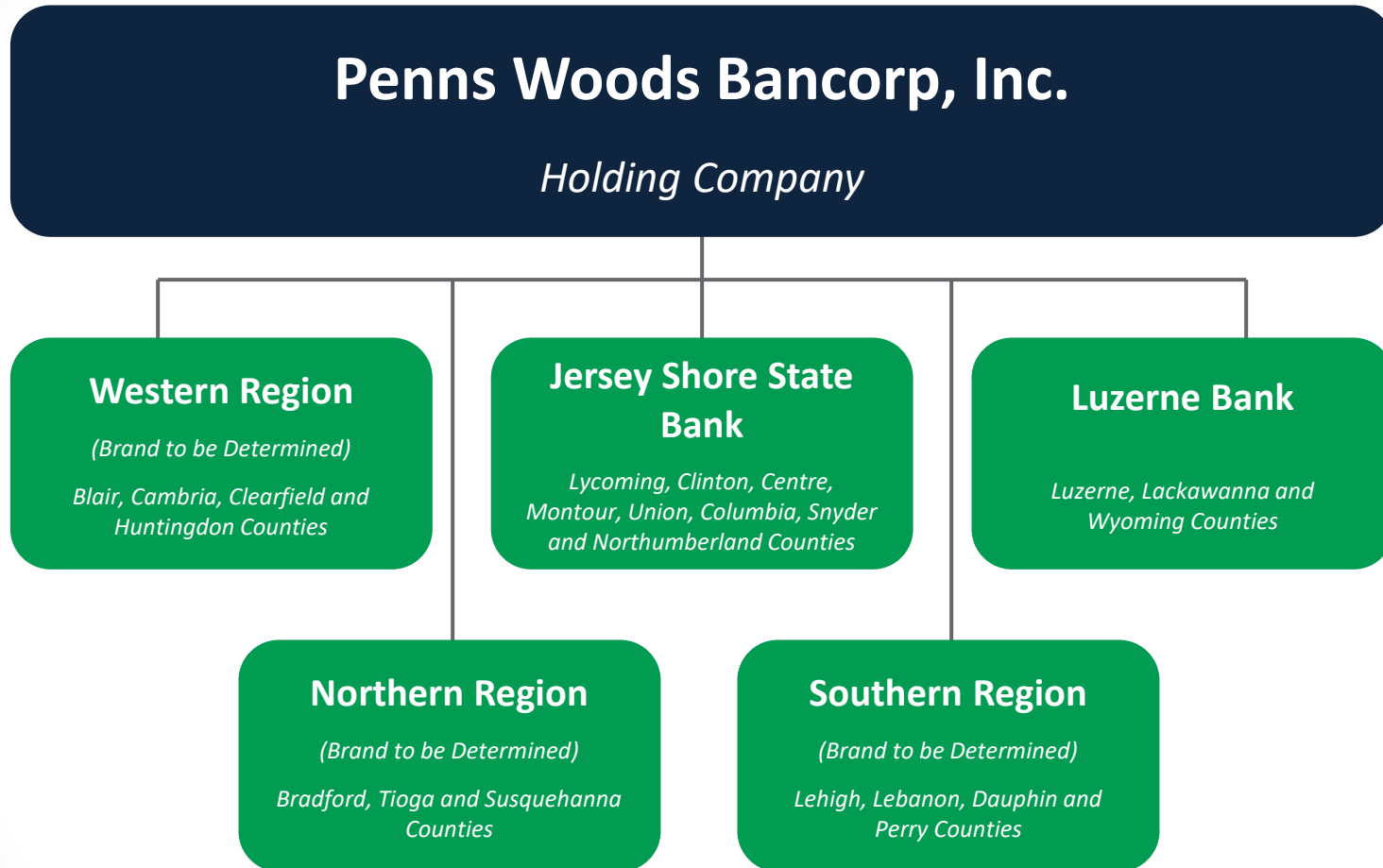


## Customer Utilization of Mobile Deposit



Source: Company documents.

# Future Holding Company Structure



# Strong Financial Management

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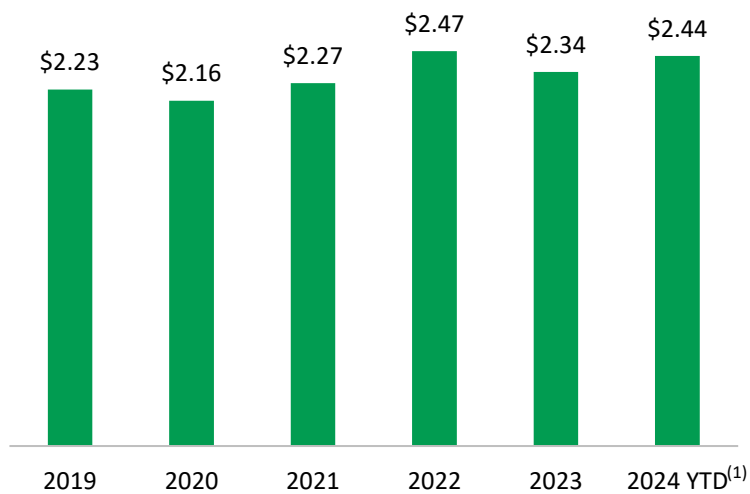
# Selected Financial Data

(In Thousands)	At or For the Six Months Ended June 30		At or For the Year Ended December 31				
	2024	2023	2023	2022	2021	2020	2019
<b>RESULTS OF OPERATIONS</b>							
Net interest income	\$ 28,261	\$ 27,684	\$ 54,964	\$ 57,780	\$ 49,718	\$ 48,223	\$ 50,815
(Recovery) provision for credit losses	(1,039)	(1,109)	(1,479)	1,910	640	2,625	2,735
Non-interest income	4,487	4,279	8,375	8,713	11,669	12,168	10,452
Non-interest expense	22,619	22,327	44,496	42,998	40,905	39,068	39,708
Income before income taxes	11,168	10,745	20,322	21,585	19,842	18,698	18,824
Income tax expense	1,970	1,916	3,714	4,163	3,794	3,474	3,138
Consolidated net income	9,198	8,829	16,608	17,422	16,048	15,224	15,686
Earnings attributable to noncontrolling interest	-	-	-	-	15	18	14
Net income attributable to PWB	\$ 9,198	\$ 8,829	\$ 16,608	\$ 17,422	\$ 16,033	\$ 15,206	\$ 15,672
<b>FINANCIAL CONDITION</b>							
Assets	\$ 2,234,617	\$ 2,135,319	\$ 2,204,809	\$ 2,000,080	\$ 1,940,809	\$ 1,834,643	\$ 1,665,323
Liabilities	2,037,530	1,960,917	2,013,253	1,832,415	1,768,535	1,670,497	1,510,341
Shareholders' equity	197,087	174,402	191,556	167,665	172,274	164,146	154,982
Loans, gross	1,866,288	1,769,403	1,839,764	1,639,731	1,392,147	1,344,327	1,355,544
Allowance for credit losses	11,234	11,592	11,446	15,637	14,176	13,803	11,894
Investment securities	223,604	212,207	216,390	213,986	182,229	178,966	163,459
Goodwill	16,450	16,450	16,450	16,450	17,104	17,104	17,104
Intangible assets	158	260	210	327	480	671	898
Non-interest bearing deposits	461,092	475,937	471,173	519,063	494,360	449,357	334,746
Interest bearing deposits	1,187,001	1,077,820	1,118,320	1,037,397	1,126,955	1,045,086	989,259
Borrowings	363,518	383,102	398,524	256,132	131,710	158,719	166,840

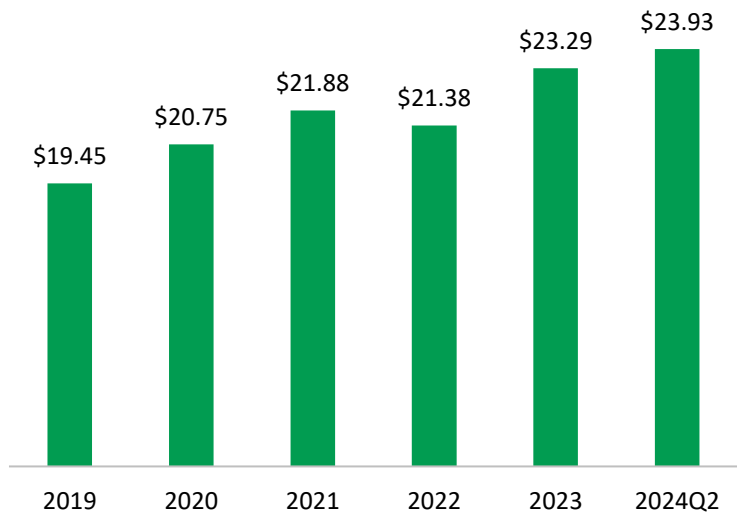
Source: Company documents.

# Per Share Metrics

## Earnings Per Share - Basic



## Tangible Book Value per Share



Source: Company documents.

(1) 2024 YTD Annualized shown through 6/30/24.

# Non-GAAP Reconciliation

	At or For the Fiscal Year Ended December 31,				At or For the Six Months Ended June 30,		
	2019	2020	2021	2022	2023	2023Q2	2024Q2
Total Common Equity	\$154,960	\$164,142	\$172,274	\$167,665	\$191,556	\$174,402	\$197,087
Goodwill	17,104	17,104	17,104	16,450	16,450	16,450	16,450
Other Intangibles	898	671	480	327	210	260	158
Less: Total Intangible Assets	18,002	17,775	17,584	16,777	16,660	16,710	16,608
<b>Tangible Common Equity</b>	<b>\$136,958</b>	<b>\$146,367</b>	<b>\$154,690</b>	<b>\$150,888</b>	<b>\$174,896</b>	<b>\$157,692</b>	<b>\$180,479</b>
Net Income	\$15,672	\$15,206	\$16,033	\$17,422	\$16,608	\$8,829	\$9,198
Plus: Amortization of Intangibles & Goodwill Impairment <sup>(1)</sup>	209	179	151	638	92	53	40
Average Tangible Common Equity	132,581	141,644	149,218	144,966	152,007	153,532	173,520
<b>Return on Average Tangible Common Equity</b>	<b>11.98%</b>	<b>10.86%</b>	<b>10.85%</b>	<b>12.46%</b>	<b>10.99%</b>	<b>11.57%</b>	<b>10.65%</b>
Total Assets	\$1,665,323	\$1,834,643	\$1,940,809	\$2,000,080	\$2,204,809	\$2,135,319	\$2,234,617
Goodwill	17,104	17,104	17,104	16,450	16,450	16,450	16,450
Other Intangibles	898	671	480	327	210	260	158
Less: Total Intangible Assets	18,002	17,775	17,584	16,777	16,660	16,710	16,608
<b>Tangible Assets</b>	<b>\$1,647,321</b>	<b>\$1,816,868</b>	<b>\$1,923,225</b>	<b>\$1,983,303</b>	<b>\$2,188,149</b>	<b>\$2,118,609</b>	<b>\$2,218,009</b>
<b>Tangible Common Equity / Tangible Assets</b>	<b>8.31%</b>	<b>8.06%</b>	<b>8.04%</b>	<b>7.61%</b>	<b>7.99%</b>	<b>7.44%</b>	<b>8.14%</b>
<b>Tangible Book Value Per Share</b>	<b>\$19.45</b>	<b>\$20.75</b>	<b>\$21.88</b>	<b>\$21.38</b>	<b>\$23.29</b>	<b>\$22.32</b>	<b>\$23.93</b>
<b>Common Shares Outstanding</b>	<b>7,040,515</b>	<b>7,052,351</b>	<b>7,070,047</b>	<b>7,056,585</b>	<b>7,508,994</b>	<b>7,063,488</b>	<b>7,541,474</b>

Source: S&P Global Market Intelligence, Company documents.

(1) Tax affected with each respective year's statutory corporate tax rate.