

Triumph Bancorp, Inc.  
Form 10-K  
February 12, 2019

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, 2018

OR

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 001-36722

TRIUMPH BANCORP, INC.

(Exact name of Registrant as specified in its Charter)

Texas	20-0477066
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

12700 Park Central Drive, Suite 1700	
Dallas, TX	75251
(Address of principal executive offices)	(Zip Code)

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Registrant's telephone number, including area code: (214) 365-6900

SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

Title of Class: Name of Exchange on Which Registered:

Common Stock, Par Value \$0.01 Per Share NASDAQ

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: 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 15(d) of the Act. YES NO

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

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

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

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

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

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

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

The aggregate market value of the shares of common stock held by non-affiliates based on the closing price of the common stock on the NASDAQ Global Market on June 30, 2018 was approximately \$985,067,000.

The number of shares of Registrant's Common Stock outstanding as of February 8, 2019 was 26,701,460.

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Portions of the Registrant's Definitive Proxy Statement relating to the Annual Meeting of Stockholders, which will be filed within 120 days after December 31, 2018, are incorporated by reference into Part III of this Report.

---

TABLE OF CONTENTS

	Page
<u>PART I.</u>	
Item 1. <u>Business</u>	1
Item 1A. <u>Risk Factors</u>	14
Item 1B. <u>Unresolved Staff Comments</u>	32
Item 2. <u>Properties</u>	32
Item 3. <u>Legal Proceedings</u>	32
Item 4. <u>Mine Safety Disclosures</u>	32
<u>PART II.</u>	
Item 5. <u>Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	33
Item 6. <u>Selected Financial Data</u>	35
Item 7. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	39
Item 7A. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	75
Item 8. <u>Financial Statements and Supplementary Data</u>	77
Item 9. <u>Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</u>	141
Item 9A. <u>Controls and Procedures</u>	141
Item 9B. <u>Other Information</u>	141
<u>PART III.</u>	
Item 10. <u>Directors, Executive Officers and Corporate Governance</u>	142
Item 11. <u>Executive Compensation</u>	142
Item 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	142
Item 13. <u>Certain Relationships and Related Transactions, and Director Independence</u>	142

Item 14.	<u>Principal Accounting Fees and Services</u>	142
<u>PART IV.</u>		
Item 15.	<u>Exhibits, Financial Statement Schedules</u>	143
	<u>Signatures</u>	146

## PART I

### ITEM 1. BUSINESS.

#### Overview

Triumph Bancorp, Inc. (“we”, “Triumph” or the “Company”), is a financial holding company headquartered in Dallas, Texas and registered under the Bank Holding Company Act of 1956, as amended (the “BHC Act”). Through our wholly owned bank subsidiary, TBK Bank, SSB (“TBK Bank”), we offer traditional banking services as well as commercial finance products to businesses that require specialized financial solutions. Our community banking operations include a full suite of lending and deposit products and services focused on our local market areas. These activities generate a stable source of core deposits and a diverse asset base to support our overall operations. Our commercial finance products include factoring, asset-based lending, equipment lending, and premium finance products offered on a nationwide basis. These product offerings supplement the asset generation capacity in our community banking markets and enhance the overall yield of our loan portfolio, enabling us to earn attractive risk-adjusted net interest margins. We believe our integrated business model distinguishes us from other banks and non-bank financial services companies in the markets in which we operate. As of December 31, 2018, we had consolidated total assets of \$4.560 billion, total loans held for investment of \$3.609 billion, total deposits of \$3.450 billion and total stockholders’ equity of \$636.6 million.

Our business is conducted through three reportable segments (Banking, Factoring, and Corporate). For the year ended December 31, 2018, our banking segment generated 66% of our total revenue (comprised of interest and noninterest income), our factoring segment generated 33% of our total revenue, and our corporate segment generated 1% of our total revenue. On March 31, 2017, we sold our 100% membership interest in Triumph Capital Advisors, LLC (“TCA”) and discontinued fee based asset management services. TCA operations for the years ended December 31, 2017 and 2016 are reflected in our Corporate segment, along with the gain on sale of our membership interest in TCA.

#### Our Corporate Structure

We operate our business through several corporate entities.

• TBK Bank, SSB is a Texas state savings bank. TBK Bank operates retail branch networks in three geographic markets, (i) a mid-western division consisting of ten branches in the Quad Cities Metropolitan Area of Iowa and Illinois, together with seven other branches throughout central and northwestern Illinois and one branch in northeastern Illinois, (ii) a western division consisting of thirty branches located throughout central and eastern Colorado and two branches in far western Kansas, and (iii) a mountain division consisting of seven branches in southern Colorado and three branches in New Mexico. Through this branch network, we offer our customers a variety of financial products and services that both augment our revenue (fee and interest income) and help us expand and retain our core deposit network, including checking and savings accounts, debit cards, and electronic banking. TBK Bank also operates one location in Dallas, Texas, in which we maintain our corporate office, provide centralized treasury management services, originate certain commercial finance, mortgage warehouse, and commercial real estate loan products, and operate a branch that is dedicated to deposit gathering activities. During 2018, we announced that TBK Bank is planning to open a new full service branch in Dallas, Texas that is expected to open in 2019. Through TBK Bank, we originate a full suite of commercial and retail loans including commercial real estate, general commercial, commercial agriculture, mortgage warehouse, one-to-four family residential and construction and development loans, primarily focused on customers in and around our primary market areas. In addition, TBK Bank originates many of our commercial finance products and services, including asset-based loans,

equipment finance loans, general factoring products, and premium finance loans. These commercial finance products and services are offered on a nationwide basis.

•Advance Business Capital LLC (d/b/a “Triumph Business Capital”) is a Delaware limited liability company and wholly owned subsidiary of TBK Bank that focuses on providing working capital financing through the purchase of accounts receivable, a product known as factoring. A substantial portion of Triumph Business Capital’s factoring relationships are currently originated with small-to-mid-sized owner-operators, trucking fleets and freight brokers in the transportation industry, with an increasing representation in non-transportation sectors such as energy services, temporary staffing, and government contracting. Triumph Business Capital operates out of our Coppell, Texas location and employs a network of nationwide sales personnel.

•Triumph Insurance Group, Inc. is a Texas corporation and a wholly owned subsidiary of TBK Bank. Triumph Insurance Group was formed to provide insurance brokerage services, primarily focused on the insurance needs of our commercial finance and agriculture lending clients.

#### Lending and Factoring Activities

We offer a broad range of lending and factoring products. Our business lending categories include commercial, commercial real estate, factoring, agriculture, construction and development, and mortgage warehouse facilities. Consumer lending represents a small portion of our overall loan portfolio and is focused primarily on meeting the needs of customers in our retail banking markets. Our strategy is to maintain a broadly diversified loan portfolio by type and location.

A substantial portion of our lending is in the areas surrounding our community banking operations in Iowa, Illinois, Colorado, New Mexico, and Kansas. We expect that we will continue to focus on the commercial and personal credit needs of businesses and individuals in these markets. We also have a significant amount of lending in Texas, the home of our corporate headquarters and a significant portion of our commercial finance operations. With respect to our commercial finance products, we also seek out customers and maintain loan production offices or sales personnel for such product lines on a nationwide basis.

The following is a discussion of our major types of lending activity:

**Commercial Loans.** We offer commercial loans to small-to-mid-sized businesses across a variety of industries. These loans include general commercial and industrial loans, loans to purchase capital equipment and business loans for working capital and operational purposes.

A portion of our commercial loan portfolio consists of commercial finance products including asset-based loans, equipment loans, and premium finance loans. A more detailed description of these product lines is set forth below:

**Asset-Based Loans.** We originate asset-based loans to borrowers to support general working capital needs. Our asset-based loan structure involves advances of loan proceeds against a “borrowing base,” which typically consists of accounts receivable, identified readily marketable inventory or other collateral of the borrower. The maximum amount a customer may borrow at any time is fixed as a percentage of the borrowing base outstanding. These loans typically bear interest at a floating rate comprised of LIBOR or the prime rate plus a premium and include certain other transaction fees, such as origination and unused line fees. We target asset-based loan facilities between \$1 million and \$20 million and originate asset-based loans across a variety of industries.

**Equipment Loans.** We originate equipment loans primarily secured by new or used revenue producing, essential-use equipment from major manufacturers that is movable, may be used in more than one type of business, and generally has broad resale markets. Core markets include transportation, construction, and waste. Our equipment loans are typically fully amortizing, fixed rate loans secured by the underlying collateral with a term of three to five years.

**Premium Finance Loans.** We originate premium finance loans that provide customized premium financing solutions for the acquisition of property and casualty insurance coverage. In effect, these short term premium finance loans allow insureds to pay their insurance premiums over the life of the underlying policy, instead of paying the entire premium at the outset.

**Commercial Real Estate Loans.** We originate real estate loans to finance commercial property that is owner-occupied as well as commercial property owned by real estate investors. The real estate securing our existing commercial real estate loans includes a wide variety of property types, such as office buildings, warehouses, production facilities, hotels and mixed-use residential/commercial and multifamily properties. We originate these loans both in our community banking markets and on a nationwide basis.

**Factored Receivables.** As a part of our commercial finance product offerings, we offer factoring services to our customers, primarily in the transportation sector. In contrast to a lending relationship, in a factoring transaction we directly purchase the receivables generated by our clients at a discount to their face value. These transactions are structured to provide our clients with immediate liquidity to meet operating expenses when there is a mismatch between payments to our client for a good or service and the incurrence of operating costs required to provide such good or service. For example, in the transportation industry, invoices are typically paid 30 to 60 days after delivery whereas the truckers providing such transportation services require immediate funds to pay for fuel and other operating costs.

Our transportation factoring clients include small owner-operator trucking companies (one-to-four trucks), mid-sized fleets (5-to-50 trucks) and freight broker relationships whereby we manage all carrier payments on behalf of a broker client. Factoring for transportation businesses constituted approximately 79% of our total factoring portfolio as of December 31, 2018, calculated based on the gross receivables from the purchase of invoices from such trucking businesses compared to our total gross receivables in the purchase of factored receivables as of such date. The features



and pricing of our transportation factoring relationships vary by client type. Typically our smaller owner-operator relationships are structured as “non-recourse” relationships (i.e., we retain the credit risk associated with the ability of the account debtor on an invoice we purchase to ultimately make payment) and our larger relationships are structured as “recourse” relationships (i.e., our client agrees to repurchase from us any invoices for which payment is not ultimately received from the account debtor).

Our non-transportation factoring business targets small businesses with annual sales between \$1 million and \$50 million in industries such as manufacturing, distribution, and staffing.

**Agriculture Loans.** We originate a variety of loans to borrowers in the agriculture industry, including (i) real estate loans secured by farmland, (ii) equipment financing for specific agriculture equipment, including irrigation systems, (iii) crop input loans primarily focused on corn, wheat and soybeans, and (iv) loans secured by cattle and other livestock. We originate these loans primarily in the areas surrounding our community banking markets in Iowa, Illinois, Colorado, New Mexico, and Kansas.

Commercial Construction, Land and Land Development Loans. We offer loans to small-to-mid-sized businesses to construct owner-user properties, as well as loans to developers of commercial real estate investment properties and residential developments. These loans are typically disbursed as construction progresses and carry interest rates that vary with the prime rate. In certain instances, these loans can be converted to commercial real estate loans upon completion of their associated projects.

Mortgage Warehouse Facilities. Mortgage warehouse arrangements allow unaffiliated mortgage originators to close one-to-four family real estate loans in their own name and manage its cash flow needs until the loans are sold to investors. Although not bound by any legally binding commitment, when a purchase decision is made, we purchase a 100% interest in the mortgage loans originated by our mortgage banking company customers using a Purchase/Repurchase agreement. The mortgage banking company customer closes mortgage loans consistent with underwriting standards established by the Agencies (FNMA, FHLMC and GNMA) and approved investors and, once all pertinent documents are received, the mortgage note is delivered by the Company to the investor selected by the originator.

The mortgage warehouse customers are located across the U.S. and originate loans primarily through traditional retail, wholesale and correspondent business models. These customers are strategically targeted for their experienced management teams and thoroughly analyzed to ensure long-term and profitable business models. By using this approach, we believe that this type of lending carries a lower risk profile than other one-to-four family mortgage loans held for investment in our portfolio, due to the short-term nature (averaging less than 30 days) of the exposure and the additional strength offered by the mortgage originator sponsorship.

At December 31, 2018, maximum aggregate outstanding purchases ranged in size from \$10 million to \$100 million. Typical covenants include minimum tangible net worth, maximum leverage and minimum liquidity. As loans age, the Company requires loan curtailments to reduce our risk involving loans that are not purchased by investors on a timely basis.

At December 31, 2018, the Company had 13 mortgage banking company customers with a maximum aggregate exposure of \$590 million and an actual aggregate outstanding balance of \$314 million. The average mortgage loan being purchased by the Company reflects a blend of both Conforming and Government loan characteristics, including an average loan to value ratio (LTV) of 88%, an average credit score of 681 and an average loan size of \$239,866. These characteristics illustrate the low risk profile of loans purchased under the mortgage warehouse arrangements. To date, we have not experienced a loss on any of our mortgage warehouse loans.

Residential Real Estate Loans. We originate first and second mortgage loans to our individual customers primarily for the purchase of primary and secondary residences, with a focus on offering these loans as an additional product offering to customers in our retail banking markets. We made the determination to recommence offering loans of this type in 2018 in order to further augment our product offerings and enhance overall customer experience.

Consumer Loans. We also originate personal loans for our retail banking customers. These loans originate exclusively out of our community banking operations in Iowa, Illinois, Colorado, New Mexico, and Kansas.

#### Other Products and Services

Triumph Pay. As an additional product and service in the transportation and logistics industries where we have substantial factoring expertise, we offer our TriumphPay platform as a payments solution to freight broker and shipper clients. The TriumphPay platform allows such clients to make all their carrier payments through our proprietary application. The TriumphPay application also permits carriers to elect payment options, including a "Quick Pay" feature which generates revenue by allowing such carrier to receive payment for such invoice at a discount in advance of its normal payment terms.

**Additional Products and Services.** We offer a full range of commercial and retail banking services to our customers, including checking and savings accounts, debit cards, and electronic banking services. These products both augment our revenue and help us expand our core deposit network. We also seek to make these additional banking products and services (many of which are not offered by non-bank lenders) to our commercial finance clients in order to improve acquisition and retention of these clients. Through Triumph Insurance Group, an insurance brokerage agency focused on meeting the insurance needs of our commercial clients, particularly our factoring clients in the transportation industry and our equipment lending clients, as well as our agriculture lending clients, we provide insurance brokerage services. We believe these ancillary product offerings have the ability to diversify our revenue and increase customer acquisition and retention for our primary product lines.

## Credit Risk Management

We mitigate credit risk through disciplined underwriting of each transaction we originate, as well as active credit management processes and procedures to manage risk and minimize loss throughout the life of a transaction. We seek to maintain a broadly diversified loan portfolio in terms of type of customer, type of loan product, geographic area and industries in which our business customers are engaged. We have developed tailored underwriting criteria and credit management processes for each of the various loan product types we offer our customers.

### Underwriting

In evaluating each potential loan relationship, we adhere to a disciplined underwriting evaluation process including the following:

- understanding of the customer's financial condition and ability to repay the loan;
- verifying that the primary and secondary sources of repayment are adequate in relation to the amount and structure of the loan;
- observing appropriate loan to value guidelines for collateral secured loans;
- maintaining our targeted levels of diversification for the loan portfolio, including industry, collateral, geography, and product type; and
- ensuring that each loan is properly documented with perfected liens on collateral.

Our non-owner occupied commercial real estate loans are generally secured by income producing property with adequate margins, supported by a history of profitable operations and cash flows and proven operating stability in the case of commercial loans. Our commercial real estate loans and commercial loans are often supported by personal guarantees from the principals of the borrower.

With respect to our asset-based loans, in addition to an overall evaluation of the borrower and the transaction considering the applicable criteria set forth above, we also engage in an evaluation of the assets comprising the borrowing base for such loans, to confirm that such assets are readily recoverable and recoverable at rates in excess of the advance rate for such loans.

Our factoring relationships in particular require a specialized underwriting process. For each factoring transaction, in addition to a credit evaluation of our client, we also evaluate the creditworthiness of underlying account debtors, because account debtors represent the substantive underlying credit risk. Transportation factoring also presents the additional challenge of underwriting high volumes of invoices of predominantly low value per invoice and managing credit requests for a large industry pool of account debtors. We facilitate this process through a proprietary web-based "Online Broker Credit" application, which processes invoice purchase approval requests for our clients through an online proprietary scoring model and delivers either preliminary responses for small dollar requests or immediate referral to our servicing personnel for larger dollar requests. We also set and monitor concentration limits for individual account debtors that are tracked across all of our clients (as multiple clients may have outstanding invoices from a particular account debtor).

Our bank implements its underwriting evaluation and approval process through a tiered system of loan authorities. Under these authorities, transactions at certain identified levels are eligible to be approved by a designated officer or a combination of designated officers. Transactions above such individual thresholds require approval of a management-level loan committee. Transactions above the approval levels for our management-level loan committee must be approved by an executive loan committee comprised of directors of TBK Bank. Our underwriting and approval processes also employ limits we believe to be appropriate as to loan type and category, loan size, and other attributes.

### Ongoing Credit Risk Management

We also perform ongoing risk monitoring and review processes for all credit exposures. Although we grade and classify our loans internally, we have an independent third party professional firm perform regular loan reviews to confirm loan classification. We strive to identify potential problem loans early in an effort to seek resolution of these situations before the loans create a loss, record any necessary charge-offs promptly and maintain adequate allowance levels for probable loan losses incurred in the loan portfolio. In general, whenever a particular loan or overall borrower relationship is downgraded to pass-watch or substandard based on one or more standard loan grading factors, our credit officers engage in active evaluation of the asset to determine the appropriate resolution strategy. Management regularly reviews the status of the watch list and classified assets portfolio as well as the larger credits in the portfolio.

In addition to our general credit risk management processes, we employ specialized risk management processes and procedures for certain of our commercial finance products, in particular our asset-based lending and factoring products. With respect to our asset-based lending relationships, we generally require dominion over the borrower's cash accounts in order to actively control and manage the cash flows from the conversion of borrowing base collateral into cash and its application to the loan. We also engage in active review and monitoring of the borrowing base collateral itself, including field audits typically conducted on a 90-180 day cycle.

With respect to our factoring operations, we employ a proprietary risk management program whereby each client is assigned a risk score based on measurable criteria. Our risk model is largely geared toward early detection and mitigation of fraud, which we believe represents the most material risk of loss in this asset class. Risk scores are presented on a daily basis through a proprietary software application. These risk scores are then used to assign such client into a particular classification level. The classification level is not a predictor of loss exposure but rather the determinant for monitoring levels and servicing protocols, such as the percentage requirements for collateral review and invoice verification prior to purchase. This scoring and risk allocation methodology helps us to manage and control fraud and credit risk.

### Marketing

We market our loans and other products and services through a variety of channels. Fundamentally, we focus on a high-touch direct sales model and building long-term relationships with our customers. In our community banking markets, our lending officers actively solicit new and existing businesses in the communities we serve. For our commercial finance product lines, we typically maintain sales personnel across the country with designated regional responsibilities for clients within their territories. We market our products and services through secondary channels, including e-marketing and search engine optimization, as well as key strategic sourcing relationships. Importantly, while we seek to ensure that the pricing on all of our loans and factoring products is competitive, we also attempt to distinguish ourselves with our clients on criteria other than price, including service, industry knowledge and a more complete value proposition than our competitors. We believe that our suite of complementary commercial finance product options and our other available banking services, including treasury management services and our insurance brokerage initiatives, allow us to offer full-service banking relationships to clients and industries that have historically been served by smaller non-bank commercial finance companies.

### Deposits

Deposits are our primary source of funds to support our earning assets. We offer depository products, including checking, savings, money market and certificates of deposit with a variety of rates. Deposits at our bank subsidiary are insured by the Federal Deposit Insurance Corporation ("FDIC") up to statutory limits. In addition, required deposit balances associated with our commercial loan arrangements and treasury management relationships maintained by our commercial lending clients provide an additional source of deposits. In our community banking markets, we have a network of 60 deposit-taking branch offices. We also maintain a branch office in Dallas, Texas, dedicated to deposit generation activities.

### Competitors

The bank and non-bank financial services industries in our markets and the surrounding areas are highly competitive. We compete with a wide range of regional and national banks located in our market areas as well as non-bank commercial finance and factoring companies on a nationwide basis. We experience competition in both lending and attracting funds from commercial banks, savings associations, credit unions, consumer finance companies, pension trusts, mutual funds, insurance companies, mortgage bankers and brokers, brokerage and investment banking firms, non-bank lenders, government agencies and certain other non-financial institutions. Many of these competitors have more assets, capital and lending limits, and resources than we do and may be able to conduct more intensive and broader-based promotional efforts to reach both commercial and individual customers. Competition for deposit

products can depend heavily on pricing because of the ease with which customers can transfer deposits from one institution to another.

#### Supervision and Regulation

Banking is a complex, highly regulated industry. Consequently, our growth and earnings performance can be affected, not only by management decisions and general and local economic conditions, but also by the statutes administered by and the regulations and policies of, various governmental regulatory authorities. These authorities include, but are not limited to, the Federal Reserve, the FDIC, the Texas Department of Savings and Mortgage Lending (“TDSML”), the Internal Revenue Service (“IRS”), and state taxing authorities. The effect of these statutes, regulations and policies and any changes to any of them can be significant and cannot be predicted.

The primary goals of the bank regulatory scheme are to maintain a safe and sound banking system and to facilitate the conduct of sound monetary policy. In furtherance of those goals, the U.S. Congress and the individual states have created numerous regulatory agencies and enacted numerous laws, such as the Dodd-Frank Act, that govern banks and the banking industry. The system of supervision and regulation applicable to the Company establishes a comprehensive framework for our operations and is intended primarily for the protection of the FDIC's deposit insurance funds, our depositors and the public, rather than the stockholders and creditors.

New regulations and statutes are regularly proposed that contain wide-ranging proposals for altering the structures, regulations and competitive relationships of financial institutions operating in the United States. The federal banking agencies have issued a number of significant new regulations as a result of the Dodd-Frank Act and a number of additional regulations are pending or may be proposed. We cannot predict whether or in what form any proposed regulation or statute will be adopted or the extent to which any of our businesses may be affected by any new regulation or statute.

The following is an attempt to summarize some of the relevant laws, rules and regulations governing banks and bank holding companies, but does not purport to be a complete summary of all applicable laws, rules and regulations governing banks. The descriptions are qualified in their entirety by reference to the specific statutes and regulations discussed.

#### Bank Holding Company Regulation

The Company is a financial holding company registered under the BHC Act and is subject to supervision and regulation by the Federal Reserve. Federal laws subject bank holding companies to particular restrictions on the types of activities in which they may engage and to a range of supervisory requirements and activities, including regulatory enforcement actions, for violation of laws and policies.

#### Activities Closely Related to Banking

The BHC Act prohibits a bank holding company, with certain limited exceptions, from acquiring direct or indirect ownership or control of any voting shares of any company that is not a bank or from engaging in any activities other than those of banking, managing or controlling banks and certain other subsidiaries or furnishing services to or performing services for its subsidiaries. Bank holding companies also may engage in or acquire interests in companies that engage in a limited set of activities that are closely related to banking or managing or controlling banks. If a bank holding company has become a financial holding company (an "FHC"), as we have, it may engage in a broader set of activities, including insurance underwriting and broker-dealer services as well as activities that are jointly determined by the Federal Reserve and the U.S. Treasury to be financial in nature or incidental to such financial activity. FHCs may also engage in activities that are determined by the Federal Reserve to be complementary to financial activities. The Company has elected to be an FHC. To maintain FHC status, the bank holding company and all subsidiary depository institutions must be well managed and "well capitalized." Additionally, all subsidiary depository institutions must have received at least a "Satisfactory" rating on its most recent Community Reinvestment Act ("CRA") examination. Failure to meet these requirements may result in limitations on activities and acquisitions.

#### Safe and Sound Banking Practices

Bank holding companies are not permitted to engage in unsafe and unsound banking practices. The Federal Reserve may order a bank holding company to terminate an activity or control of a non-bank subsidiary if such activity or control constitutes a significant risk to the financial safety, soundness or stability of a subsidiary bank and is inconsistent with sound banking principles.

Consistent with the Dodd-Frank Act codification of the Federal Reserve's policy that bank holding companies must serve as a source of financial strength for their subsidiary banks, the Federal Reserve has stated that, as a matter of



prudence, a bank holding company generally should not maintain a rate of distributions to stockholders unless its available net income has been sufficient to fully fund the distributions and the prospective rate of earnings retention appears consistent with a bank holding company's capital needs, asset quality and overall financial condition. In addition, we are subject to certain restrictions on the making of distributions as a result of the requirement that our subsidiary bank maintains an adequate level of capital as described below. Limitations on our subsidiary bank paying dividends could, in turn, affect our ability to pay dividends to our stockholders. For more information concerning our subsidiary bank's ability to pay dividends, see below.

In addition, the Federal Reserve Supervisory Letter SR 09-4 provides guidance on the declaration and payment of dividends, capital redemptions and capital repurchases by a bank holding company. Supervisory Letter SR 09-4 provides that, as a general matter, a bank holding company should eliminate, defer or significantly reduce its dividends if: (i) the bank holding company's net income available to stockholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends, (ii) the bank holding company's prospective rate of earnings retention is not consistent with the bank holding company's capital needs and overall current and prospective financial condition or (iii) the bank holding company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. Failure to do so could result in a supervisory finding that the bank holding company is operating in an unsafe and unsound manner. Capital rules and their implementing regulations also require a holding company to get the prior approval of the Federal Reserve prior to any redemption or repurchase of its own equity securities.

The Federal Reserve has broad authority to prohibit activities of bank holding companies and their non-banking subsidiaries which represent unsafe and unsound banking practices or which constitute violations of laws or regulations. Notably, the Financial Institutions Reform, Recovery and Enforcement Act of 1989 ("FIRREA") provides that the Federal Reserve Board can assess civil money penalties for such practices or violations which can be as high as \$1 million per day. FIRREA contains expansive provisions regarding the scope of individuals and entities against which such penalties may be assessed.

#### Annual Reporting and Examinations

The Company is required to file annual and quarterly reports with the Federal Reserve and such additional information as the Federal Reserve may require pursuant to the BHC Act. The Federal Reserve may examine a bank holding company or any of its subsidiaries and charge the bank holding company for the cost of such an examination. The Company is also subject to reporting and disclosure requirements under state and federal securities laws.

#### Rules on Regulatory Capital

Regulatory capital rules pursuant to the Basel III requirements, released in July 2013, implemented higher minimum capital requirements for bank holding companies and banks effective on January 1, 2015. The rules include a common equity Tier 1 capital requirement and establish criteria that instruments must meet to be considered common equity Tier 1 capital, additional Tier 1 capital or Tier 2 capital. These enhancements were designed to both improve the quality and increase the quantity of capital required to be held by banking organizations, better equipping the U.S. banking system to deal with adverse economic conditions. The capital rules require banks and bank holding companies to maintain a minimum common equity Tier 1 ("CET1") capital ratio of 4.5%, a total Tier 1 capital ratio of 6%, a total capital ratio of 8% and a leverage ratio of 4%. Bank holding companies are also required to hold a capital conservation buffer of CET1 capital of 2.5% to avoid limitations on capital distributions and executive compensation payments. Under the rules, bank holding companies must maintain a total risk-based capital ratio of 10% and a total Tier 1 risk-based capital ratio of 6% to be considered "well capitalized" for purposes of certain rules and requirements.

The capital rules also require banks to maintain a CET1 capital ratio of 6.5%, a total Tier 1 capital ratio of 8%, a total capital ratio of 10% and a leverage ratio of 5% to be deemed "well capitalized" for purposes of certain rules and prompt corrective action requirements. The risk-based ratios include a "capital conservation buffer" of 2.5%. The capital conservation buffer requirement began being phased in in January 2016 at 0.625% of risk-weighted assets and increased by that amount each year until it was fully implemented in January 2019. An institution is subject to limitations on certain activities including payment of dividends, share repurchases and discretionary bonuses to executive officers if its capital level is below the buffer amount. This buffer will help to ensure that banking organizations conserve capital when it is most needed, allowing them to better weather periods of economic stress.

The regulatory capital rules attempt to improve the quality of capital by implementing changes to the definition of capital. Among the most important changes are stricter eligibility criteria for regulatory capital instruments that would

disallow the inclusion of instruments, such as trust preferred securities, in Tier 1 capital going forward and new constraints on the inclusion of minority interests, mortgage-servicing assets, deferred tax assets and certain investments in the capital of unconsolidated financial institutions. In addition, the rules require that most regulatory capital deductions be made from common equity Tier 1 capital.

The Federal Reserve may also set higher capital requirements for holding companies whose circumstances warrant it. For example, holding companies experiencing internal growth or making acquisitions are expected to maintain strong capital positions substantially above the minimum supervisory levels, without significant reliance on intangible assets. At this time, the bank regulatory agencies are more inclined to impose higher capital requirements to meet well-capitalized standards and future regulatory change could impose higher capital standards as a routine matter. The Company's regulatory capital ratios and those of its subsidiary bank are in excess of the levels established for "well-capitalized" institutions under the rules.

The regulatory capital rules also set forth certain changes in the methods of calculating certain risk-weighted assets, which in turn affects the calculation of risk-based ratios. Under the rules, higher or more sensitive risk weights are assigned to various categories of assets, including, certain credit facilities that finance the acquisition, development or construction of real property, certain exposures or credits that are 90 days past due or on nonaccrual, foreign exposures and certain corporate exposures. In addition, the rules include (i) alternative standards of credit worthiness consistent with the Dodd-Frank Act, (ii) greater recognition of collateral and guarantees and (iii) revised capital treatment for derivatives and repo-style transactions.

In addition, the rules include certain exemptions to address concerns about the regulatory burden on community banks. For example, banking organizations with less than \$15 billion in consolidated assets as of December 31, 2009 are permitted to include in Tier 1 capital trust preferred securities and cumulative perpetual preferred stock issued and included in Tier 1 capital prior to May 19, 2010 on a permanent basis, without any phase out. Community banks were also able to elect on a one time basis in their March 31, 2015 quarterly filings to opt-out of the requirement to include most accumulated other comprehensive income (“AOCI”) components in the calculation of CET1 capital and, in effect, retain the AOCI treatment under the current capital rules. Under the rules, we elected to make the one-time permanent election to continue to exclude AOCI from capital.

#### Imposition of Liability for Undercapitalized Subsidiaries

The Federal Deposit Insurance Corporation Improvement Act of 1991 (“FDICIA”) required each federal banking agency to revise its risk-based capital standards to ensure that those standards take adequate account of interest rate risk, concentration of credit risk and the risks of nontraditional activities, as well as reflect the actual performance and expected risk of loss on multifamily mortgages.

As discussed above, in accordance with the law, each federal banking agency has specified, by regulation, the levels at which an insured institution would be considered “well capitalized,” adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized. As of December 31, 2018, the Company’s subsidiary bank exceeded the capital levels required to be deemed “well capitalized.”

Additionally, FDICIA requires bank regulators to take prompt corrective action to resolve problems associated with insured depository institutions. In the event an institution becomes undercapitalized, it must submit a capital restoration plan.

Under these prompt corrective action provisions of FDICIA, if a controlled bank is undercapitalized, then the regulators could require the bank to submit a capital restoration plan. If an institution becomes significantly undercapitalized or critically undercapitalized, additional and significant limitations are placed on the institution. The capital restoration plan of an undercapitalized institution will not be accepted by the regulators unless each company having control of the undercapitalized institution guarantees the subsidiary’s compliance with the capital restoration plan until it becomes adequately capitalized. The Company has control of its subsidiary bank for the purpose of this statute.

Further, by statute and regulation, a bank holding company must serve as a source of financial and managerial strength to each bank that it controls and, under appropriate circumstances, may be required to commit resources to support each such controlled bank. This support may be required at times when the bank holding company may not have the resources to provide the support. In addition, if the Federal Reserve believes that a bank holding company’s activities, assets or affiliates represent a significant risk to the financial safety, soundness or stability of a controlled bank, then the Federal Reserve could require the bank holding company to terminate the activities, liquidate the assets or divest the affiliates. The regulators may require these and other actions in support of controlled banks even if such actions are not in the best interests of the bank holding company or its stockholders.

#### Acquisitions by Bank Holding Companies

The BHC Act requires every bank holding company to obtain the prior approval of the Federal Reserve before it may acquire all or substantially all of the assets of any bank or ownership or control of any voting shares of any bank if after such acquisition it would own or control, directly or indirectly, more than 5% of the voting shares of such bank. In approving bank acquisitions by bank holding companies, the Federal Reserve is required to consider the financial and managerial resources and future prospects of the bank holding company and banks concerned, the convenience and needs of the communities to be served, the effect on competition as well as the financial stability of the United States. The Attorney General of the United States may, within 30 days after approval of an acquisition by the Federal Reserve, bring an action challenging such acquisition under the federal antitrust laws, in which case the effectiveness of such approval is stayed pending a final ruling by the courts. Under certain circumstances, the 30-day period may be shortened to 15 days.

## Control Acquisitions

The Change in Bank Control Act (“CBCA”) prohibits a person or group of persons from acquiring “control” of a bank holding company unless the Federal Reserve has been notified and has not objected to the transaction. Under a rebuttable presumption established by the Federal Reserve, the acquisition of 10% or more of a class of voting stock of a bank holding company with a class of securities registered under Section 12 of the Exchange Act, such as the Company, would, under the circumstances set forth in the presumption, constitute acquisition of control of the Company.

In addition, the CBCA prohibits any entity from acquiring 25% (the BHC Act has a lower limit for acquirers that are existing bank holding companies) or more of a bank holding company’s or bank’s voting securities, or otherwise obtaining control or a controlling influence over a bank holding company or bank without the approval of the Federal Reserve. On September 22, 2008, the Federal Reserve Board issued a policy statement on equity investments in bank holding companies and banks, which states that the Federal Reserve generally will not consider an entity’s investment to be “controlling” if the entity owns or controls less than 25% of the voting shares and 33% total equity of the bank holding company or bank and has limited business relationships, director representation or other indicia of control. Depending on the nature of the overall investment and the capital structure of the banking organization, the Federal Reserve will permit, based on the policy statement, noncontrolling investments in the form of voting and nonvoting shares that represent in the aggregate (i) less than one-third of the total equity of the banking organization (and less than one-third of any class of voting securities, assuming conversion of all convertible nonvoting securities held by the entity) and (ii) less than 15% of any class of voting securities of the banking organization.

## Anti-Tying Restrictions

Bank holding companies and their affiliates are prohibited from tying the provision of certain services, such as extensions of credit, to other services offered by a holding company or its affiliates.

## Bank Regulation

### TBK Bank

TBK Bank is a Texas state savings bank and is subject to various requirements and restrictions under the laws of the United States and Texas and to regulation, supervision and regular examination by the FDIC and the TDSML. TBK Bank is required to file reports with the FDIC and the TDSML concerning its activities and financial condition in addition to obtaining regulatory approvals before entering into certain transactions such as mergers with, or acquisitions of, other financial institutions. The regulators have the power to enforce compliance with applicable banking statutes and regulations. Those regulations include requirements to maintain reserves against deposits, restrictions on the nature and amount of loans that may be made and the interest that may be charged on loans and restrictions relating to investments and other activities of TBK Bank.

## Standards for Safety and Soundness

As part of FDICIA’s efforts to promote the safety and soundness of depository institutions and their holding companies, appropriate federal banking regulators are required to have in place regulations specifying operational and management standards (addressing internal controls, loan documentation, credit underwriting and interest rate risk), asset quality and earnings. As discussed above, the Federal Reserve and the FDIC have extensive authority to police unsafe or unsound practices and violations of applicable laws and regulations by depository institutions and their holding companies. For example, the FDIC may terminate the deposit insurance of any institution that it determines has engaged in an unsafe or unsound practice. The agencies can also assess civil money penalties of up to \$1 million per day, issue cease-and-desist or removal orders, seek injunctions and publicly disclose such actions.

The ability of TBK Bank, as a Texas state savings bank, to pay dividends is restricted under the Texas Finance Code. Pursuant to the Texas Finance Code, a Texas state savings bank may declare and pay a dividend out of current or retained earnings, in cash or additional stock, to the holders of record of the stock outstanding on the date the dividend is declared. However, without the prior approval of the TDSML, a cash dividend may not be declared by the board of a Texas state savings bank that the TDSML considers to be in an unsafe condition or to have less than zero total retained earnings on the date of the dividend declaration.

TBK Bank is also subject to certain restrictions on the payment of dividends as a result of the requirement that it maintain an adequate level of capital in accordance with guidelines promulgated from time to time by the federal regulators.

The present and future dividend policy of TBK Bank is subject to the discretion of its board of directors. In determining whether to pay dividends to Triumph and, if made, the amount of the dividends, the board of directors of TBK Bank considers many of the same factors discussed above. TBK Bank cannot guarantee that they will have the financial ability to pay dividends to Triumph, or if dividends are paid, that they will be sufficient for Triumph to make distributions to stockholders. TBK Bank is not obligated to pay dividends.

## Restrictions on Transactions with Affiliates

Section 23A of the Federal Reserve Act imposes quantitative and qualitative limits on transactions between a bank and any affiliate and requires certain levels of collateral for such loans. It also limits the amount of advances to third parties which are collateralized by the securities or obligations of the Company. Section 23B of the Federal Reserve Act requires that certain transactions between the Company's subsidiary bank and its affiliates must be on terms substantially the same, or at least as favorable, as those prevailing at the time for comparable transactions with or involving other nonaffiliated companies. In the absence of such comparable transactions, any transaction between the bank and its affiliates must be on terms and under circumstances, including credit standards, which in good faith would be offered to or would apply to nonaffiliated companies.

## Capital Adequacy

In addition to the capital rules applicable to both banks and bank holding companies discussed above, under the prompt corrective action regulations, the federal bank regulators are required and authorized to take supervisory actions against undercapitalized banks. For this purpose a bank is placed in one of the following five categories based on the bank's capital:

- well-capitalized (at least 5% leverage capital, 6.5% common equity Tier 1 risk-based capital, 8% Tier 1 risk-based capital and 10% total risk-based capital);
- adequately capitalized (at least 4% leverage capital, 4.5% common equity Tier 1 risk-based capital, 6% Tier 1 risk-based capital and 8% total risk-based capital);
- undercapitalized (less than 4% leverage capital, 4.5% common equity Tier 1 risk-based capital, 6% Tier 1 risk-based capital and 8% total risk-based capital);
- significantly undercapitalized (less than 3% leverage capital, 3% common equity Tier 1 risk-based capital, 4% Tier 1 risk-based capital and 6% total risk-based capital); and
- critically undercapitalized (less than 2% tangible capital).

Federal banking regulators are required to take various mandatory supervisory actions and are authorized to take other discretionary actions with respect to institutions in the three undercapitalized categories. The severity of the action depends upon the capital category in which the institution is placed. Generally, subject to a narrow exception, banking regulators must appoint a receiver or conservator for an institution that is "critically undercapitalized." The federal banking agencies have specified by regulation the relevant capital level for each category. An institution that is categorized as "undercapitalized," "significantly undercapitalized," or "critically undercapitalized" is required to submit an acceptable capital restoration plan to its appropriate federal banking agency.

Failure to meet capital guidelines could subject our subsidiary bank to a variety of enforcement remedies, including issuance of a capital directive, the termination of deposit insurance by the FDIC, a prohibition on accepting brokered deposits and other restrictions on our business.

## Deposit Insurance

The FDIC insures the deposits of federally insured banks up to prescribed statutory limits for each depositor, through the Deposit Insurance Fund ("DIF") and safeguards the safety and soundness of the banking and thrift industries. The amount of FDIC assessments paid by each insured depository institution is based on its relative risk of default as measured by regulatory capital ratios and other supervisory factors.

The FDIC's deposit insurance premium assessment is based on an institution's average consolidated total assets minus average tangible equity.

We are generally unable to control the amount of premiums that we are required to pay for FDIC insurance. At least semi-annually, the FDIC will update its loss and income projections for the DIF and, if needed, will increase or



decrease assessment rates, following notice-and-comment rulemaking, if required. If there are additional bank or financial institution failures or if the FDIC otherwise determines to increase assessment rates, TBK Bank may be required to pay higher FDIC insurance premiums. Any future increases in FDIC insurance premiums may have a material and adverse effect on our earnings.

## Consumer Financial Protection Bureau

The Consumer Financial Protection Bureau (“CFPB”) is granted broad rulemaking, supervisory and enforcement powers under various federal consumer financial protection laws, including the Equal Credit Opportunity Act, Truth in Lending Act, Real Estate Settlement Procedures Act, Fair Credit Reporting Act, Fair Debt Collection Act, the Consumer Financial Privacy provisions of the Gramm-Leach-Bliley Act and certain other statutes. The CFPB has examination and primary enforcement authority with respect to depository institutions with \$10 billion or more in assets. Depository institutions with less than \$10 billion in assets, such as our subsidiary depository institution, are subject to rules promulgated by the CFPB, which may increase their compliance risk and the costs associated with their compliance efforts, but the banks will continue to be examined and supervised by federal banking regulators for consumer compliance purposes. The CFPB has authority to prevent unfair, deceptive or abusive practices in connection with the offering of consumer financial products.

The CFPB has issued regulatory guidance and has proposed, or will be proposing, regulations on issues that directly relate to our business. Although it is difficult to predict the full extent to which the CFPB’s final rules impact the operations and financial condition of our subsidiary bank, such rules may have a material impact on the bank’s compliance costs, compliance risk and fee income.

## Privacy

Under the Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records, financial institutions are required to disclose their policies for collecting and protecting confidential information. Customers generally may prevent financial institutions from sharing personal financial information with nonaffiliated third parties except for third parties that market the institutions’ own products and services. Additionally, financial institutions generally may not disclose consumer account numbers to any nonaffiliated third party for use in telemarketing, direct mail marketing or other marketing through electronic mail to consumers.

## The Patriot Act, International Money Laundering Abatement and Financial Anti-Terrorism Act and Bank Secrecy Act

A major focus of governmental policy on financial institutions has been aimed at combating money laundering and terrorist financing. The Patriot Act and the International Money Laundering Abatement and Financial Anti-Terrorism Act of 2001 substantially broadened the scope of U.S. anti-money laundering laws and penalties, specifically related to the Bank Secrecy Act and expanded the extra-territorial jurisdiction of the United States. The U.S. Treasury has issued a number of implementing regulations which apply various requirements of the Patriot Act to financial institutions such as TBK Bank. These regulations impose obligations on financial institutions to maintain appropriate policies, procedures and controls to detect, prevent and report money laundering and terrorist financing and to verify the identity of their customers.

Failure of a financial institution and its holding company to maintain and implement adequate programs to combat money laundering and terrorist financing, or to comply with relevant laws and regulations, could have serious legal, reputational and financial consequences for the institution. Because of the significance of regulatory emphasis on these requirements, TBK Bank will continue to expend significant staffing, technology and financial resources to maintain programs designed to ensure compliance with applicable laws and regulations and an effective audit function for testing of the bank’s compliance with the Bank Secrecy Act on an ongoing basis.

## Community Reinvestment Act

The CRA requires that, in connection with examinations of financial institutions within its jurisdiction, the FDIC and the state banking regulators, as applicable, evaluate the record of each financial institution in meeting the credit needs of its local community, including low and moderate-income neighborhoods. These facts are also considered in

evaluating mergers, acquisitions and applications to open a branch or facility. Failure to adequately meet these criteria could impose additional requirements and limitations on us. Additionally, we must publicly disclose the terms of various CRA-related agreements.

#### Qualified Thrift Lender

As a Texas state savings bank, TBK Bank is required to meet a Qualified Thrift Lender (“QTL”) test to avoid certain restrictions on its activities. TBK Bank is currently, and expects to remain, in compliance with QTL standards.

#### Other Regulations

Interest and other charges that our subsidiary bank collects or contracts for are subject to state usury laws and federal laws concerning interest rates.

Our bank's loan operations are also subject to federal laws applicable to credit transactions, such as:

- the federal Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;
- the Home Mortgage Disclosure Act, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;
- the Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;
- the Fair Credit Reporting Act, governing the use and provision of information to credit reporting agencies;
- the Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies; and
- the rules and regulations of the various governmental agencies charged with the responsibility of implementing these federal laws.

In addition, our subsidiary bank's deposit operations are subject to the Electronic Funds Transfer Act and Regulation E issued by the Federal Reserve to implement that act, which govern 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.

#### Concentrated Commercial Real Estate Lending Regulations

The Federal Reserve and other federal banking regulatory agencies promulgated guidance governing financial institutions with concentrations in commercial real estate lending. The guidance provides that a bank has a concentration in commercial real estate lending if (i) total reported loans for construction, land development and other land represent 100% or more of total capital or (ii) total reported loans secured by multifamily and non-farm residential properties and loans for construction, land development and other land represent 300% or more of total capital and the bank's commercial real estate loan portfolio has increased 50% or more during the prior 36 months. If a concentration is present, management must employ heightened risk management practices including board and management oversight and strategic planning, development of underwriting standards, risk assessment and monitoring through market analysis and stress testing and increasing capital requirements.

All of the above laws and regulations add significantly to the cost of operating the Company and our subsidiary depository institution and thus have a negative impact on profitability. We would also note that there has been a tremendous expansion experienced in recent years by certain financial service providers that are not subject to the same rules and regulations as the Company and our subsidiary depository institution. These institutions, because they are not so highly regulated, have a competitive advantage over us and our subsidiary depository institution and may continue to draw large amounts of funds away from banking institutions, with a continuing adverse effect on the banking industry in general.

#### Effect of Governmental Monetary Policies

The commercial banking business is affected not only by general economic conditions but also by both U.S. fiscal policy and the monetary policies of the Federal Reserve. Some of the instruments of fiscal and monetary policy available to the Federal Reserve include changes in the discount rate on member bank borrowings, the fluctuating availability of borrowings at the "discount window," open market operations, the imposition of and changes in reserve requirements against member banks' deposits and assets of foreign branches, the imposition of and changes in reserve requirements against certain borrowings by banks and their affiliates and the placing of limits on interest rates that member banks may pay on time and savings deposits. Such policies influence to a significant extent the overall growth of bank loans, investments and deposits and the interest rates charged on loans or paid on time and savings deposits. We cannot predict the nature of future fiscal and monetary policies and the effect of such policies on the future business and our earnings.

Employees

As of December 31, 2018, we had 1,121.5 full-time equivalent employees. None of our employees are represented by any collective bargaining unit or are a party to a collective bargaining agreement.

12

---

Available Information

The Company's internet address is [www.triumphbancorp.com](http://www.triumphbancorp.com). The Company makes available at this address, free of charge, its annual report on Form 10-K, its annual reports to stockholders, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") as soon as reasonably practicable after such material is electronically filed with, or furnished to, the Securities and Exchange Commission (the "SEC"). These documents are also available on the SEC's website at [www.sec.gov](http://www.sec.gov).

## ITEM 1A. RISK FACTORS.

Our business and results of operations are subject to numerous risks and uncertainties, many of which are beyond our control. The material risks and uncertainties that management believes affect the Company are described below. Additional risks and uncertainties that management is not aware of or that management currently deems immaterial may also impair the Company's business operations. This report is qualified in its entirety by these risk factors. If any of the following risks actually occur, our business, financial condition and results of operations could be materially and adversely affected. If this were to happen, the value of our securities could decline significantly, and you could lose all or part of your investment. Some statements in the following risk factors constitute forward-looking statements. Please refer to "Cautionary Note Regarding Forward-Looking Statements" in Item 7 of this report.

### Risks Relating to Our Business

Acquisitions may disrupt our business and dilute stockholder value. We may not be able to overcome the integration, costs and other risks associated with our recently completed and possible future acquisitions, which could adversely affect our growth and profitability.

Our business strategy focuses on both organic growth and targeted acquisitions. We anticipate that any future acquisitions would involve substantial transaction expenses and expenses associated with integrating the operations of the acquired businesses with our operations. These expenses may exceed the savings that we expect to receive for the elimination of duplicative expenses and the realization of economies of scale. We may fail to realize some or all of the anticipated benefits of our recently completed and possible future acquisitions if the integration process for these acquisitions takes longer or is more costly than expected or otherwise fails to meet our expectations. Such integration processes will be a time-consuming and expensive process that could significantly disrupt our existing services, even if effectively and efficiently planned and implemented.

In addition, our acquisition activities could be material to our business and involve a number of risks, including the following:

- incurring time and expense associated with identifying and evaluating potential acquisitions and negotiating potential transactions, resulting in our attention being diverted from the operation of our existing business;
- using inaccurate estimates and judgments to evaluate credit, operations, management, tax and market risks with respect to the target institution or assets;
- exposure to potential asset quality issues of the target company;
- intense competition from other banking organizations and other acquirers for acquisitions;
- potential exposure to unknown or contingent liabilities of banks and businesses we acquire, including, without limitation, liabilities for regulatory and compliance issues;
- inability to realize the expected revenue increases, cost savings, increases in geographic or product presence and other projected benefits of the acquisition;
- the time and expense required to integrate the operations and personnel of the combined businesses;
- experiencing higher operating expenses relative to operating income from the new operations;
- creating an adverse short term effect on our results of operations;
- losing key employees and customers;
- significant problems relating to the conversion of the financial and customer data of the entity;
- integration of acquired customers into our financial and customer product systems;
- potential changes in banking or tax laws or regulations that may affect the target company; or
- risks of impairment to goodwill or other than temporary impairment of investment securities.

Depending on the condition of any institution or assets or liabilities that we may acquire, that acquisition may, at least in the near term, adversely affect our capital and earnings and, if not successfully integrated with our organization, may continue to have such effects over a longer period. We may not be successful in overcoming these risks or any

other problems encountered in connection with potential acquisitions and any acquisition we may consider will be subject to prior regulatory approval. Our inability to overcome these risks could have an adverse effect on our profitability, return on equity and return on assets, our ability to implement our business strategy and enhance stockholder value, which, in turn, could have an adverse effect on our business, financial condition and results of operations.



As a business operating in the bank and non-bank financial services industries, our business and operations may be adversely affected in numerous and complex ways by weak economic conditions.

As a business operating in the bank and non-bank financial services industries, our business and operations are sensitive to general business and economic conditions in the United States. If the U.S. economy weakens, our growth and profitability from our lending, deposit and asset management services could be constrained. Uncertainty about the federal fiscal policymaking process, the medium and long-term fiscal outlook of the federal and state governments (including possible ratings downgrades) and future tax rates (or other amendments to the Internal Revenue Code of 1986, as amended (the “Code”) or to state tax laws) is a concern for businesses, consumers and investors in the United States. In addition, economic conditions in foreign countries, including uncertainty over the stability of the Euro and Chinese Yuan currencies, could affect the stability of global financial markets, which could hinder U.S. economic growth. Weak national economic conditions are characterized by deflation, fluctuations in debt and equity capital markets, a lack of liquidity and/or depressed prices in the secondary market for mortgage loans, increased delinquencies on mortgage, consumer and commercial loans, residential and commercial real estate price declines and lower home sales and commercial activity. The current economic environment is also characterized by interest rates at historically low levels, and our ability to retain or grow our deposit base could be hindered by higher market interest rates in the future. All of these factors may be detrimental to our business and the interplay between these factors can be complex and unpredictable. Our business is also significantly affected by monetary and related policies of the U.S. federal government and its agencies. Changes in any of these policies are influenced by macroeconomic conditions and other factors that are beyond our control. Adverse economic conditions and government policy responses to such conditions could have an adverse effect on our business, financial condition and results of operations.

We may be adversely affected by the soundness of other financial institutions.

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Bank and non-bank financial services companies are interrelated as a result of trading, clearing, counterparty and other relationships. We have exposure to different industries and counterparties and through transactions with counterparties in the bank and non-bank financial services industries, including brokers and dealers, commercial banks, investment banks and other institutional clients. As a result, defaults by, or even rumors or questions about, one or more bank or non-bank financial services companies, or the bank or non-bank financial services industries generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. These losses or defaults could have an adverse effect on our business, financial condition and results of operations.

We rely heavily on our management team and could be adversely affected by the unexpected loss of key officers.

We are led by an experienced core management team with substantial experience in the markets that we serve and the financial products that we offer. Our operating strategy focuses on providing products and services through long-term relationship managers. Accordingly, our success depends in large part on the performance of our key personnel, as well as on our ability to attract, motivate and retain highly qualified senior and middle management. Competition for employees is intense, and the process of locating key personnel with the combination of skills and attributes required to execute our business plan may be lengthy. We may not be successful in retaining our key employees and the unexpected loss of services of one or more of our key personnel could have a material adverse effect on our business because of their skills, knowledge of our market and financial products, years of industry experience, long-term customer relationships and the difficulty of promptly finding qualified replacement personnel. If the services of any of our key personnel should become unavailable for any reason, we may not be able to identify and hire qualified persons on terms acceptable to us, which could have an adverse effect on our business, financial condition and results of operations.

We are subject to interest rate risk, which could adversely affect our financial condition and profitability.

The majority of our banking assets and liabilities are monetary in nature and subject to risk from changes in interest rates. Like most financial institutions, our earnings are significantly dependent on our net interest income, the principal component of our earnings, which is the difference between interest earned by us from our interest earning assets, such as loans and investment securities, and interest paid by us on our interest bearing liabilities, such as deposits and borrowings. We expect that we will periodically experience “gaps” in the interest rate sensitivities of our assets and liabilities, meaning that either our interest bearing liabilities will be more sensitive to changes in market interest rates than our interest earning assets, or vice versa. In either event, if market interest rates should move contrary to our position, this “gap” will negatively impact our earnings. The impact on earnings is more adverse when the slope of the yield curve flattens, that is, when short term interest rates increase more than long-term interest rates or when long-term interest rates decrease more than short term interest rates. Many factors impact interest rates, including governmental monetary policies, inflation, recession, changes in unemployment, the money supply and international disorder and instability in domestic and foreign financial markets.

Interest rate increases often result in larger payment requirements for our borrowers, which increases the potential for default. At the same time, the marketability of the property securing a loan may be adversely affected by any reduced demand resulting from higher interest rates. In a declining interest rate environment, there may be an increase in prepayments on loans as borrowers refinance their loans at lower rates. Changes in interest rates also can affect the value of loans, securities and other assets. An increase in interest rates that adversely affects the ability of borrowers to pay the principal or interest on loans may lead to an increase in nonperforming assets and a reduction of income recognized, which could have a material adverse effect on our results of operations and cash flows. Further, when we place a loan on nonaccrual status, we reverse any accrued but unpaid interest receivable, which decreases interest income. At the same time, we continue to have a cost to fund the loan, which is reflected as interest expense, without any interest income to offset the associated funding expense. Thus, an increase in the amount of nonperforming assets would have an adverse impact on net interest income. If short term interest rates continue to remain at their historically low levels for a prolonged period and assuming longer-term interest rates fall further, we could experience net interest margin compression as our interest earning assets would continue to reprice downward while our interest bearing liability rates could fail to decline in tandem. Such an occurrence would have an adverse effect on our net interest income and could have an adverse effect on our business, financial condition and results of operations.

Our acquisition history and continued planned acquisitions as part of our growth strategy may make it difficult for investors to evaluate our business, financial condition and results of operations and also impairs our ability to accurately forecast our future performance.

We have grown historically through multiple acquisitions, and we anticipate to continue acquisitions in the future as part of our growth strategy. On October 15, 2013, we acquired National Bancshares, Inc. and its banking subsidiary, THE National Bank, N.A., which represented a significant portion of our total operations immediately following such acquisition. On August 1, 2016, we completed our acquisition of ColoEast Bankshares, Inc. and its wholly owned subsidiary bank, Colorado East Bank & Trust. In 2017, we acquired nine branches in Colorado from Independent Bank Group, Inc.'s banking subsidiary, Independent Bank, on October 6, 2017, and we acquired Valley Bancorp, Inc. and its subsidiary bank, Valley Bank & Trust, effective December 9, 2017. In 2018, we acquired substantially all of the operating assets of, and assumed certain liabilities associated with, Interstate Capital Corporation's accounts receivable factoring business and other related financial services on June 2, 2018, and we acquired First Bancorp of Durango, Inc. and its two community banking subsidiaries, The First National Bank of Durango and Bank of New Mexico, and Southern Colorado Corp. ("SCC") and its community banking subsidiary, Citizens Bank of Pagosa Springs, effective September 8, 2018. In addition, we expect additional acquisitions in the future as part of our growth strategy. Our previous acquisitions may make it more difficult for investors to evaluate historical trends in our financial results and operating performance, as the impact of such acquisitions make it more difficult to identify organic trends that would be reflected absent such acquisitions. In addition, our strategic plan assumes additional merger and acquisition activity to improve our operating leverage and to create a partial source of excess liquidity to support our organic loan growth, which has historically grown at a faster rate than our ability to grow transactional deposits. Consequently, predictions and forecasts about our future revenue and expense will depend in part on our ability to source and execute acquisitions, the terms of such acquisitions, and the specific attributes of the acquired companies, each of which are subject to factors outside of our control and which may vary materially depending on any future acquisition targets ultimately pursued. Thus any predictions or forecasts about our future operations may not be as accurate as they would be if we were to pursue a primarily organic growth strategy.

New lines of business or new products and services may subject us to additional risks. A failure to successfully manage these risks may have a material adverse effect on our business.

As part of our growth strategy, we have implemented and may continue to implement new lines of business, offer new products and services within our existing lines of business or shift the focus to our asset mix. There are substantial risks and uncertainties associated with these efforts, particularly in instances where such product lines are not fully mature. In developing and marketing new lines of business and/or new products and services and/or shifting the focus of our asset mix, we may invest significant time and resources. Initial timetables for the introduction and development

of new lines of business and/or new products or services may not be achieved and price and profitability targets may not prove feasible. External factors, such as compliance with regulations, competitive alternatives and shifting market preferences, may also impact the successful implementation of a new line of business or a new product or service. Furthermore, any new line of business and/or new product or service could have a significant impact on the effectiveness of our system of internal controls. Failure to successfully manage these risks in the development and implementation of new lines of business or new products or services could have an adverse effect on our business, financial condition and results of operations.

Our factoring services are concentrated in the transportation industry and economic conditions or other factors negatively impacting the transportation industry could adversely affect our factoring business.

Factoring for small-to-mid-sized trucking businesses constituted approximately 79% of our total factoring portfolio as of December 31, 2018, calculated based on the gross receivables from the purchase of invoices from such trucking businesses compared to our total gross receivables in the purchase of factored receivables as of such date. Given the concentration of our factoring business in the transportation industry, economic conditions or other factors that negatively impact the transportation industry could impact our factoring revenues, as the revenues we earn from purchasing transportation invoices are directly correlated with the amount of transportation activity generated by our factoring clients (i.e., the volume of transportation invoices they are able to generate by providing their services). Reductions in economic activity will typically cause a decrease in the volume of goods in commerce available to be transported by our factoring clients. Increased costs associated with operating a trucking business, such as may be caused by increases in the prices of oil and diesel fuel, may cause a diminished demand for trucking services as our clients pass those costs along to their customers. Conversely, decreases in the price of diesel fuel may cause the size of our factoring portfolio to decrease, as the price of diesel fuel typically positively correlates with the size of the invoices we purchase from our factoring clients. Additionally, the factoring industry may not continue its historical growth and we may face increased competition. Our failure to compete effectively in our market could restrain our growth or cause us to lose market share. Any of such events could impact the returns we realize on our factoring activity or result in a decrease in the overall amount of our factoring activity and could have an adverse effect on our business, financial condition and results of operations.

Additional regulations and rule making impacting the transportation industry may have a disproportionate impact on the small-to-mid-sized trucking businesses that comprise our primary transportation factoring clients and adversely affect our factoring business.

Our primary transportation factoring clients are small-to-mid-sized owner-operators and trucking fleets. Recently implemented federal regulations, and regulations proposed to be implemented in the future, may significantly increase the costs and expenses associated with owning or operating a trucking fleet. These regulations include rule making proposed by the Federal Motor Carrier Safety Administration of the United States Department of Transportation (“FMCSA”) under the Compliance, Safety, Accountability (“CSA”) initiative, maximum hours of service limitations imposed by the FMCSA, electronic log requirements, and regulations proposed by the federal Food and Drug Administration (“FDA”) requiring increased labeling and monitoring by carriers of any commodity transported that is regulated by the FDA. The costs and burdens of compliance with these requirements will have a disproportionate impact on the small-to-mid-sized trucking businesses that comprise our client base and may force some or all of these businesses out of the market. Such an occurrence could impact the returns we realize on our factoring activity or result in a decrease in the overall amount of our factoring activity and could have an adverse effect on our business, financial condition and results of operations.

Our asset-based lending and factoring products may expose us to an increased risk of fraud.

We rely on the structural features embedded in our asset-based lending and factoring products to mitigate the credit risk associated with such products. With respect to our asset-based loans, we limit our lending to a percentage of the customer’s borrowing base assets that we believe can be readily liquidated in the event of financial distress of the borrower. With respect to our factoring products, we purchase the underlying invoices of our customers and become the direct payee under such invoices, thus transferring the credit risk in such transactions from our customers to the underlying account debtors on such invoices. In the event one or more of our customers fraudulently represents the existence or valuation of borrowing base assets in the case of an asset-based loan, or the existence or validity of an invoice we purchase in the case of a factoring transaction, we may advance more funds to such customer than we otherwise would and lose the benefit of the structural protections of our products with respect to such advances. In such event we could be exposed to material additional losses with respect to such loans or factoring products. Although we believe we have controls in place to monitor and detect fraud with respect to our asset-based lending and

factoring products, there is no guarantee such controls will be effective. We have experienced fraud with respect to these products in the past and we anticipate that we will experience such fraud in the future. Losses from such fraudulent activity could have a material impact on our business, financial condition and results of operations.

Our commercial finance clients, particularly with respect to our factoring and asset-based lending product lines, may lack the operating history, cash flows or balance sheet necessary to support other financing options and may expose us to additional credit risk, especially if our additional controls for such products are ineffective in mitigating such additional risks.

A significant portion of our loan portfolio consists of commercial finance products. Some of these commercial finance products, particularly asset-based loans and our factored receivables, arise out of relationships with clients who lack the operating history, cash flows or balance sheet necessary to qualify for other financing options. We attempt to control for the additional credit risk in these relationships through credit management processes employed in connection with these transactions. However, if such controls are ineffective in controlling this additional risk or if we fail to follow the procedures we have established for managing this additional risk, we could be exposed to additional losses with respect to such product lines that could have an adverse effect on our business, financial condition and results of operations.

Our agriculture loans may expose us to risk of credit defaults due to changes in commodity prices.

Our agriculture loans generally consist of (i) real estate loans secured by farmland, (ii) equipment financing for specific agriculture equipment, including irrigation systems, (iii) crop input loans primarily focused on corn, wheat and soybeans, and (iv) loans secured by cattle and other livestock. Decreases in commodity prices, such as currently impacting the agriculture industry, may negatively affect both the cash flows of the borrowers and the value of the collateral supporting such loans. Although we attempt to account for the possibility of such commodity price fluctuations in underwriting, structuring and monitoring our agriculture loans, there is no guarantee that efforts will be successful and we may experience increased delinquencies or defaults in this portfolio or be required to increase our provision for loan losses, which could have an adverse effect on our business, financial condition and results of operations.

Lack of seasoning in portions of our loan portfolio could increase risk of credit defaults in the future.

As a result of our growth over the past several years, certain portions of our loan portfolio, such as the asset-based loans and equipment loans originated as part of our commercial finance portfolio, are of relatively recent origin. Loans may not begin to show signs of credit deterioration or default until they have been outstanding for some period of time, a process referred to as “seasoning.” As a result, a portfolio of older loans will usually behave more predictably than a newer portfolio. Because such portions of our portfolio are relatively new, the current level of delinquencies and defaults may not represent the level that may prevail as the portfolio becomes more seasoned. If delinquencies and defaults increase, we may be required to increase our provision for loan losses, which could have an adverse effect on our business, financial condition and results of operations.

We may not be able to adequately measure and limit the credit risk associated with our loan portfolio, our business and financial condition, which could adversely affect profitability.

As a part of our products and services, we make commercial and commercial real estate loans. The principal economic risk associated with each class of loans is the creditworthiness of the borrower, which is affected by the strength of the relevant business market segment, local market conditions and general economic conditions. Additional factors related to the credit quality of commercial loans include the quality of the management of the business and the borrower’s ability both to properly evaluate changes in the supply and demand characteristics affecting our market for products and services and to effectively respond to those changes. Additional factors related to the credit quality of commercial real estate loans include tenant vacancy rates and the quality of management of the property. A failure to effectively measure and limit the credit risk associated with our loan portfolio could have an adverse effect on our business, financial condition and results of operations.

The small-to-mid-sized businesses that comprise a material portion of our loan portfolio may have fewer resources to weather a downturn in the economy, which may impair a borrower's ability to repay a loan to us, which could materially harm our operating results.

A significant element of our growth strategy involves offering our commercial finance products to small-to-mid-sized businesses. These small-to-mid-sized businesses frequently have smaller market share than their competition, may be more vulnerable to economic downturns, often need substantial additional capital to expand or compete and may experience significant volatility in operating results. Any one or more of these factors may impair the borrower's ability to repay a loan. In addition, the success of a small-to-mid-sized business often depends on the management talents and efforts of one or two persons or a small group of persons and the death, disability or resignation of one or more of these persons could have a material adverse impact on the business and its ability to repay a loan. Economic downturns and other events that negatively impact our market areas could cause us to incur substantial credit losses that could have an adverse effect on our business, financial condition and results of operations.



Our concentration of large loans to certain borrowers may increase our credit risk.

While we attempt to monitor the concentration of our loan portfolio by borrower, geography and industry, we nonetheless may have concentrations in these areas that increase the risk to our loan portfolio resulting from adverse changes impacting such borrowers, geographies or industries. For example, we have made a significant number of large loans to a small number of borrowers, resulting in a concentration of large loans to these borrowers. Consequently, we may have significant exposure if any of these borrowers becomes unable to pay their loan obligations as a result of economic or market conditions, or personal circumstances, such as divorce or death. In addition, a large portion of our loans are made in our community banking markets of Iowa, Illinois, Colorado, New Mexico, and Kansas and in Texas, the home of our corporate headquarters and the majority of our commercial finance operations. We also have lending concentrations in industries such as transportation, construction and energy services. As a result, the performance of our portfolio could be adversely impacted by economic or market conditions affecting these geographies or industries, such as the impact of falling oil prices on the energy services industry specifically or the Texas economy more generally, all of which could have an adverse effect on our business, financial condition and results of operations.

The amount of our nonperforming assets may increase significantly, resulting in additional losses and costs and expenses that will negatively affect our operations.

At December 31, 2018, we had a total of approximately \$38.3 million of nonperforming assets or approximately 0.84% of total assets. Should the amount of nonperforming assets increase in the future, we may incur losses and the costs and expenses to maintain such assets likewise can be expected to increase and potentially negatively affect earnings. Any additional increase in losses due to such assets could have an adverse effect on our business, financial condition and results of operations. Such effects may be particularly pronounced in a market of reduced real estate values and excess inventory.

The amount of other real estate owned (“OREO”) may increase significantly, resulting in additional losses and costs and expenses that will negatively affect our operations.

At December 31, 2018, the amount of OREO we held totaled \$2.1 million. In the event the amount of OREO should increase due to an increase in defaults on bank loans, our losses and the costs and expenses to maintain the real estate, likewise would increase. Any additional increase in losses and maintenance costs and expenses due to OREO may have material adverse effects on our business, financial condition and results of operations. Such effects may be particularly pronounced in a market of reduced real estate values and excess inventory, which may make the disposition of OREO properties more difficult, increase maintenance costs and expenses and may reduce our ultimate realization from any OREO sales, which could have an adverse effect on our business, financial condition and results of operations.

Nonperforming assets take significant time and resources to resolve and adversely affect our results of operations and financial condition.

Nonperforming assets adversely affect our net income in various ways. We generally do not record interest income on nonperforming loans or OREO, thereby adversely affecting our income and increasing loan administration costs. When we take collateral in foreclosures and similar proceedings, we are required to mark the related asset to the then fair value of the collateral less estimated selling costs, which may ultimately result in a loss. An increase in the level of nonperforming assets increases our risk profile and may impact the capital levels regulators believe are appropriate in light of the ensuing risk profile. While we reduce problem assets through loan workouts, restructurings and otherwise, decreases in the value of the underlying collateral, or in these borrowers’ performance or financial condition, whether or not due to economic and market conditions beyond our control, could have an adverse effect on our business, financial condition and results of operations. In addition, the resolution of nonperforming assets requires significant commitments of time from management, which may materially and adversely impact their ability to

perform their other responsibilities. There can be no assurance that we will not experience future increases in nonperforming assets.

Our ALLL and fair value adjustments for loans acquired in acquisitions may prove to be insufficient to absorb potential losses in our loan portfolio, which may adversely affect our business, financial condition and results of operations.

ALLL is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions and other factors. The provision for loan losses is charged against earnings in order to maintain our ALLL and reflects management's best estimate of probable incurred losses inherent in our loan portfolio at the balance sheet date.

As of December 31, 2018, our ALLL as a percentage of total loans was 0.76% and as a percentage of total nonperforming loans was 76.47%. Additional loan losses will likely occur in the future and may occur at a rate greater than we have previously experienced. We may be required to take additional provisions for loan losses in the future to further supplement our ALLL, either due to management's decision to do so or requirements by our banking regulators. In addition, bank regulatory agencies will periodically review our ALLL and the value attributed to nonaccrual loans or to real estate acquired through foreclosure. Such regulatory agencies may require us to recognize future charge-offs. These adjustments could have an adverse effect on our business, financial condition and results of operations. Further, the Financial Accounting Standards Board has adopted a new accounting standard that will be effective for our fiscal year beginning on January 1, 2020. This standard, referred to as Current Expected Credit Loss, or CECL, will require financial institutions to determine periodic estimates of lifetime expected credit losses on loans, and recognize the expected credit losses as allowances for loan losses. This will change the current method of providing allowances for loan losses that are probable and incurred which may require us to increase our allowance for loan losses, and may greatly increase the types of data we would need to collect and review to determine the appropriate level of the allowance for loan losses. It may also result in even small changes to future forecasts having a significant impact on the allowance, which could make the allowance more volatile, and regulators may impose additional capital buffers to absorb this volatility.

The application of the acquisition method of accounting in our acquisitions has impacted our allowance. Under the acquisition method of accounting, all loans acquired in acquisitions were recorded in our consolidated financial statements at their fair value at the time of acquisition and the related allowance was eliminated because credit quality, among other factors, was considered in the determination of fair value. To the extent that our estimates of fair value are too high, we could incur losses associated with the acquired loans. The allowance associated with our purchased credit impaired ("PCI") loans reflects a deterioration in cash flows since acquisition resulting from our quarterly re-estimation of cash flows, which involves cash flow projections and significant judgment on timing of loan resolution.

A lack of liquidity could adversely affect our operations and jeopardize our business, financial condition and results of operations.

Liquidity is essential to our business. We rely on our ability to generate deposits and effectively manage the repayment and maturity schedules of our loans and investment securities, respectively, to ensure that we have adequate liquidity to fund our operations. An inability to raise funds through deposits, borrowings, the sale of our investment securities, Federal Home Loan Bank advances, the sale of loans and other sources could have a substantial negative effect on our liquidity. Our most important source of funds consists of deposits. Deposit balances can decrease when customers perceive alternative investments as providing a better risk/return tradeoff. If customers move money out of bank deposits and into other investments, we would lose a relatively low-cost source of funds, increasing our funding costs and reducing our net interest income and net income.

Other primary sources of funds consist of cash flows from operations, investment maturities and sales of investment securities and proceeds from the issuance and sale of our equity and debt securities to investors. Additional liquidity is provided by the ability to borrow from the Federal Home Loan Bank and our ability to raise brokered deposits. We also may borrow funds from third-party lenders, such as other financial institutions. Our access to funding sources in amounts adequate to finance or capitalize our activities, or on terms that are acceptable to us, could be impaired by factors that affect us directly or the bank or non-bank financial services industries or economy in general, such as disruptions in the financial markets or negative views and expectations about the prospects for the bank or non-bank financial services industries.

As of December 31, 2018, approximately \$1.059 billion, or 30.7%, of our deposits consisted of interest bearing demand deposits and money market accounts. Based on past experience, we believe that our deposit accounts are relatively stable sources of funds. If we increase interest rates paid to retain deposits, our earnings may be adversely affected, which could have an adverse effect on our business, financial condition and results of operations.

Historically, our loan portfolio has grown at a faster rate than our ability to organically grow transactional deposits in our community banking markets. We have offset this trend in part through acquiring additional banks with excess liquidity. If we are unable to find suitable acquisition targets meeting this profile in the future, or are unable to successfully consummate acquisitions of such targets, we will likely be required to rely on higher cost sources of funding, such as certificates of deposit, to fund continued loan growth, which could have an adverse effect on our business, financial condition and results of operations.

Any decline in available funding could adversely impact our ability to originate loans, invest in securities, meet our expenses, pay dividends to our stockholders or to fulfill obligations such as repaying our borrowings or meeting deposit withdrawal demands, any of which could have a material adverse impact on our liquidity, business, financial condition and results of operations.

The fair value of our investment securities can fluctuate due to factors outside of our control.

As of December 31, 2018, the fair value of our investment securities portfolio was approximately \$348.8 million. Factors beyond our control can significantly influence the fair value of securities in our portfolio and can cause potential adverse changes to the fair value of these securities. These factors include, but are not limited to, rating agency actions in respect to the securities, defaults by the issuer or with respect to the underlying securities and changes in market interest rates and instability in the capital markets. Any of these factors, among others, could cause other-than-temporary impairments and realized and/or unrealized losses in future periods and declines in other comprehensive income, which could have an adverse effect on our business, financial condition and results of operations. The process for determining whether impairment of a security is other-than-temporary usually requires complex, subjective judgments about the future financial performance and liquidity of the issuer and any collateral underlying the security to assess the probability of receiving all contractual principal and interest payments on the security.

Impairment of investment securities, goodwill, other intangible assets or deferred tax assets could require charges to earnings, which could result in a negative impact on our results of operations.

In assessing whether the impairment of investment securities is other-than-temporary, management considers the length of time and extent to which the fair value has been less than cost, the financial condition and near-term prospects of the issuer and the intent and ability to retain our investment in the security for a period of time sufficient to allow for any anticipated recovery in fair value in the near term.

Under current accounting standards, goodwill is not amortized but, instead, is subject to impairment tests on at least an annual basis or more frequently if an event occurs or circumstances change that reduce the fair value of a reporting unit below its carrying amount. A decline in our stock price or occurrence of a triggering event following any of our quarterly earnings releases and prior to the filing of the periodic report for that period could, under certain circumstances, cause us to perform a goodwill impairment test and result in an impairment charge being recorded for that period which was not reflected in such earnings release. In the event that we conclude that all or a portion of our goodwill may be impaired, a non-cash charge for the amount of such impairment would be recorded to earnings. Such a charge would have no impact on tangible capital. At December 31, 2018, we had goodwill of \$158.7 million, representing approximately 25% of total equity.

The Company's intangible assets primarily relate to core deposits and customer relationships. Intangible assets with definite useful lives are amortized on an accelerated basis over their estimated life. Intangible assets, premises and equipment and other long-lived assets are tested for impairment whenever events or changes in circumstances indicate the carrying amount of the assets may not be recoverable from future undiscounted cash flows. A triggering event following any of our quarterly earnings releases and prior to the filing of the periodic report for that period could, under certain circumstances, cause us to perform an intangible asset impairment test and result in an impairment charge being recorded for that period which was not reflected in such earnings release. In the event that we conclude that all or a portion of our intangible assets may be impaired, a non-cash charge for the amount of such impairment would be recorded to earnings. Such a charge would have no impact on tangible capital. At December 31, 2018, we had intangible assets of \$40.7 million, representing approximately 6% of total equity.

In assessing the potential for realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. Assessing the need for, or the sufficiency of, a valuation allowance requires management to evaluate all available evidence, both negative and positive, including the recent trend of quarterly earnings. Positive evidence necessary to overcome the negative evidence includes whether future taxable income in sufficient amounts and character within the carryback and carryforward periods is available under the tax law, including the use of tax planning strategies. When negative evidence (e.g., cumulative losses in recent years, history of operating loss or tax credit carryforwards expiring unused) exists, more positive evidence than negative evidence will be necessary. We have concluded that, based on the level of positive evidence, it

is more likely than not that at December 31, 2018 all but \$0.3 million which is recorded as a valuation allowance of the deferred tax asset will be realized. At December 31, 2018, net deferred tax assets were approximately \$8.4 million. The impact of each of these impairment matters could have a material adverse effect on our business, results of operations and financial condition.

Our risk management strategies may not be fully effective in mitigating our risk exposures in all market environments or against all types of risk.

We have devoted significant resources to develop our risk management policies and procedures and expect to continue to do so in the future. Nonetheless, our risk management strategies may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk, including risks that are unidentified or unanticipated. As our products and services change and grow and the markets in which we operate evolve, our risk management strategies may not always adapt to those changes. Some of our methods of managing risk are based upon our use of observed historical market behavior and management's judgment. As a result, these methods may not predict future risk exposures, which could be significantly greater than the historical measures indicate. Management of market, credit, liquidity, operational, legal, regulatory and compliance risks requires, among other things, policies and procedures to record properly and verify a large number of transactions and events and these policies and procedures may not be fully effective. While we employ a broad and diversified set of risk monitoring and risk mitigation techniques, those techniques and the judgments that accompany their application cannot anticipate every economic and financial outcome or the timing of such outcomes. Any of these circumstances could have an adverse effect on our business, financial condition and results of operations.

Risks for environmental liability apply to the properties under consideration as well as properties that are contiguous or upgradient to the subject properties.

In the course of our business, we may purchase real estate in connection with our acquisition and expansion efforts, or we may foreclose on and take title to real estate that serves as collateral on loans we make. As a result, we could be subject to environmental liabilities with respect to those properties. We may be held liable to a governmental entity or to third parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination, or we may be required to investigate or clean up hazardous or toxic substances or chemical releases at a property. The costs associated with investigation or remediation activities could be substantial. In addition, if we are the owner or former owner of a contaminated site, we may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property.

The cost of removal or abatement may not substantially exceed the value of the affected properties or the loans secured by those properties, that we may not have adequate remedies against the prior owners or other responsible parties and we may not be able to resell the affected properties either before or after completion of any such removal or abatement procedures. If material environmental problems are discovered before foreclosure, we generally will not foreclose on the related collateral or will transfer ownership of the loan to a subsidiary. It should be noted, however, that the transfer of the property or loans to a subsidiary may not protect us from environmental liability. Furthermore, despite these actions on our part, the value of the property as collateral will generally be substantially reduced and, as a result, we may suffer a loss upon collection of the loan. Currently, we are not a party to any legal proceedings involving potential liability to us under applicable environmental laws. Any significant environmental liabilities could have an adverse effect on our business, financial condition and results of operations.

We face significant competition to attract and retain customers, which could adversely affect our growth and profitability.

We operate in the highly competitive bank and non-bank financial services industries and face significant competition for customers from bank and non-bank competitors, particularly regional and nationwide institutions, including U.S. banks, mortgage banking companies, consumer finance companies, credit unions, insurance companies and other institutional lenders and purchasers of loans in originating loans, attracting deposits and providing other financial services. Many of our competitors are significantly larger and have significantly more resources, greater name recognition and more extensive and established branch networks than we do. Because of their scale, many of these competitors can be more aggressive than we can on loan and deposit pricing. Also, many of our non-bank competitors

have fewer regulatory constraints and may have lower cost structures. We expect competition to continue to intensify due to financial institution consolidation; legislative, regulatory and technological changes; and the emergence of alternative banking sources.

Our ability to compete successfully will depend on a number of factors, including, among other things:

- our ability to build and maintain long-term customer relationships while ensuring high ethical standards and safe and sound banking practices;
- the scope, relevance and pricing of products and services that we offer;
- customer satisfaction with our products and services;
- industry and general economic trends; and
- our ability to keep pace with technological advances and to invest in new technology.

22

---



Increased competition could require us to increase the rates that we pay on deposits or lower the rates that we offer on loans, which could reduce our profitability. Our failure to compete effectively in our market could restrain our growth or cause us to lose market share, which could have an adverse effect on our business, financial condition and results of operations.

The accuracy of our financial statements and related disclosures could be affected if the judgments, assumptions or estimates used in our critical accounting policies are inaccurate.

The preparation of financial statements and related disclosure in conformity with GAAP requires us to make judgments, assumptions and estimates that affect the amounts reported in our consolidated financial statements and accompanying notes. Our critical accounting policies, which are included in Item 7 of this report captioned “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, describe those significant accounting policies and methods used in the preparation of our consolidated financial statements that we consider “critical” because they require judgments, assumptions and estimates that materially affect our consolidated financial statements and related disclosures. As a result, if future events differ significantly from the judgments, assumptions and estimates in our critical accounting policies, those events or assumptions could have a material impact on our consolidated financial statements and related disclosures.

Additionally, as a result of our recent acquisitions, our financial results are heavily influenced by the application of the acquisition method of accounting. The acquisition method of accounting requires management to make assumptions regarding the assets purchased and liabilities assumed to determine their fair value. If our assumptions are incorrect, any resulting change or modification could have an adverse effect on our business, financial condition and results of operations.

If we fail to correct any material weakness that we subsequently identify in our internal control over financial reporting or otherwise fail to maintain effective internal control over financial reporting, we may not be able to report our financial results accurately and timely, in which case our business may be harmed, investors may lose confidence in the accuracy and completeness of our financial reports and the price of our common stock may decline.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting and for evaluating and reporting on our system of internal control. Our 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 GAAP. As a public company, we are required to comply with the Sarbanes-Oxley Act and other rules that govern public companies. In particular, we are required to certify our compliance with Section 404 of the Sarbanes-Oxley Act, which requires us to furnish annually a report by management on the effectiveness of our internal control over financial reporting. In addition, our independent registered public accounting firm is required to report on the effectiveness of our internal control over financial reporting.

If we identify material weaknesses in our internal control over financial reporting in the future, if we cannot comply with the requirements of the Sarbanes-Oxley Act in a timely manner or attest that our internal control over financial reporting is effective, or if our independent registered public accounting firm cannot express an opinion as to the effectiveness of our internal control over financial reporting when required, we may not be able to report our financial results accurately and timely. As a result, investors, counterparties and customers may lose confidence in the accuracy and completeness of our financial reports; our liquidity, access to capital markets and perceptions of our creditworthiness could be adversely affected; and the market price of our common stock could decline. In addition, we could become subject to investigations by the stock exchange on which our securities are listed, the SEC, the Federal Reserve, the FDIC, or other regulatory authorities, which could require additional financial and management resources. These events could have an adverse effect on our business, financial condition and results of operations.

We face significant operational risks due to the high volume and the high dollar value nature of transactions we process.

We operate in many different businesses in diverse markets and rely on the ability of our employees and systems to process transactions. Operational risk is the risk of loss resulting from our operations, including but not limited to, the risk of fraud by employees or persons outside our Company, the execution of unauthorized transactions, errors relating to transaction processing and technology, breaches of our internal control systems, compliance failures, business continuation and disaster recovery issues and other external events. Insurance coverage may not be available for such losses, or where available, such losses may exceed insurance limits. This risk of loss also includes the potential legal actions that could arise as a result of an operational deficiency or as a result of noncompliance with applicable regulatory standards, adverse business decisions or their implementation and customer attrition due to potential negative publicity. In the event of a breakdown in the internal control system, improper operation of systems or improper employee actions, we could suffer financial loss, face regulatory action and suffer damage to our reputation.

To the extent we engage in derivative transactions, we will be exposed to credit and market risk, which could adversely affect our profitability and financial condition.

While we do not currently engage in material derivative or hedging activity, we may in the future manage interest rate risk by, among other things, utilizing derivative instruments to minimize significant unplanned fluctuations in earnings that are caused by interest rate volatility. To the extent we engage in derivative transactions, we will be exposed to credit and market risk. If the counterparty fails to perform, credit risk exists to the extent of the fair value gain in the derivative. Market risk exists to the extent that interest rates change in ways that are significantly different from what we expect when we enter into the derivative transaction. The existence of credit and market risk associated with any derivative instruments we enter into could adversely affect our net interest income and, therefore, could have an adverse effect on our business, financial condition and results of operations.

System failure or cyber security breaches of our network security could subject us to increased operating costs as well as litigation and other potential losses.

The computer systems and network infrastructure we use could be vulnerable to hardware and cyber security issues. Our operations are dependent upon our ability to protect our computer equipment against damage from fire, power loss, telecommunications failure or a similar catastrophic event. We could also experience a breach by intentional or negligent conduct on the part of employees or other internal sources. Any damage or failure that causes an interruption in our operations could have an adverse effect on our financial condition and results of operations. In addition, our operations are dependent upon our ability to protect the computer systems and network infrastructure utilized by us, including our Internet banking activities, against damage from physical break-ins, cyber security breaches and other disruptive problems caused by the Internet or other users. Such computer break-ins and other disruptions would jeopardize the security of information stored in and transmitted through our computer systems and network infrastructure, which may result in significant liability, damage our reputation and inhibit the use of our Internet banking services by current and potential customers. We regularly add additional security measures to our computer systems and network infrastructure to mitigate the possibility of cyber security breaches, including firewalls and penetration testing. However, it is difficult or impossible to defend against every risk being posed by changing technologies as well as criminal intent on committing cyber-crime. Increasing sophistication of cyber criminals and terrorists make keeping up with new threats difficult and could result in a breach. Controls employed by our information technology department and cloud vendors could prove inadequate. A breach of our security that results in unauthorized access to our data could expose us to a disruption or challenges relating to our daily operations, as well as to data loss, litigation, damages, fines and penalties, significant increases in compliance costs and reputational damage, any of which could have an adverse effect on our business, financial condition and results of operations.

If our trademarks and trade names are not adequately protected, or if we are deemed to infringe the trademarks or trade names of others, then we may not be able to build name recognition in our markets of interest and our business may be adversely affected.

Our registered or unregistered trademarks or trade names may be challenged, infringed, or determined to be infringing on other marks. Competitors may have adopted or may adopt trade names or trademarks similar to ours, thereby impeding our ability to build brand identity and possibly leading to market confusion. In addition, there could be potential trade name or trademark infringement claims brought by owners of other registered trademarks or trademarks that incorporate variations of our registered or unregistered trademarks or trade names. Additionally, our efforts to enforce or protect our proprietary rights related to trademarks, trade secrets, domain names, copyrights or other intellectual property may be ineffective and could result in substantial costs and diversion of resources. Each of the foregoing could adversely impact our financial condition or results of operations.

We are subject to litigation, which could result in substantial judgment or settlement costs and legal expenses.

We are regularly involved in litigation matters in the ordinary course of business. We believe that these litigation matters should not have a material adverse effect on our business, financial condition, results of operations or future prospects. We cannot assure you, however, that we will be able to successfully defend or resolve any current or future litigation matters, in which case those litigation matters could have an adverse effect on our business, financial condition and results of operations.

We may invest in CLO securities or CLO warehouse financing structures, which may expose us to losses in connection with such investments.

As part of our relationship with our former Triumph Capital Advisors subsidiary, we currently hold investments in certain CLO subordinated notes or preference shares or other CLO securities, and may continue to make such investments in the future. The subordinated notes or preference shares of a CLO are usually entitled to all of the income generated by the CLO after the CLO pays all of the interest due on the debt notes and its expenses. However, there will be little or no income available to the CLO subordinated notes or preference shares if there are defaults on the underlying collateral in excess of certain amounts or if the recoveries on such defaulted collateral are less than certain amounts. Similarly, any investment we make in debt securities of a CLO that are junior to other debt securities of the entity will be payable only in the event that the underlying collateral generates sufficient income to make the interest payments on the securities of the CLO that are senior to any such junior debt instruments. Consequently, the value of any investment we make in the subordinated notes, preference shares or other debt securities of CLOs could decrease substantially depending on the performance of the underlying collateral in such CLO. In addition, the subordinated notes, preference shares and other debt securities of CLOs are generally illiquid, and because they represent a leveraged investment in the CLO's assets, their value will generally fluctuate more than the values of the underlying collateral. As of December 31, 2018, we had investments with a carrying amount of \$8.5 million in the subordinated notes of three CLOs.

In addition, we have historically, and may in the future, invest in the subordinated notes or preference shares of CLO warehouse financing structures. Such investments will be entitled to all income generated by the underlying investments acquired during the warehouse period after the financing cost from warehouse credit facility is paid, but will bear the first loss incurred on such investments if they decrease in value and the CLO or other investment product is unable to be issued and the warehouse portfolio is liquidated. In such event, the subordinate note or preference share investors in such CLO warehouse would be exposed to losses up to the total amount of such investment if the CLO or other investment product does not close and the underlying investment pool is liquidated for a loss. Such a scenario may become more likely in times of economic distress or when the loans comprising the collateral pool of such warehouse, although still performing, may have declined in market value. Although we generally expect CLO warehouse arrangements to last approximately six to nine months before a CLO is issued, the CLO issuer may not be able to complete the issuance within the expected time frame or at all. We did not hold any CLO warehouse investments as of December 31, 2018.

#### Risks Relating to the Regulation of Our Industry

Our business, financial condition, results of operations and future prospects could be adversely affected by the highly regulated environment in which we operate.

As a financial holding company, we are subject to federal supervision and regulation. Federal regulation of the banking industry, along with tax and accounting laws, regulations, rules and standards, may limit our operations significantly and control the methods by which we conduct business, as they limit those of other banking organizations. Many of these regulations are intended to protect depositors, the public or the FDIC insurance funds, not stockholders. Regulatory requirements affect our lending practices, capital structure, investment practices, dividend policy and many other aspects of our business. There are laws and regulations which restrict transactions between us and our subsidiaries. These requirements may constrain our operations and the adoption of new laws and changes to or repeal of existing laws may have a further impact on our business, financial condition, results of operations and future prospects. Also, the burden imposed by those federal and state regulations may place banks in general and our Company in particular, at a competitive disadvantage compared to less regulated competitors.

We are also subject to requirements with respect to the confidentiality of information obtained from clients concerning their identity, business, personal financial information, employment and other matters. We require our personnel to agree to keep all such information confidential and we monitor compliance. Failure to comply with confidentiality

requirements could result in material liability and adversely affect our business, financial condition, results of operations and future prospects.

Bank holding companies and financial institutions are extensively regulated and currently face an uncertain regulatory environment. Applicable laws, regulations, interpretations, enforcement policies and accounting principles have been subject to significant changes in recent years and may be subject to significant future changes. We cannot assure our stockholders that such future changes will not have an adverse effect on our business, financial condition and results of operations.

Federal and state regulatory agencies may adopt changes to their regulations or change the manner in which existing regulations are applied. We cannot predict the substance or effect of pending or future legislation or regulation or the application of laws and regulations to our Company. Compliance with current and potential regulation and scrutiny may significantly increase our costs, impede the efficiency of our internal business processes, require us to increase our regulatory capital and limit our ability to pursue business opportunities in an efficient manner by requiring us to expend significant time, effort and resources to ensure compliance. Additionally, evolving regulations and guidance concerning executive compensation may impose limitations on us that affect our ability to compete successfully for executive and management talent.

The CFPB was created under the Dodd-Frank Act to centralize responsibility for consumer financial protection with broad rulemaking authority to administer and carry out the purposes and objectives of the “Federal consumer financial laws and to prevent evasions thereof,” with respect to all financial institutions that offer financial products and services to consumers. The CFPB is also authorized to prescribe rules applicable to any covered person or service provider, identifying and prohibiting acts or practices that are “unfair, deceptive, or abusive” in connection with any transaction with a consumer for a consumer financial product or service, or the offering of a consumer financial product or service (“UDAAP authority”). The ongoing broad rulemaking powers of the CFPB and its UDAAP authority have the potential to have a significant impact on the operations of financial institutions offering consumer financial products or services. The CFPB has indicated that they are reviewing current and proposed regulations related to a variety of consumer financial products or services. If the CFPB’s actions related to current and proposed regulations limit our ability to provide such financial products or services it may have an adverse effect on our business.

In addition, regulators may elect to alter the standards or the interpretation of the standards used to measure regulatory compliance or used to determine the adequacy of liquidity, certain risk management or other operational practices for bank or non-bank financial services companies. Such actions may impact our ability to implement our strategy and could affect us in substantial and unpredictable ways and could have an adverse effect on our business, financial condition and results of operations. Furthermore, the regulatory agencies have extremely broad discretion in their interpretation of the regulations and laws and their interpretation of the quality of our loan portfolio, securities portfolio and other assets. If any regulatory agency’s assessment of the quality of our assets differs from our assessment, we may be required to take additional charges that would have the effect of materially reducing our earnings, capital ratios and share price.

Legislative and regulatory actions taken now or in the future may increase our costs and impact our business, governance structure, financial condition or results of operations.

We are subject to extensive regulation by multiple regulatory bodies. These regulations may affect the manner and terms of delivery of our services. If we do not comply with governmental regulations, we may be subject to fines, penalties, lawsuits or material restrictions on our businesses in the jurisdiction where the violation occurred, which may adversely affect our business operations. Changes in these regulations can significantly affect the services that we provide as well as our costs of compliance with such regulations. In addition, adverse publicity and damage to our reputation arising from the failure or perceived failure to comply with legal, regulatory or contractual requirements could affect our ability to attract and retain customers.

Government regulatory agencies and political bodies continue to place increased focus and scrutiny on the bank or nonbank financial services industries.

New proposals for legislation may be introduced in the U.S. Congress that could further substantially increase regulation of the bank and non-bank financial services industries, impose restrictions on the operations and general ability of firms within the industry to conduct business consistent with historical practices, including in the areas of compensation, interest rates, financial product offerings and disclosures and have an effect on bankruptcy proceedings with respect to consumer residential real estate mortgages, among other things. Federal and state regulatory agencies also frequently adopt changes to their regulations or change the manner in which existing regulations are applied. Certain aspects of current or proposed regulatory or legislative changes to laws applicable to the financial industry, if enacted or adopted, may impact the profitability of our business activities, require more oversight or change certain of our business practices, including the ability to offer new products, obtain financing, attract deposits, make loans and achieve satisfactory interest spreads and could expose us to additional costs, including increased compliance costs. These changes also may require us to invest significant management attention and resources to make any necessary changes to operations to comply and could have an adverse effect on our business, financial condition and results of operations.

Federal and state regulators periodically examine our business and we may be required to remediate adverse examination findings.

The Federal Reserve, the FDIC, and the TDSML periodically examine our business, including our compliance with laws and regulations. If, as a result of an examination, a banking agency were to determine that our financial condition, capital resources, asset quality, earnings prospects, management, liquidity or other aspects of any of our operations had become unsatisfactory, or that we were in violation of any law or regulation, they may take a number of different remedial actions as they deem appropriate. These actions include the power to enjoin “unsafe or unsound” practices, to require affirmative action to correct any conditions resulting from any violation or practice, to issue an administrative order that can be judicially enforced, to direct an increase in our capital, to restrict our growth, to assess civil money penalties, to fine or remove officers and directors and, if it is concluded that such conditions cannot be corrected or there is an imminent risk of loss to depositors, to terminate our deposit insurance and place us into receivership or conservatorship. In addition, our asset management business is subject to inspection and examination by the SEC. Any regulatory action against us could have an adverse effect on our business, financial condition and results of operations.



Our FDIC deposit insurance premiums and assessments may increase.

The deposits of our bank subsidiary are insured by the FDIC up to legal limits and, accordingly, subject our bank subsidiary to the payment of FDIC deposit insurance assessments. The bank's regular assessments are based on our bank subsidiary's average consolidated total assets minus average tangible equity as well as by risk classification, which includes regulatory capital levels and the level of supervisory concern. High levels of bank failures since the beginning of the financial crisis and increases in the statutory deposit insurance limits have increased resolution costs to the FDIC and put significant pressure on the DIF. In order to maintain a strong funding position and restore the reserve ratios of the DIF, the FDIC has, in the past, increased deposit insurance assessment rates and charged a special assessment to all FDIC-insured financial institutions. Further increases in assessment rates or special assessments may occur in the future, especially if there are significant additional financial institution failures. Any future special assessments, increases in assessment rates or required prepayments in FDIC insurance premiums could reduce our profitability or limit our ability to pursue certain business opportunities, which could have an adverse effect on our business, financial condition and results of operations.

The Federal Reserve may require us to commit capital resources to support our subsidiary bank.

As a matter of policy, the Federal Reserve expects a bank holding company to act as a source of financial and managerial strength to a subsidiary bank and to commit resources to support such subsidiary bank. The Dodd-Frank Act codified the Federal Reserve's policy on serving as a source of financial strength. Under the "source of strength" doctrine, the Federal Reserve may require a bank holding company to make capital injections into a troubled subsidiary bank and may charge the bank holding company with engaging in unsafe and unsound practices for failure to commit resources to a subsidiary bank. A capital injection may be required at times when the holding company may not have the resources to provide it and therefore may be required to borrow the funds or raise capital. Any loans by a holding company to its subsidiary banks are subordinate in right of payment to deposits and to certain other indebtedness of such subsidiary bank. In the event of a bank holding company's bankruptcy, the bankruptcy trustee will assume any commitment by the holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank. Moreover, bankruptcy law provides that claims based on any such commitment will be entitled to a priority of payment over the claims of the institution's general unsecured creditors, including the holders of its note obligations. Thus, any borrowing that must be done by the bank holding company to make a required capital injection becomes more difficult and expensive and could have an adverse effect on our business, financial condition and results of operations.

Future acquisitions generally will require regulatory approvals and failure to obtain them would restrict our growth.

We intend to explore complementing and expanding our products and services by pursuing strategic acquisitions. Generally, any acquisition of target financial institutions, banking centers or other banking assets by us will require approval by and cooperation from, a number of governmental regulatory agencies, possibly including the Federal Reserve and the FDIC, as well as state banking regulators. In acting on applications, federal banking regulators consider, among other factors:

- the effect of the acquisition on competition;
- the financial condition, liquidity, results of operations, capital levels and future prospects of the applicant and the bank(s) involved;
- the quantity and complexity of previously consummated acquisitions;
- the managerial resources of the applicant and the bank(s) involved;
- the convenience and needs of the community, including the record of performance under the Community Reinvestment Act of 1977;
- the effectiveness of the applicant in combating money-laundering activities;
- the applicant's regulatory compliance record; and
-

the extent to which the acquisition would result in greater or more concentrated risks to the stability of the United States banking or financial system.

Such regulators could deny our application based on the above criteria or other considerations, which would restrict our growth, or the regulatory approvals may not be granted on terms that are acceptable to us. For example, we could be required to sell banking centers as a condition to receiving regulatory approvals and such a condition may not be acceptable to us or may reduce the benefit of any acquisition. In addition, we may be required to make certain capital commitments to our regulators in connection with any acquisition. The existence of such capital requirements, or the failure to meet any such requirements, may have material adverse effect on our stockholders.

Future legislation or actions could harm our competitive position.

In addition to the enactment of the Dodd-Frank Act, various legislative bodies have also recently been considering altering the existing framework governing creditors' rights, including legislation that would result in or allow loan modifications of various sorts. Such legislation may change banking statutes and the operating environment in substantial and unpredictable ways. If enacted, such legislation could increase or decrease the cost of doing business; limit or expand permissible activities; or affect the competitive balance among banks, savings associations, credit unions and other financial institutions. We cannot predict whether new legislation will be enacted and, if enacted, the effect that it or any regulations would have on our activities, financial condition or results of operations.

We are subject to commercial real estate lending guidance issued by the federal banking regulators that impacts our operations and capital requirements.

The federal banking regulators have issued final guidance regarding concentrations in commercial real estate lending directed at institutions that have particularly high concentrations of commercial real estate loans within their lending portfolios. This guidance suggests that institutions whose commercial real estate loans exceed certain percentages of capital should implement heightened risk management practices appropriate to their concentration risk and may be required to maintain higher capital ratios than institutions with lower concentrations in commercial real estate lending. Based on our commercial real estate concentration as of December 31, 2018, we believe that we are operating within the guidelines. However, increases in our commercial real estate lending could subject us to additional supervisory analysis. We cannot guarantee that any risk management practices we implement will be effective to prevent losses relating to our commercial real estate portfolio. Management has implemented controls to monitor our commercial real estate lending concentrations, but we cannot predict the extent to which this guidance will continue to impact our operations or capital requirements.

Regulatory initiatives regarding bank capital requirements may require heightened capital.

Regulatory capital rules, released in July 2013, implemented higher minimum capital requirements for bank holding companies and banks. The rules include a common equity Tier 1 capital requirement and establish criteria that instruments must meet to be considered common equity Tier 1 capital, additional Tier 1 capital or Tier 2 capital. These rules were intended to both improve the quality and increase the quantity of capital required to be held by banking organizations, better equipping the U.S. banking system to deal with adverse economic conditions. The capital rules require banks and bank holding companies to maintain a minimum common equity Tier 1 capital ratio of 4.5%, a total Tier 1 capital ratio of 6%, a total capital ratio of 8% and a leverage ratio of 4%. Bank holding companies are also required to hold a capital conservation buffer of common equity Tier 1 capital of 2.5% to avoid limitations on capital distributions and executive compensation payments. The capital rules also require banks and bank holding companies to maintain a common equity Tier 1 capital ratio of 6.5%, a total Tier 1 capital ratio of 8%, a total capital ratio of 10% and a leverage ratio of 5% to be deemed "well capitalized" for purposes of certain rules and prompt corrective action requirements.

The Federal Reserve may also set higher capital requirements for holding companies whose circumstances warrant it. For example, holding companies experiencing internal growth or making acquisitions are expected to maintain strong capital positions substantially above the minimum supervisory levels, without significant reliance on intangible assets. At this time, the bank regulatory agencies are more inclined to impose higher capital requirements to meet well-capitalized standards and future regulatory change could impose higher capital standards as a routine matter. The Company's and its subsidiary's regulatory capital ratios currently are in excess of the levels established for "well-capitalized" institutions.

These standards require the Company or our bank subsidiary to maintain materially more capital, with common equity as a more predominant component, or manage the configuration of our assets and liabilities to comply with formulaic liquidity requirements. Such regulation could significantly impact our return on equity, financial condition, operations,

capital position and ability to pursue business opportunities which could have an adverse effect on our business, financial condition and results of operations.

We are subject to numerous laws designed to protect consumers, including the CRA and fair lending laws and failure to comply with these laws could lead to a wide variety of sanctions.

The CRA, the Equal Credit Opportunity Act, the Fair Housing Act and other fair lending laws and regulations impose nondiscriminatory lending requirements on financial institutions. The Department of Justice and other federal agencies, including the CFPB, are responsible for enforcing these laws and regulations. A successful regulatory challenge to an institution's performance under the CRA or fair lending laws and regulations could result in a wide variety of sanctions, including damages and civil money penalties, injunctive relief, restrictions on mergers and acquisitions activity, restrictions on expansion and restrictions on entering new product lines. Private parties may also have the ability to challenge an institution's performance under fair lending laws in private class action litigation. Such actions could have an adverse effect on our business, financial condition and results of operations.

Federal, state and local consumer lending laws may restrict our ability to originate certain mortgage loans or increase our risk of liability with respect to such loans and could increase our cost of doing business.

Federal, state and local laws have been adopted that are intended to eliminate certain lending practices considered "predatory." These laws prohibit practices such as steering borrowers away from more affordable products, selling unnecessary insurance to borrowers, repeatedly refinancing loans and making loans without a reasonable expectation that the borrowers will be able to repay the loans irrespective of the value of the underlying property. It is our policy not to make predatory loans, but these laws create the potential for liability with respect to our lending and loan investment activities. They increase our cost of doing business and, ultimately, may prevent us from making certain loans and cause us to reduce the average percentage rate or the points and fees on loans that we do make.

We face a risk of noncompliance and enforcement action with the Bank Secrecy Act and other anti-money laundering statutes and regulations.

The Bank Secrecy Act, the Patriot Act and other laws and regulations require financial institutions, among other duties, to institute and maintain an effective anti-money laundering program and file suspicious activity and currency transaction reports as appropriate. The federal Financial Crimes Enforcement Network is authorized to impose significant civil money penalties for violations of those requirements and has recently engaged in coordinated enforcement efforts with the individual federal banking regulators, as well as the U.S. Department of Justice, Drug Enforcement Administration and IRS. We are also subject to increased scrutiny of compliance with the rules enforced by the Office of Foreign Assets Control. If our policies, procedures and systems are deemed deficient, we would be subject to liability, including fines and regulatory actions, which may include restrictions on our ability to pay dividends and the necessity to obtain regulatory approvals to proceed with certain aspects of our business plan, including our acquisition plans. Failure to maintain and implement adequate programs to combat money laundering and terrorist financing could also have serious reputational consequences for us. Any of these results could have an adverse effect on our business, financial condition and results of operations.

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

With certain limited exceptions, federal regulations prohibit a person, a company or a group of persons deemed to be "acting in concert" from, directly or indirectly, acquiring more than 10% (5% if the acquirer is a bank holding company) of any class of our voting stock or obtaining the ability to control in any manner the election of a majority of our directors or otherwise direct the management or policies of our Company without prior notice or application to and the approval of the Federal Reserve. Companies investing in banks and bank holding companies receive additional review and may be required to become bank holding companies, subject to regulatory supervision. Accordingly, prospective investors must be aware of and comply with these requirements, if applicable, in connection with any purchase of shares of our common stock. These provisions effectively inhibit certain mergers or other business combinations, which, in turn, could adversely affect the market price of our common stock.



## Risks Relating to the Company's Common Stock

The market price of our common stock may be subject to substantial fluctuations, which may make it difficult for you to sell your shares at the volume, prices and times desired.

The market price of our common stock may be highly volatile, which may make it difficult for you to resell your shares at the volume, prices and times desired. There are many factors that may impact the market price and trading volume of our common stock, including, without limitation:

- actual or anticipated fluctuations in our operating results, financial condition or asset quality;
- changes in economic or business conditions;
- the effects of and changes in, trade, monetary and fiscal policies, including the interest rate policies of the Federal Reserve;
- publication of research reports about us, our competitors or the bank and non-bank financial services industries generally, or changes in, or failure to meet, securities analysts' estimates of our financial and operating performance, or lack of research reports by industry analysts or ceasing of coverage;
- operating and stock price performance of companies that investors deem comparable to us;
- future issuances of our common stock or other securities;
- additions or departures of key personnel;
- proposed or adopted changes in laws, regulations or policies affecting us;
- perceptions in the marketplace regarding our competitors and/or us;
- changes in accounting principles, policies and guidelines;
- rapidly changing technology;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving our competitors or us;
- other economic, competitive, governmental, regulatory and technological factors affecting our operations, pricing, products and services; and
- other news, announcements or disclosures (whether by us or others) related to us, our competitors, our core market or the bank and non-bank financial services industries.

The stock market and, in particular, the market for financial institution stocks, have experienced substantial fluctuations in recent years, which in many cases have been unrelated to the operating performance and prospects of particular companies. In addition, significant fluctuations in the trading volume in our common stock may cause significant price variations to occur. Increased market volatility may materially and adversely affect the market price of our common stock, which could make it difficult to sell your shares at the volume, prices and times desired.

Securities analysts may not continue coverage on our common stock, which could adversely affect the market for our common stock.

The trading market for our common stock will depend in part on the research and reports that securities analysts publish about us and our business. We do not have any control over these securities analysts and they may not cover our common stock. If securities analysts do not cover our common stock, the lack of research coverage may adversely affect our market price. If we are covered by securities analysts and our common stock is the subject of an unfavorable report, the price of our common stock may decline. If one or more of these analysts cease to cover us or fail to publish regular reports on us, we could lose visibility in the financial markets, which could cause the price or trading volume of our common stock to decline.

The rights of our common stockholders are subordinate to the rights of any debt securities that we may issue and may be subordinate to the holders of any class of preferred stock that we may issue in the future.

Our board of directors has the authority to issue in the aggregate up to 1,000,000 shares of preferred stock and to determine the terms of each issue of preferred stock without stockholder approval. Accordingly, you should assume that any shares of preferred stock that we may issue in the future will also be senior to our common stock and could have a preference on liquidating distributions or a preference on dividends that could limit our ability to pay dividends to the holders of our common stock. Because our decision to issue debt or equity securities or incur other borrowings in the future will depend on market conditions and other factors beyond our control, the amount, timing, nature or success of our future capital-raising efforts is uncertain. Thus, common stockholders bear the risk that our future issuances of debt or equity securities or our incurrence of other borrowings will negatively affect the market price of our common stock.

We depend on the profitability of our bank subsidiary.

Our principal source of funds to pay dividends on our common and preferred stock and service any of our obligations are dividends received directly from our subsidiaries. A substantial percentage of our current operations are currently conducted through our bank subsidiary. As is the case with all financial institutions, the profitability of our bank subsidiary is subject to the fluctuating cost and availability of money, changes in interest rates and in economic conditions in general. In addition, various federal and state statutes limit the amount of dividends that our bank subsidiary may pay to us, with or without regulatory approval.

We do not intend to pay dividends in the foreseeable future and our future ability to pay dividends is subject to restrictions.

We have not historically declared or paid any cash dividends on our common stock since inception. Holders of our common stock are entitled to receive only such cash dividends as our board of directors may declare out of funds legally available for such payments. Any declaration and payment of dividends on common stock will depend upon our earnings and financial condition, liquidity and capital requirements, the general economic and regulatory climate, our ability to service any equity or debt obligations senior to the common stock and other factors deemed relevant by the board of directors. Furthermore, consistent with our business plans, growth initiatives, capital availability, projected liquidity needs and other factors, we have made and will continue to make, capital management decisions and policies that could adversely impact the amount of dividends, if any, paid to our common stockholders.

Our board of directors intends to retain all of our earnings to promote growth and build capital. Accordingly, we do not expect to pay dividends in the foreseeable future. In addition, we are subject to certain restrictions on the payment of cash dividends as a result of banking laws, regulations and policies. Further, the Federal Reserve issued Supervisory Letter SR 09-4 on February 24, 2009 and revised as of March 27, 2009, which provides guidance on the declaration and payment of dividends, capital redemptions and capital repurchases by bank holding companies. Supervisory Letter SR 09-4 provides that, as a general matter, a financial holding company should eliminate, defer or significantly reduce its dividends, if: (1) the financial holding company's net income available to stockholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends; (2) the financial holding company's prospective rate of earnings retention is not consistent with the financial holding company's capital needs and overall current and prospective financial condition; or (3) the financial holding company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. Failure to do so could result in a supervisory finding that the financial holding company is operating in an unsafe and unsound manner.

Our corporate governance documents and certain corporate and banking laws applicable to us, could make a takeover more difficult.



Certain provisions of our articles of incorporation and bylaws and corporate and federal banking laws and regulations could delay, defer or prevent a third party from acquiring control of our organization or conducting a proxy contest, even if those events were perceived by many of our stockholders as beneficial to their interests. These provisions, laws and regulations applicable to us:

- enable our board of directors to issue additional shares of authorized but unissued capital stock;
- enable our board of directors to issue “blank check” preferred stock with such designations, rights and preferences as may be determined from time to time by our board of directors;
- enable our board of directors to increase the size of our board of directors and fill the vacancies created by the increase;
- do not provide for cumulative voting in the election of directors;
- enable our board of directors to amend our bylaws without stockholder approval;
- do not allow for the removal of directors without cause;
- limit the right of stockholders to call a special meeting;

31

---

- do not allow stockholder action by less than unanimous written consent;
- require the affirmative vote of two-thirds of the outstanding shares of common stock to approve all amendments to our charter and approve mergers and similar transactions;
- require advance notice for director nominations and other stockholder proposals; and
- require prior regulatory application and approval of any transaction involving control of our organization.

These provisions may discourage potential acquisition proposals and could delay or prevent a change in control, including under circumstances in which our stockholders might otherwise receive a premium over the market price of our shares.

#### ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

#### ITEM 2. PROPERTIES.

Our corporate office is located at 12700 Park Central Drive, Suite 1700, Dallas, Texas 75251.

As of December 31, 2018, TBK Bank operates ten branches in the Quad Cities Metropolitan Area of Iowa and Illinois and eight branches throughout northern and central Illinois in our Midwest division, seven branches in Colorado and three branches in New Mexico in our Mountain Division, thirty branches in Colorado and two branches in western Kansas in our Western division, and loan production offices in Littleton, Colorado Springs, and Durango, Colorado and Lee's Summit, Missouri. TBK Bank also operates from our corporate office facility in Dallas, Texas which includes an additional branch office limited to deposit gathering activities. We lease twelve of these offices and own the remaining fifty-three. Our owned offices are freestanding permanent facilities and the leased offices are part of larger retail facilities. Most of TBK Bank's branches are equipped with automated teller machines ("ATM") and drive-through facilities.

Triumph Business Capital operates from a leased facility within a larger business park located in Coppell, Texas as well as a leased facility in El Paso, Texas.

#### ITEM 3. LEGAL PROCEEDINGS.

From time to time we are a party to various litigation matters incidental to the conduct of our business. We are not presently party to any legal proceedings the resolution of which we believe would have a material adverse effect on our business, prospects, financial condition, liquidity, results of operation, cash flows or capital levels.

#### 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.

#### Market Information and Common Equity Holders

Our common stock is listed on the NASDAQ Global Select Market under the symbol "TBK." At February 8, 2019, there were 26,701,460 shares outstanding and 333 stockholders of record for the Company's common stock.

#### Dividends

We have not historically declared or paid cash dividends on our common stock since inception and we do not intend to pay dividends on our common stock for the foreseeable future. Instead, we anticipate that all of our future earnings will be retained to support our operations and to finance the growth and development of our business. Any future determination relating to our dividend policy will be made by our board of directors and will depend on a number of factors, including:

- our historic and projected financial condition, liquidity and results of operations;
- our capital levels and needs;
- tax considerations;
- any acquisitions or potential acquisitions that we may examine;
- statutory and regulatory prohibitions and other limitations;
- the terms of any credit agreements or other borrowing arrangements that restrict our ability to pay cash dividends;
- general economic conditions; and
- other factors deemed relevant by our board of directors.

We are not obligated to pay dividends on our common stock.

As a Texas corporation, we are subject to certain restrictions on dividends under the Texas Business Organizations Code (the "TBOC"). Generally, a Texas corporation may pay dividends to its stockholders out of its surplus (the excess of its assets over its liabilities and stated capital) or out of its net profits for the then-current and preceding fiscal year unless the corporation is insolvent or the dividend would render the corporation insolvent. In addition, we are subject to certain restrictions on the payment of cash dividends as a result of banking laws, regulations and policies.

Because we are a financial holding company and do not engage directly in business activities of a material nature, our ability to pay dividends to our stockholders depends, in large part, upon our receipt of dividends from our bank subsidiary, which is also subject to numerous limitations on the payment of dividends under federal and state banking laws, regulations and policies. The present and future dividend policy of our bank subsidiary is subject to the discretion of its board of directors. Our subsidiary bank is not obligated to pay dividends.

#### Securities authorized for issuance under equity compensation plans

See "Item 12 – Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters".



## Performance Graph

The following Performance Graph and related discussion are being furnished solely to accompany this Annual Report on Form 10-K pursuant to Item 201(e) of Regulation S-K and shall not be deemed to be “soliciting materials” or to be “filed” with the SEC (other than as provided in Item 201) nor shall this information be incorporated by reference into any future filing under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language contained therein, except to the extent that the Company specifically incorporates it by reference into a filing.

The following Performance Graph compares the cumulative total shareholder return on the Company’s common stock for the period beginning at the close of trading on November 7, 2014 (the end of the first day of trading of the Company’s common stock on the NASDAQ Global Select Market) through December 31, 2018, with the cumulative total return of the NASDAQ Global Select Market Index and the NASDAQ Bank Index for the same period. Cumulative total return is computed by dividing the difference between the Company’s share price at the end and the beginning of the measurement period by the share price at the beginning of the measurement period. The Performance Graph assumes an initial investment of \$100 in the Company’s common stock, the NASDAQ Global Select Market Index and the NASDAQ Bank Index. Historical stock price performance is not necessarily indicative of future stock price performance.

	November 7, 2014	December 31, 2014	December 31, 2015	December 31, 2016	December 31, 2017	December 31, 2018
Triumph Bancorp, Inc.	\$ 100.00	\$ 106.27	\$ 129.41	\$ 205.10	\$ 247.06	\$ 232.94
Nasdaq Global Select Market Index	100.00	102.17	108.41	116.64	149.81	144.30
Nasdaq Bank Index	100.00	101.16	107.86	145.64	150.75	123.77

## Recent sales of unregistered equity securities

None.

## Purchases of equity securities by the issuer and affiliated purchasers

No purchases of the Company’s common shares were made by or on behalf of the Company or any “affiliated purchaser” as defined in Rule 10b-18(a)(3) under the Exchange Act during the year ended December 31, 2018. On October 29, 2018, the Company announced that its board of directors had authorized the repurchase of up to \$25.0 million of its outstanding common stock in open market transactions or through privately negotiated transactions. No repurchases were made under this program during the year ended December 31, 2018. Subsequent to December 31, 2018, the Company has repurchased 247,312 shares into treasury stock at an average price of \$30.51.



## ITEM 6. SELECTED FINANCIAL DATA.

Certain historical consolidated financial data as of and for each of the years in the five year period ended December 31, 2018 is derived from our audited historical consolidated financial statements. The following table shows our selected historical financial data for the periods indicated. You should read our selected historical financial data, together with the notes thereto, in conjunction with the more detailed information contained in our consolidated financial statements and related notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in this Annual Report on Form 10-K.

(Dollars in thousands, except per share amounts)	As of and for the years ended December 31,				
	2018	2017	2016	2015	2014
<b>Income Statement Data:</b>					
Interest income	\$262,976	\$177,224	\$124,492	\$98,760	\$87,230
Interest expense	35,926	21,540	12,134	8,109	6,770
Net interest income	227,050	155,684	112,358	90,651	80,460
Provision for loan losses	16,167	11,628	6,693	4,529	5,858
Net interest income after provision	210,883	144,056	105,665	86,122	74,602
Gain on sale of subsidiary or division	1,071	20,860	—	—	—
Gain on branch sale	—	—	—	—	12,619
Bargain purchase gain	—	—	—	15,117	—
Other noninterest income	21,899	19,796	20,956	18,180	12,148
Noninterest income	22,970	40,656	20,956	33,297	24,767
Noninterest expense	167,353	123,614	93,112	81,865	69,202
Net income before income taxes	66,500	61,098	33,509	37,554	30,167
Income tax expense	14,792	24,878	12,809	8,421	10,378
Net income	51,708	36,220	20,700	29,133	19,789
Income attributable to noncontrolling interests	—	—	—	—	(2,060)
Dividends on preferred stock	(578)	(774)	(887)	(780)	(780)
Net income available to common stockholders	\$51,130	\$35,446	\$19,813	\$28,353	\$16,949
<b>Balance Sheet Data:</b>					
Total assets	\$4,559,779	\$3,499,033	\$2,641,067	\$1,691,313	\$1,447,898
Cash and cash equivalents	234,939	134,129	114,514	105,277	160,888
Investment securities	349,954	264,166	304,381	163,169	162,769
Loans held for sale	2,106	—	—	1,341	3,288
Loans held for investment, net	3,581,073	2,792,108	2,012,219	1,279,318	997,035
Total liabilities	3,923,172	3,107,335	2,351,722	1,423,275	1,210,389
Noninterest bearing deposits	724,527	564,225	363,351	168,264	179,848
Interest bearing deposits	2,725,822	2,057,123	1,652,434	1,080,686	985,381
FHLB advances	330,000	365,000	230,000	130,000	3,000
Subordinated notes	48,929	48,828	48,734	—	—
Junior subordinated debentures	39,083	38,623	32,740	24,687	24,423
Total stockholders’ equity	636,607	391,698	289,345	268,038	237,509
Preferred stockholders’ equity	—	9,658	9,746	9,746	9,746
Common stockholders’ equity <sup>(1)</sup>	636,607	382,040	279,599	258,292	227,763



Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

	As of and for the years ended December 31,					
	2018	2017	2016	2015	2014	
<b>Per Share Data:</b>						
Basic earnings per common share	\$2.06	\$1.85	\$1.11	\$1.60	\$1.55	
Diluted earnings per common share	\$2.03	\$1.81	\$1.10	\$1.57	\$1.52	
Book value per share	\$23.62	\$18.35	\$15.47	\$14.34	\$12.68	
Tangible book value per share <sup>(1)</sup>	\$16.22	\$15.29	\$12.89	\$12.79	\$11.06	
Shares outstanding end of period	26,949,936	20,820,445	18,078,247	18,018,200	17,963,783	
Weighted average shares outstanding - basic	24,791,448	19,133,745	17,856,828	17,720,479	10,940,083	
Weighted average shares outstanding - diluted	25,480,513	20,000,288	18,053,531	18,524,889	11,672,780	
<b>Adjusted Per Share Data<sup>(1)</sup>:</b>						
Adjusted diluted earnings per common share	\$2.21	\$1.37	\$1.17	\$0.80	\$0.82	
Adjusted weighted average shares outstanding - diluted	25,480,513	20,000,288	18,729,882	17,848,538	10,996,429	
<b>Performance ratios:</b>						
Return on average assets	1.33	% 1.27	% 1.00	% 1.89	% 1.46	%
Return on average total equity	9.24	% 10.66	% 7.33	% 11.31	% 10.87	%
Return on average common equity	9.27	% 10.73	% 7.29	% 11.44	% 11.61	%
Return on average tangible common equity <sup>(1)</sup>	11.90	% 12.50	% 8.37	% 12.98	% 14.51	%
Yield on loans <sup>(2)</sup>	8.07	% 7.55	% 7.71	% 8.62	% 8.90	%
Cost of interest bearing deposits	1.02	% 0.78	% 0.70	% 0.67	% 0.54	%
Cost of total deposits	0.80	% 0.62	% 0.59	% 0.58	% 0.46	%
Cost of total funds	1.09	% 0.86	% 0.68	% 0.64	% 0.58	%
Net interest margin <sup>(2)</sup>	6.35	% 5.92	% 5.91	% 6.49	% 6.67	%
Efficiency ratio	66.94	% 62.96	% 69.84	% 66.05	% 65.77	%
Adjusted efficiency ratio <sup>(1)</sup>	64.43	% 66.55	% 68.63	% 73.59	% 74.73	%
Net noninterest expense to average assets	3.70	% 2.92	% 3.47	% 3.16	% 3.28	%
Adjusted net noninterest expense to average total assets <sup>(1)</sup>	3.55	% 3.41	% 3.39	% 4.03	% 4.22	%
<b>Asset Quality ratios<sup>(3)</sup>:</b>						
Past due to total loans	2.41	% 2.33	% 3.61	% 2.41	% 2.57	%
Nonperforming loans to total loans	1.00	% 1.38	% 2.23	% 1.03	% 1.66	%
Nonperforming assets to total assets	0.84	% 1.39	% 1.98	% 1.10	% 1.73	%
ALLL to nonperforming loans	76.47	% 48.41	% 34.00	% 94.10	% 53.02	%
ALLL to total loans	0.76	% 0.67	% 0.76	% 0.97	% 0.88	%
Net charge-offs to average loans	0.23	% 0.28	% 0.25	% 0.07	% 0.07	%
<b>Capital ratios:</b>						
Tier 1 capital to average assets	11.08	% 11.80	% 10.85	% 16.56	% 15.92	%
Tier 1 capital to risk-weighted assets	11.49	% 11.15	% 11.85	% 18.23	% 19.56	%
	10.55	% 9.70	% 10.18	% 16.23	% N/A	

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Common equity Tier 1 capital to  
risk-weighted assets

Total capital to risk-weighted assets	13.35	%	13.21	%	14.60	%	19.11	%	20.35	%
Total equity to total assets	13.96	%	11.19	%	10.96	%	15.85	%	16.40	%
Total stockholders' equity to total assets	13.96	%	11.19	%	10.96	%	15.85	%	16.40	%
Tangible common stockholders' equity ratio <sup>(1)</sup>	10.03	%	9.26	%	8.98	%	13.85	%	14.00	%

36

---

(1) The Company uses certain non-GAAP financial measures to provide meaningful supplemental information regarding the Company’s operational performance and to enhance investors’ overall understanding of such financial performance. The non-GAAP measures used by the Company include the following:

•“Common stockholders’ equity” is defined as total stockholders’ equity at end of period less the liquidation preference value of the preferred stock.

•“Adjusted diluted earnings per common share” is defined as adjusted net income available to common stockholders divided by adjusted weighted average diluted common shares outstanding. Excluded from net income available to common stockholders are material gains and expenses related to merger and acquisition-related activities, net of tax. In our judgment, the adjustments made to net income available to common stockholders allow management and investors to better assess our performance in relation to our core net income by removing the volatility associated with certain acquisition-related items and other discrete items that are unrelated to our core business. Weighted average diluted common shares outstanding are adjusted as a result of changes in their dilutive properties given the gain and expense adjustments described herein.

•“Tangible common stockholders’ equity” is defined as common stockholders’ equity less goodwill and other intangible assets.

•“Total tangible assets” is defined as total assets less goodwill and other intangible assets.

•“Tangible book value per share” is defined as tangible common stockholders’ equity divided by total common shares outstanding. This measure is important to investors interested in changes from period-to-period in book value per share exclusive of changes in intangible assets.

•“Tangible common stockholders’ equity ratio” is defined as the ratio of tangible common stockholders’ equity divided by total tangible assets. We believe that this measure is important to many investors in the marketplace who are interested in relative changes from period-to period in common equity and total assets, each exclusive of changes in intangible assets.

•“Return on Average Tangible Common Equity” is defined as net income available to common stockholders divided by average tangible common stockholders’ equity.

•“Adjusted efficiency ratio” is defined as noninterest expenses divided by our operating revenue, which is equal to net interest income plus noninterest income. Also excluded are material gains and expenses related to merger and acquisition-related activities, including divestitures. In our judgment, the adjustments made to operating revenue allow management and investors to better assess our performance in relation to our core operating revenue by removing the volatility associated with certain acquisition-related items and other discrete items that are unrelated to our core business.

•“Adjusted net noninterest expense to average total assets” is defined as noninterest expenses net of noninterest income divided by total average assets. Excluded are material gains and expenses related to merger and acquisition-related activities, including divestitures. This metric is used by our management to better assess our operating efficiency.

(2) Performance ratios include discount accretion on purchased loans for the periods presented as follows:

	For the years ended December 31,				
(Dollars in thousands)	2018	2017	2016	2015	2014
Loan discount accretion	\$8,296	\$7,071	\$7,363	\$4,651	\$8,895

(3) Asset quality ratios exclude loans held for sale.

## GAAP Reconciliation of Non-GAAP Financial Measures

We believe the non-GAAP financial measures included above provide useful information to management and investors that is supplementary to our financial condition, results of operations and cash flows computed in accordance with GAAP; however, we acknowledge that our non-GAAP financial measures have a number of limitations. The following reconciliation table provides a more detailed analysis of the non-GAAP financial measures:

	As of and for the years ended December 31,									
(Dollars in thousands, except per share amounts)	2018		2017		2016		2015		2014	
Total stockholders' equity	\$	636,607	\$	391,698	\$	289,345	\$	268,038	\$	237,509
Preferred stock liquidation preference	—		(9,658	)	(9,746	)	(9,746	)	(9,746	)
Total common stockholders' equity		636,607		382,040		279,599		258,292		227,763
Goodwill and other intangibles	(199,417	)	(63,778	)	(46,531	)	(27,854	)	(29,057	)
Tangible common stockholders' equity	\$	437,190	\$	318,262	\$	233,068	\$	230,438	\$	198,706
Common shares outstanding		26,949,936		20,820,445		18,078,247		18,018,200		17,963,783
Tangible book value per share	\$	16.22	\$	15.29	\$	12.89	\$	12.79	\$	11.06
Total assets at end of period	\$	4,559,779	\$	3,499,033	\$	2,641,067	\$	1,691,313	\$	1,447,898
Goodwill and other intangibles	(199,417	)	(63,778	)	(46,531	)	(27,854	)	(29,057	)
Adjusted total assets at period end		4,360,362		3,435,255		2,594,536		1,663,459		1,418,841
Tangible common stockholders' equity ratio	10.03	%	9.26	%	8.98	%	13.85	%	14.00	%
Net income available to common stockholders	\$	51,130	\$	35,446	\$	19,813	\$	28,353	\$	16,949
Gain on sale of subsidiary or division	(1,071	)	(20,860	)	—		—		—	
Gain on branch sale	—		—		—		—		(12,619	)
Bargain purchase gain	—		—		—		(15,117	)	—	
Transaction related costs	6,965		2,013		1,618		243		—	
Incremental bonus related to transaction	—		4,814		—		1,750		—	
Escrow recovery from DHF	—		—		—		(300	)	—	
Tax effect of adjustments	(1,401	)	5,153		(251	)	(592	)	4,727	
Adjusted net income available to common stockholders	\$	55,623	\$	26,566	\$	21,180	\$	14,337	\$	9,057
Dilutive effect of convertible preferred stock		578		774		783		—		—
Adjusted net income available to common stockholders - diluted	\$	56,201	\$	27,340	\$	21,963	\$	14,337	\$	9,057
Weighted average shares outstanding - diluted		25,480,513		20,000,288		18,053,531		18,524,889		11,672,780
Adjusted effects of assumed Preferred Stock conversion	—		—		676,351		(676,351	)	(676,351	)
Adjusted weighted average shares outstanding - diluted		25,480,513		20,000,288		18,729,882		17,848,538		10,996,429
	\$	2.21	\$	1.37	\$	1.17	\$	0.80	\$	0.82

Adjusted diluted earnings per  
common share

Net income available to common stockholders	\$51,130	\$35,446	\$19,813	\$28,353	\$16,949
Average tangible common equity	429,745	283,561	236,660	218,392	116,817
Return on average tangible common equity	11.90	% 12.50	% 8.37	% 12.98	% 14.51

38

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Years Ended December 31,

(Dollars in thousands, except per share amounts)

	2018	2017	2016	2015	2014
<b>Adjusted efficiency ratio:</b>					
Net interest income	\$227,050	\$155,684	\$112,358	\$90,651	\$80,460
Noninterest income	22,970	40,656	20,956	33,297	24,767
Operating revenue	250,020	196,340	133,314	123,948	105,227
Gain on sale of subsidiary or division	(1,071 )	(20,860 )	—	—	—
Gain on branch sale	—	—	—	—	(12,619 )
Bargain purchase gain	—	—	—	(15,117 )	—
Escrow recovery from DHF	—	—	—	(300 )	—
Adjusted operating revenue	\$248,949	\$175,480	\$133,314	\$108,531	\$92,608
<b>Noninterest expenses</b>					
Transaction related costs	(6,965 )	(2,013 )	(1,618 )	(243 )	—
Incremental bonus related to transaction	—	(4,814 )	—	(1,750 )	—
Adjusted noninterest expenses	\$160,388	\$116,787	\$91,494	\$79,872	\$69,202
Adjusted efficiency ratio	64.43 %	66.55 %	68.63 %	73.59 %	74.73 %
<b>Adjusted net noninterest expense to average assets ratio:</b>					
Noninterest expenses	\$167,353	\$123,614	\$93,112	\$81,865	\$69,202
Transaction related costs	(6,965 )	(2,013 )	(1,618 )	(243 )	—
Incremental bonus related to transaction	—	(4,814 )	—	(1,750 )	—
Adjusted noninterest expense	160,388	116,787	91,494	79,872	69,202
Noninterest income	22,970	40,656	20,956	33,297	24,767
Gain on sale of subsidiary or division	(1,071 )	(20,860 )	—	—	—
Gain on branch sale	—	—	—	—	(12,619 )
Bargain purchase gain	—	—	—	(15,117 )	—
Escrow recovery from DHF	—	—	—	(300 )	—
Adjusted noninterest income	21,899	19,796	20,956	17,880	12,148
Adjusted net noninterest expenses	\$138,489	\$96,991	\$70,538	\$61,992	\$57,054
Average total assets	\$3,900,728	\$2,844,916	\$2,079,756	\$1,537,856	\$1,353,421
Adjusted net noninterest expense to average assets ratio	3.55 %	3.41 %	3.39 %	4.03 %	4.22 %

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

Cautionary Note Regarding Forward-Looking Statements

This document contains forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as "may," "should," "could," "predict," "potential," "believe," "will likely result," "expect," "will," "anticipate," "seek," "estimate," "intend," "plan," "projection," "would" and "outlook," or the negative version of those other comparable of a future or forward-looking nature. These forward-looking statements are not historical facts and are based on current expectations, estimates and projections about our industry, management's beliefs and certain

assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

There are or will be important factors that could cause our actual results to differ materially from those indicated in these forward-looking statements, including, but not limited to, the following:

- business and economic conditions generally and in the bank and non-bank financial services industries, nationally and within our local market areas;
- our ability to mitigate our risk exposures;
- our ability to maintain our historical earnings trends;
- risks related to the integration of acquired businesses (including our acquisitions of First Bancorp of Durango, Inc., Southern Colorado Corp., the operating assets of Interstate Capital Corporation and certain of its affiliates, Valley Bancorp, Inc., and nine branches from Independent Bank in Colorado) and any future acquisitions;
- our ability to successfully identify and address the risks associated with our recent, pending and possible future acquisitions, and the risks that our prior and planned future acquisitions make it more difficult for investors to evaluate our business, financial condition and results of operations, and impairs our ability to accurately forecast our future performance;
- changes in management personnel;
- interest rate risk;
- concentration of our factoring services in the transportation industry;
- credit risk associated with our loan portfolio;
- lack of seasoning in our loan portfolio;
- deteriorating asset quality and higher loan charge-offs;
- time and effort necessary to resolve nonperforming assets;
- inaccuracy of the assumptions and estimates we make in establishing reserves for probable loan losses and other estimates;
- lack of liquidity;
  - fluctuations in the fair value and liquidity of the securities we hold for sale;
- impairment of investment securities, goodwill, other intangible assets or deferred tax assets;
- our risk management strategies;
- environmental liability associated with our lending activities;
- increased competition in the bank and non-bank financial services industries, nationally, regionally or locally, which may adversely affect pricing and terms;
- the accuracy of our financial statements and related disclosures;
- material weaknesses in our internal control over financial reporting;
- system failures or failures to prevent breaches of our network security;
- the institution and outcome of litigation and other legal proceedings against us or to which we become subject;
- changes in carry-forwards of net operating losses;
- changes in federal tax law or policy;
- the impact of recent and future legislative and regulatory changes, including changes in banking, securities and tax laws and regulations, such as the Dodd-Frank Act and their application by our regulators;
- governmental monetary and fiscal policies;
- changes in the scope and cost of FDIC, insurance and other coverages;
- failure to receive regulatory approval for future acquisitions; and
- increases in our capital requirements.



The foregoing factors should not be construed as exhaustive. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made and we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New factors emerge from time to time and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

## Management’s Discussion and Analysis of Financial Condition and Results of Operations

This section presents management’s perspective on our financial condition and results of operations. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the Company’s consolidated financial statements and the accompanying notes included elsewhere in this Annual Report on Form 10-K. To the extent that this discussion describes prior performance, the descriptions relate only to the periods listed, which may not be indicative of our future financial outcomes. In addition to historical information, this discussion contains forward-looking statements that involve risks, uncertainties and assumptions that could cause results to differ materially from management’s expectations. See the “Forward-Looking Statements” section above.

### Overview

We are a financial holding company headquartered in Dallas, Texas and registered under the Bank Holding Company Act. Through our wholly owned bank subsidiary, TBK Bank, we offer traditional banking services as well as commercial finance product lines focused on businesses that require specialized financial solutions. Our banking operations include a full suite of lending and deposit products and services focused on our local market areas. These activities generate a stable source of core deposits and a diverse asset base to support our overall operations. Our commercial finance product lines include factoring, asset-based lending, equipment lending and premium finance products offered on a nationwide basis. As of December 31, 2018, we had consolidated total assets of \$4.560 billion, gross loans held for investment of \$3.609 billion, total deposits of \$3.450 billion and total stockholders’ equity of \$636.6 million.

A key element of our strategy is to supplement the asset generation capacity in our community banking markets with commercial finance product lines which are offered on a nationwide basis and which serve to enhance the overall yield of our portfolio. These products include our factoring services, provided principally in the transportation sector, our asset-based lending, equipment finance, and premium finance products. Our aggregate outstanding balances for these products increased \$358.7 million, or 40.0% to \$1.256 billion as of December 31, 2018, primarily due to organic growth as well as increased factored receivables resulting from the acquisition of Interstate Capital Corporation as discussed below.

The following table sets forth our commercial finance product lines:

(Dollars in thousands)	December 31, 2018	December 31, 2017
<b>Commercial finance</b>		
Equipment	\$352,037	\$254,119
Asset-based lending (general)	214,110	213,471
Premium finance	72,302	55,520
Factored receivables	617,791	374,410

Total commercial finance loans \$1,256,240 \$897,520

In general, we view the long term market fundamentals for our commercial finance product offerings as sound, with continued opportunity to increase our market share within very large markets. In particular, we note continued positive performance in the transportation factored receivables industry, with consistent growth in the number of clients and number of invoices processed, coupled with freight invoice prices near historical highs, which has contributed to the strong year-over-year growth in our factored receivables. These positive trends have caused increased competition from existing as well as new lenders that have entered these markets, which resulted in increased pricing pressure. Despite competitive conditions, we remain disciplined in our structuring and underwriting parameters.

41

---

## Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

We incurred expense increases during 2018 associated with the growth in our commercial finance lending lines as we continued to invest in additional personnel and resources necessary to grow these products and manage the risk of larger portfolios. In general, we believe these expenses, consisting primarily of increased headcount and the occupancy and technology expenses necessary to support such additional headcount and operational growth, represent costs that may be leveraged or scaled to support increased loan production in these areas.

Most of our products and services share basic processes and have similar economic characteristics. However, our factoring subsidiary, Triumph Business Capital, operates in a highly specialized niche and earns substantially higher yields on its factored accounts receivable portfolio than our other lending products. This business also has a legacy and structure as a standalone company. We have determined our reportable segments are Banking, Factoring, and Corporate. For the year ended December 31, 2018, our banking segment generated 66% of our total revenue (comprised of interest and noninterest income), our factoring segment generated 33% of our total revenue, and our corporate segment generated 1% of our total revenue. On March 31, 2017, we sold our 100% membership interest in Triumph Capital Advisors, LLC (“TCA”) and discontinued fee based asset management services. TCA operations for the years ended December 31, 2017 and 2016 are reflected in our Corporate segment, along with the gain on sale of our membership interest in TCA.

### 2018 Overview

Net income available to common stockholders for the year ended December 31, 2018 was \$51.1 million, or \$2.03 per diluted share, compared to net income available to common stockholders for the year ended December 31, 2017 of \$35.4 million, or \$1.81 per diluted share. Excluding material gains and expenses related to merger and acquisition related activities, including divestitures, adjusted net income to common stockholders was \$55.6 million, or \$2.21 per diluted share, for the year ended December 31, 2018 compared to \$26.6 million, or \$1.37 per diluted share for the year ended December 31, 2017. For the year ended December 31, 2018, our return on average common equity was 9.27% and our return on average assets was 1.33%.

At December 31, 2018, we had total assets of \$4.560 billion, including gross loans held for investment of \$3.609 billion, compared to \$3.499 billion of total assets and \$2.811 billion of gross loans held for investment at December 31, 2017. Organic loan growth totaled \$378.9 million during the year ended December 31, 2018. Our commercial finance loans increased from \$897.5 million in aggregate as of December 31, 2017 to \$1.256 billion as of December 31, 2018, an increase of 40.0%, and constitute 35% of our total loan portfolio at December 31, 2018.

At December 31, 2018, we had total liabilities of \$3.923 billion, including total deposits of \$3.450 billion, compared to \$3.107 billion of total liabilities and \$2.621 billion of total deposits at December 31, 2017. Deposits increased \$829.0 million during the year ended December 31, 2018.

At December 31, 2018, we had total stockholders' equity of \$636.6 million. During the year ended December 31, 2018, total stockholders' equity increased \$244.9 million, primarily due to \$192.1 million of net proceeds from the April 12, 2018 common stock offering discussed below and our net income for the period. Capital ratios remained strong with holding company Tier 1 capital and total capital to risk weighted assets ratios of 11.49% and 13.35%, respectively, at December 31, 2018.

### 2018 Items of Note

First Bancorp of Durango, Inc. and Southern Colorado Corp.

Effective September 8, 2018, we acquired First Bancorp of Durango, Inc. (“FBD”) and its two community banking subsidiaries, The First National Bank of Durango and Bank of New Mexico, which were merged into TBK Bank upon closing, in an all-cash transaction for \$134.7 million. On the same date, we acquired Southern Colorado Corp. (“SCC”) and its community banking subsidiary, Citizens Bank of Pagosa Springs, which was merged into TBK Bank upon

closing, in an all-cash transaction for \$13.3 million. As part of the FBD and SCC acquisitions, we acquired a combined \$287.8 million of loans held for investment, assumed a combined \$674.7 million of deposits, and recorded a combined \$14.1 million of core deposit intangible assets and \$72.1 million of goodwill.

#### Interstate Capital Corporation

On June 2, 2018 we acquired substantially all of the operating assets of, and assumed certain liabilities associated with, Interstate Capital Corporation's ("ICC") accounts receivable factoring business and other related financial services for total consideration of \$180.3 million, which was comprised of \$160.3 million in cash and contingent consideration with an initial fair value of \$20.0 million. As part of the ICC acquisition, we acquired \$131.0 million of factored receivables and recorded \$13.9 million of intangible assets and \$43.0 million of goodwill.

## Common Stock Offering

On April 12, 2018, we completed an underwritten common stock offering issuing 5.4 million shares of our common stock, including 0.7 million shares sold pursuant to the underwriters' full exercise of their option to purchase additional shares, at \$37.50 per share for total gross proceeds of \$202.7 million. Net proceeds after underwriting discounts and offering expenses were \$192.1 million. A significant portion of the net proceeds of this offering were used to fund the FBD, SCC and ICC acquisitions and for general corporate purposes.

## Triumph Healthcare Finance

On January 19, 2018, we entered into an agreement to sell the assets (the "Disposal Group") of Triumph Healthcare Finance ("THF") and exit the healthcare asset-based lending line of business. The decision to sell THF was made prior to the end of the fourth quarter of 2017, and at December 31, 2017, the fair value of the Disposal Group exceeded its carrying amount. As a result of this decision, the \$71.4 million carrying amount of the Disposal Group was transferred to assets held for sale as of December 31, 2017. The sale was finalized on March 16, 2018 and resulted in a net pre-tax contribution to earnings for the year ended December 31, 2018 of \$1.1 million, or approximately \$0.8 million net of tax.

For further information on the above acquisitions and divestitures, see Note 2 – Business Combinations and Divestitures in the accompanying notes to the consolidated financial statements included elsewhere in this report.

## 2017 Items of Note

### Valley Bancorp, Inc.

Effective December 9, 2017, we acquired Valley Bancorp, Inc. ("Valley") and its community banking subsidiary, Valley Bank & Trust, which was merged into TBK Bank upon closing, in an all-cash transaction for \$40.1 million. As part of the Valley acquisition, we acquired \$171.2 million of loans, assumed \$293.4 million of deposits associated with Valley and recorded \$6.1 million of core deposit intangible assets and \$10.5 million of goodwill.

### Independent Bank – Colorado Branches

On October 6, 2017, we, through our subsidiary TBK Bank, completed our acquisition of nine branch locations in Colorado from Independent Bank Group, Inc.'s banking subsidiary Independent Bank (the "Acquired Branches") for an aggregate deposit premium of approximately \$6.8 million or 4.2%. As part of the acquisition, we acquired \$95.8 million of loans, assumed \$160.7 million of deposits associated with the branches and recorded \$3.3 million of core deposit intangible assets and \$5.8 million of goodwill.

## Common Stock Offering

On August 1, 2017, we completed an underwritten common stock offering issuing 2.53 million shares of our common stock, including 0.33 million shares sold pursuant to the underwriters' full exercise of their option to purchase additional shares, at \$27.50 per share for total gross proceeds of \$69.6 million. Net proceeds after underwriting discounts and offering expenses were \$65.5 million. We used a significant portion of the net proceeds of the offering to fund the acquisition of Valley Bancorp, Inc. and for general corporate purposes.

## Triumph Capital Advisors

On March 31, 2017, we sold our 100% membership interest in Triumph Capital Advisors, LLC ("TCA"). As part of the TCA sale on March 31, 2017, we recorded a pre-tax gain on sale of \$20.9 million, net of \$0.4 million of direct transaction costs. In addition, we incurred other indirect transaction related costs of \$0.3 million and recorded \$4.8

million in incremental bonus expense for the amount paid to team members to recognize their contribution to the transaction and building the value realized in the sale of the business. The TCA sale resulted in a net pre-tax contribution to earnings for the year ended December 31, 2017 of \$15.7 million, or approximately \$10.0 million net of tax. Consideration received included a seller financed loan receivable in the amount of \$10.5 million.

For further information on the above acquisitions and divestitures, see Note 2 – Business Combinations and Divestitures in the accompanying notes to the consolidated financial statements included elsewhere in this report.

#### Results of Operations

Fiscal year ended December 31, 2018 compared with year ended December 31, 2017

#### Net Income

We earned net income of \$51.7 million for the year ended December 31, 2018 compared to \$36.2 million for the year ended December 31, 2017, an increase of \$15.5 million.

43

---

The results for the year ended December 31, 2018 include the results of operations of the acquisitions of FBD, SCC, and ICC since their respective acquisition dates and are inclusive of a combined \$7.0 million of transaction costs associated with the acquisitions included in noninterest expense. The results for the year ended December 31, 2018 were also impacted by the sale of THF, which resulted in a pre-tax gain on sale in the amount of \$1.1 million included in noninterest income.

The results for the year ended December 31, 2017 include the results of operations of the Acquired Branches since the October 6, 2017 acquisition date and the results of operations of Valley since the December 9, 2017 acquisition date. We incurred \$1.7 million of pre-tax transaction and restructuring costs related to these acquisitions which is reported as noninterest expense. The results for the year ended December 31, 2017 were also impacted by our sale of TCA, which resulted in a pre-tax gain on sale in the amount of \$20.9 million included in noninterest income, offset by an additional \$4.8 million bonus accrual and \$0.3 million of other indirect transaction related costs recorded in connection with the TCA sale; both reported as noninterest expense.

Excluding the tax-effected impact of the FBD, SCC and ICC transaction costs and the THF and TCA sale transactions, we earned adjusted net income of \$56.2 million for the year ended December 31, 2018 compared to \$27.3 million for the year ended December 31, 2017, an increase of \$28.9 million. The adjusted increase was primarily the result of a \$71.4 million increase in net interest income, a \$2.1 million increase in adjusted noninterest income and a \$3.5 million decrease in adjusted income tax expense. The adjusted increase was partially offset by a \$4.5 million increase in the provision for loan losses and a \$43.6 million increase in adjusted noninterest expense. Adjusted income tax expense for the year ended December 31, 2017 includes a \$3.0 million charge related to the remeasurement of our deferred tax assets and deferred tax liabilities at our new expected effective tax rate due to the enactment of the Tax Cuts and Jobs Act (the "Act") enacted on December 22, 2017.

Details of the changes in the various components of net income are further discussed below.

## Net Interest Income

Our operating results depend primarily on our net interest income, which is the difference between interest income on interest earning assets, including loans and securities, and interest expense incurred on interest bearing liabilities, including deposits and other borrowed funds. Interest rate fluctuations, as well as changes in the amount and type of interest earning assets and interest bearing liabilities, combine to affect net interest income. Our net interest income is affected by changes in the amount and mix of interest earning assets and interest bearing liabilities, referred to as a “volume change.” It is also affected by changes in yields earned on interest earning assets and rates paid on interest bearing deposits and other borrowed funds, referred to as a “rate change.”

The following table presents the distribution of average assets, liabilities and equity, as well as interest income and fees earned on average interest earning assets and interest expense paid on average interest bearing liabilities:

(Dollars in thousands)	For the years ended December 31,						
	2018			2017			
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate	
<b>Interest earning assets:</b>							
Cash and cash equivalents	\$164,639	\$3,289	2.00 %	\$124,802	\$1,450	1.16 %	
Taxable securities	191,644	4,962	2.59 %	229,181	6,408	2.80 %	
Tax-exempt securities	71,120	1,392	1.96 %	28,984	415	1.43 %	
FHLB stock	18,013	507	2.81 %	12,674	207	1.63 %	
Loans <sup>(1)</sup>	3,131,324	252,826	8.07 %	2,235,481	168,744	7.55 %	
<b>Total interest earning assets</b>	<b>3,576,740</b>	<b>262,976</b>	<b>7.35 %</b>	<b>2,631,122</b>	<b>177,224</b>	<b>6.74 %</b>	
<b>Noninterest earning assets:</b>							
Cash and cash equivalents	66,325			39,497			
Other noninterest earning assets	257,663			174,297			
<b>Total assets</b>	<b>\$3,900,728</b>			<b>\$2,844,916</b>			
<b>Interest bearing liabilities:</b>							
<b>Deposits:</b>							
Interest bearing demand	451,327	1,020	0.23 %	331,023	526	0.16 %	
Individual retirement accounts	108,170	1,348	1.25 %	100,731	1,221	1.21 %	
Money market	318,927	2,618	0.82 %	209,229	509	0.24 %	
Savings	281,995	279	0.10 %	175,821	105	0.06 %	
Certificates of deposit	809,321	11,994	1.48 %	782,384	9,328	1.19 %	
Brokered deposits	291,776	5,799	1.99 %	87,395	1,393	1.59 %	
<b>Total interest bearing deposits</b>	<b>2,261,516</b>	<b>23,058</b>	<b>1.02 %</b>	<b>1,686,583</b>	<b>13,082</b>	<b>0.78 %</b>	
Subordinated notes	48,877	3,351	6.86 %	48,779	3,344	6.86 %	
Junior subordinated debentures	38,845	2,741	7.06 %	33,293	1,955	5.87 %	
Other borrowings	354,036	6,776	1.91 %	313,357	3,159	1.01 %	
<b>Total interest bearing liabilities</b>	<b>2,703,274</b>	<b>35,926</b>	<b>1.33 %</b>	<b>2,082,012</b>	<b>21,540</b>	<b>1.03 %</b>	
<b>Noninterest bearing liabilities and equity:</b>							
Noninterest bearing demand deposits	605,863			408,729			
Other liabilities	32,141			14,264			
<b>Total equity</b>	<b>559,450</b>			<b>339,911</b>			
<b>Total liabilities and equity</b>	<b>\$3,900,728</b>			<b>\$2,844,916</b>			
<b>Net interest income</b>		<b>\$227,050</b>			<b>\$155,684</b>		
Interest spread <sup>(2)</sup>			6.02 %			5.71 %	
Net interest margin <sup>(3)</sup>			6.35 %			5.92 %	



<sup>1</sup>. Balance totals include respective nonaccrual assets.

<sup>2</sup>. Net interest spread is the yield on average interest earning assets less the rate on interest bearing liabilities.

<sup>3</sup>. Net interest margin is the ratio of net interest income to average interest earning assets.

The following table presents loan yields earned on our community banking and commercial finance loan portfolios:

(Dollars in thousands)	For the years ended			
	December 31,			
	2018	2017		
Average community banking	\$2,006,059	\$1,437,602		
Average commercial finance	1,125,265	797,879		
Average total loans	\$3,131,324	\$2,235,481		
Community banking yield	5.78	%	5.71	%
Commercial finance yield	12.16	%	10.86	%
Total loan yield	8.07	%	7.55	%

We earned net interest income of \$227.1 million for the year ended December 31, 2018 compared to \$155.7 million for the year ended December 31, 2017, an increase of \$71.4 million, or 45.9%, primarily driven by the following factors.

Interest income increased \$85.8 million, or 48.4%, as a result of an increase in total average interest earning assets of \$945.6 million, or 35.9%, which was attributable to the impact of the FBD and SCC acquisitions which contributed \$287.8 million of loans and \$270.7 million of securities. The increase is also attributable to growth in our factored receivable operations as a result of the ICC acquisition and organic factored receivables growth. Additionally, interest income increased as a result of the Valley and Acquired Branch acquisitions which contributed \$267.0 million of loans and \$97.7 million of securities during the fourth quarter of 2017 and organic loan growth. The average balance of our higher yielding commercial finance loans increased \$327.4 million, or 41.0%, from \$797.9 million for the year ended December 31, 2017 to \$1.125 billion for the year ended December 31, 2018 as a result of the ICC acquisition and the continued execution of our growth strategy for such products. Additionally, our average mortgage warehouse lending balance was \$242.9 million for the year ended December 31, 2018 compared to \$152.9 million for the year ended December 31, 2017. We also experienced increased average balances in our other community banking lending products, including commercial real estate and general commercial and industrial loans, due to organic growth period over period.

A component of interest income consists of discount accretion on acquired loan portfolios. We recognized discount accretion on purchased loans of \$8.3 million and \$7.1 million for the years ended December 31, 2018 and 2017, respectively. Subject to future acquisitions, we anticipate that the contribution of this discount accretion to our interest income will continue to decline over time, but we expect that any resulting decreases in aggregate yield on our loan portfolio will be offset in part by continued growth in our higher yielding specialized commercial finance product lines.

Interest expense increased \$14.4 million, or 66.8%, as a result of growth in customer deposits and other borrowings as well as higher average rates. Average total interest bearing deposits increased \$574.9 million, or 34.1%, primarily due to \$674.7 million of customer deposits assumed in the FBD and SCC acquisitions and \$454.1 million of customer deposits assumed in the Valley and Acquired Branches acquisitions. Excluding the acquired customer deposits, we also experienced growth in our certificates of deposit and brokered deposits as these higher cost deposit products were used to fund our growth period over period. In addition, our use of other interest bearing borrowings, consisting primarily of FHLB advances, was also increased to fund our growth however, our outstanding balance of FHLB advances at period end decreased period over period.

Net interest margin increased to 6.35% for the year ended December 31, 2018 from 5.92% for the year ended December 31, 2017, an increase of 43 basis points or 7.3%.

The increase in our net interest margin primarily resulted from an increase in yields on our interest earning assets. Our average yield on interest earning assets increased 61 basis points to 7.35% for the year ended December 31, 2018 from 6.74% for the year ended December 31, 2017, primarily due to an overall change in the mix within our loan portfolio period over period as well as the current rising interest rate environment. Our higher yielding average commercial finance products as a percentage of the average total loan portfolio increased from 35.7% for the year ended December 31, 2017 to 35.9% for the year ended December 31, 2018 and, average factored receivables as a percentage of the total commercial finance portfolio increased from 36.3% for the year ended December 31, 2017 to 45.7% for the year ended December 31, 2018 contributing to the overall increase in yield on our interest earning assets. In addition, our transportation factoring balances, which generate a higher yield than our non-transportation factoring balances, increased as a percentage of the overall factoring portfolio to 79% at December 31, 2018 compared to 77% at December 31, 2017.

## Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Also impacting our net interest margin was an increase in our average cost of interest bearing liabilities of 30 basis points. This increase was caused by an increased use of higher rate certificates of deposit and brokered deposits to fund our growth period over period, and higher rates on short term and floating rate FHLB advances as a result of higher interest rates in the macro economy. This increase was partially offset by a change in the mix of our interest bearing deposits resulting from lower cost customer deposits assumed in the FBD, SCC, Valley and Acquired Branches acquisitions.

Changes in net interest income due to changes in rates and volume. The following table shows the effects changes in average balances (volume) and average interest rates (rate) had on the interest earned in our interest earning assets and the interest incurred on our interest bearing liabilities for the periods indicated. For purposes of this table, changes attributable to both rate and volume which cannot be segregated have been allocated to volume.

(Dollars in thousands)	Years ended December 31, 2018 Compared to 2017		
	Increase (Decrease) Due to:		
	Rate	Volume	Net Change
<b>Interest earning assets:</b>			
Cash and cash equivalents	\$1,043	\$796	\$1,839
Taxable securities	(474 )	(972 )	(1,446 )
Tax-exempt securities	152	825	977
FHLB stock	150	150	300
Loans	11,751	72,331	84,082
<b>Total interest income</b>	<b>12,622</b>	<b>73,130</b>	<b>85,752</b>
<b>Interest bearing liabilities:</b>			
Interest bearing demand	222	272	494
Individual retirement accounts	34	93	127
Money market	1,209	900	2,109
Savings	69	105	174
Certificates of deposit	2,267	399	2,666
Brokered deposits	344	4,062	4,406
<b>Total interest bearing deposits</b>	<b>4,145</b>	<b>5,831</b>	<b>9,976</b>
Subordinated notes	—	7	7
Junior subordinated debentures	394	392	786
Other borrowings	2,838	779	3,617
<b>Total interest expense</b>	<b>7,377</b>	<b>7,009</b>	<b>14,386</b>
<b>Change in net interest income</b>	<b>\$5,245</b>	<b>\$66,121</b>	<b>\$71,366</b>

### Provision for Loan Losses

The provision for loan losses is the amount of expense that, based on our judgment, is required to maintain the allowance for loan and lease losses (the “ALLL”) at an appropriate level to absorb estimated losses incurred in the loan portfolio at the balance sheet date and that, in management’s judgment, is appropriate under GAAP. The determination of the amount of the allowance is complex and involves a high degree of judgment and subjectivity.

Our ALLL was \$27.6 million as of December 31, 2018 versus \$18.7 million as of December 31, 2017, representing an ALLL to total loans ratio of 0.76% and 0.67% respectively.

Our provision for loan losses was \$16.2 million for the year ended December 31, 2018 compared to \$11.6 million for the year ended December 31, 2017, an increase of \$4.6 million, or 39.7%.

The increased provision for loan losses was the result of increased net charge-offs, increased net new specific reserves and loan growth. Net charge-offs increased by \$1.1 million to \$7.3 million for the year ended December 31, 2018 from \$6.2 million for the year ended December 31, 2017. Approximately \$1.7 million and \$2.7 million of the charge-offs for the year ended December 31, 2018 and 2017, respectively, had specific reserves previously recorded. We recorded net new specific reserves of \$3.7 million during the year ended December 31, 2018 compared to net new specific reserves of \$1.3 million recorded during the year ended December 31, 2017.

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Excluding the aforementioned impact of the FBD and SCC acquisitions, during the year ended December 31, 2018 outstanding loans increased \$510.0 million from December 31, 2017. Excluding the aforementioned impact of the Acquired Branches and Valley acquisitions, during the year ended December 31, 2017, outstanding loans increased \$516.2 million from December 31, 2016. The relatively small change in loan growth year over year had little impact on the overall increase in the provision for loan losses year over year however, the change in the provision for loan losses was impacted by a change in the mix of our loan portfolio with a greater percentage being made up of commercial finance loan products which tend to carry higher ALLL compared to our traditional community banking loan products. Given the short term nature of factored receivables, the loan growth figures for the year ended December 31, 2018 were not adjusted for the acquisition of ICC.

Noninterest Income

The following table presents the major categories of noninterest income:

(Dollars in thousands)	Year ended		2018 Compared to		
	December 31,		2017		
	2018	2017	\$	%	
Service charges on deposits	\$5,469	\$4,181	\$1,288	30.8	%
Card income	6,514	3,822	2,692	70.4	%
Net OREO gains (losses) and valuation adjustments	(514 )	(850 )	336	39.5	%
Net gains (losses) on sale of securities	(272 )	35	(307 )	(877.1)	%
Fee income	5,150	2,503	2,647	105.8	%
Insurance commissions	3,492	2,981	511	17.1	%
Gain on sale of subsidiary or division	1,071	20,860	(19,789)	(94.9)	%
Asset management fees	—	1,717	(1,717 )	(100.0)	%
CLO warehouse investment income	—	2,226	(2,226 )	(100.0)	%
Other	2,060	3,181	(1,121 )	(35.2)	%
<b>Total noninterest income</b>	<b>\$22,970</b>	<b>\$40,656</b>	<b>\$(17,686)</b>	<b>(43.5)</b>	<b>%</b>

Noninterest income decreased \$17.7 million, or 43.5%. Noninterest income for the year ended December 31, 2018 was impacted by the realization of the \$1.1 million gain associated with the sale of THF in the first quarter of 2018 and noninterest income for the year ended December 31, 2017 was impacted by the realization of the \$20.9 million gain associated with the sale of TCA in the first quarter of 2017. Excluding the gain on sale of THF and the gain on sale of TCA, we earned adjusted noninterest income of \$21.9 million and \$19.8 million for the year ended December 31, 2018 and 2017, respectively, resulting in an adjusted increase in noninterest income of \$2.1 million, or 10.6%, period over period. The adjusted increase was primarily due to increased service charges on deposits, card income, and fee income partially offset by a decrease in asset management fees and CLO warehouse investment income resulting from the sale of TCA at the end of the first quarter of 2017. Changes in selected components of noninterest income in the above table are discussed below.

- **Service Charges on Deposits.** Service charges on deposit accounts, including overdraft and non-sufficient fund fees, increased \$1.3 million, or 30.8%, primarily due to additional service charges associated with a full year of the increase in customer deposits due to the Valley and Acquired Branches acquisitions and to a lesser extent, the FBD and SCC acquisitions.
- **Card Income.** Debit and credit card income increased \$2.7 million, or 70.4%, primarily due to additional customer debit card activity associated with a full year of the increase in issued cards resulting from the Valley and Acquired Branches acquisitions and to a lesser extent, the FBD and SCC acquisitions. In addition to increased activity, we received a \$0.4 million incentive payment from our debit card provider for the achievement of certain growth goals. The incentive payment was received during the third quarter of

2018 and is not expected to continue in future periods.

• **Fee income.** Fee income increased \$2.6 million, or 105.8%, primarily due to increased check and wire fees at TBC which is reflective of increased activity at the factoring subsidiary inclusive of the acquisition of ICC. Additionally, we experienced increased check and wire fees resulting from a full year impact of the Valley and Acquired Branches acquisitions and to a lesser extent, the FBD and SCC acquisitions.

• **Asset Management Fees.** As a result of the sale of TCA on March 31, 2017, there was no asset management fee income recorded for the year ended December 31, 2018.

• **CLO Warehouse Investment Income.** We did not hold any CLO warehouse equity investments during the year ended December 31, 2018. As a result, there was no CLO warehouse investment income recorded for the year ended December 31, 2018.

48

---

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Other. Other noninterest income, including, income associated with trust activities, bank-owned life insurance, and other miscellaneous activities decreased \$1.1 million, or 35.2%. The decrease was driven by a \$0.7 million increase on our liability for contingent consideration due to the sellers of ICC upon remeasurement of the liability at December 31, 2018. The contingent payment is due during the fourth quarter of 2020. The decrease was also driven by a write-down on signage and other assets of \$0.3 million related to rebranding of Triumph Community Bank to our standardized TBK Bank brand during the year ended December 31, 2018. There were no other significant increases or decreases in the components of other noninterest income period over period.

Noninterest Expense

The following table presents the major categories of noninterest expense:

(Dollars in thousands)	Year ended December 2018 Compared to 31, 2017			
	2018	2017	\$ Change	% Change
Salaries and employee benefits	\$90,212	\$72,696	\$17,516	24.1 %
Occupancy, furniture and equipment	14,023	9,833	4,190	42.6 %
FDIC insurance and other regulatory assessments	1,129	1,201	(72 )	(6.0 %)
Professional fees	8,939	7,192	1,747	24.3 %
Amortization of intangible assets	6,980	5,201	1,779	34.2 %
Advertising and promotion	4,974	3,226	1,748	54.2 %
Communications and technology	18,270	8,843	9,427	106.6 %
Travel and entertainment	4,234	2,661	1,573	59.1 %
Other	18,592	12,761	5,831	45.7 %
Total noninterest expense	\$167,353	\$123,614	\$43,739	35.4 %

Noninterest expense increased \$43.7 million, or 35.4%. Noninterest expense for the year ended December 31, 2018 was impacted by \$1.1 million of transaction costs associated with the ICC acquisition and \$5.9 million of transaction costs associated with the FBD and SCC transactions. Noninterest expense for the year ended December 31, 2017 was impacted by the recognition of an incremental \$5.1 million of transaction related costs associated with the TCA sale, including \$4.8 million of bonus expense for the amount paid to team members to recognize their contribution to the value realized from the TCA sale and approximately \$0.3 million of other transaction related costs. Noninterest expense for the year ended December 31, 2017 was also impacted by \$1.7 million of transaction costs associated with the Acquired Branches and Valley acquisitions. Excluding transaction costs and the TCA sale bonus, we incurred adjusted noninterest expense of \$160.4 million for the year ended December 31, 2018 and \$116.8 million for the year ended December 31, 2017, resulting in an adjusted net increase in noninterest expense of \$43.6 million, or 37.3% period over period. Details of the more significant changes in the various components of noninterest expense are further discussed below.

Salaries and Employee Benefits. Salaries and employee benefits expenses increased \$17.5 million, or 24.1%. Salaries and employee benefits expenses for the year ended December 31, 2017 included \$4.8 million of bonus expense associated with the TCA sale. Absent the TCA-related bonus expense, salaries and employee benefits expenses increased \$22.3 million. We experienced a significant increase in the total size of our workforce between these periods as our average full-time equivalent employees were 959.5 and 726.0 for the years ended December 31, 2018 and 2017, respectively. Sources of this increased headcount were primarily employees added through the aforementioned acquisitions. In addition, employees were hired to support growth in our commercial finance product lines and other strategic initiatives. Other factors contributing to the increase in salaries and employee benefits include merit increases for existing employees, higher health insurance benefit costs, incentive compensation, and 401(k) expense.

Occupancy, Furniture and Equipment. Occupancy, furniture and equipment expenses increased \$4.2 million, or 42.6%, primarily due to expenses associated with the infrastructure and facilities added through the aforementioned acquisitions and growth in our overall operations.

•Professional Fees. Professional fees, which are primarily comprised of external audit, tax, consulting, and legal fees, increased \$1.7 million, or 24.3% primarily due to \$1.1 million of professional fees incurred in connection with the ICC acquisition and \$1.4 million of professional fees incurred in connection with the FBD and SCC acquisitions during the year ended December 31, 2018. Comparable professional fees for the sale of TCA and the Acquired Branches and Valley acquisitions during the year ended December 31, 2017 totaled \$1.2 million. There were no other significant increases or decreases in professional fees period over period.

•Amortization of intangible assets. Amortization of intangible assets increased \$1.8 million, or 34.2%, primarily due to the addition of intangible assets resulting from the ICC, Valley and Acquired Branch acquisitions and to a lesser extent, intangible assets added through the FBD and SCC acquisitions.

•Advertising and promotion. Advertising and promotion expenses increased \$1.7 million, or 54.2%, primarily due to advertising and brand-awareness activities in connection with the FBD and SCC acquisitions as well as growth in our overall operations.



☛ **Communications and Technology.** Communications and technology expenses increased \$9.4 million, or 106.6%, primarily as a result of \$3.1 million in information technology deconversion and termination fees resulting from our acquisition of FBD and SCC. The remaining increase is a result of increased usage and transaction volumes resulting from the ICC, Valley and Acquired Branch acquisitions and to a lesser extent, increased usage and transaction volumes resulting from the FBD and SCC acquisitions. The increase is also a result of growth and investment in our organic operations.

☛ **Other.** Other noninterest expense includes loan-related expenses, training and recruiting, postage, insurance, and subscription services. Other noninterest expense increased \$5.8 million, or 45.7%, primarily due to a \$1.4 million increase in software amortization, a \$1.3 million increase in expense on ATMs, a \$1.1 million increase in bank service charges and a \$1.0 million increase in other loan expenses. All such increases were driven by our growth in our business operations.

#### Income Taxes

The amount of income tax expense is influenced by the amount of pre-tax income, the amount of tax-exempt income, changes in the statutory rate and the effect of changes in valuation allowances maintained against deferred tax benefits.

Income tax expense decreased \$10.1 million, or 40.6%, from \$24.9 million for the year ended December 31, 2017 to \$14.8 million for the year ended December 31, 2018. The effective tax rate decreased from 41% for the year ended December 31, 2017 to 22% for the year ended December 31, 2018, primarily due to the enactment of the Tax Cuts and Jobs Act (the "Tax Act") on December 22, 2017 which lowered our federal statutory tax rate, effective on January 1, 2018, and resulted in significant modifications to existing law. The higher effective tax rate for the year ended December 31, 2017 reflects an income tax charge of \$3.0 million related to the remeasurement of our deferred tax assets and deferred tax liabilities at the new effective tax rate resulting from the enactment of the Tax Act. Absent enactment of the Tax Act, our effective tax rate for the year ended December 31, 2017 would have been 36%. We are currently estimating that our effective tax rate for 2019 will be approximately 23%. For further information, see Note 12 – Income Taxes in the accompanying notes to the consolidated financial statements included elsewhere in this report.

#### Operating Segment Results

Our reportable segments are Banking, Factoring, and Corporate, which have been determined based upon their business processes and economic characteristics. This determination also gave consideration to the structure and management of various product lines. The Banking segment includes the operations of TBK Bank. Our Banking segment derives its revenue principally from investments in interest earning assets as well as noninterest income typical for the banking industry. The Banking segment also includes certain factored receivables which are purchased by TBK Bank. The Factoring segment includes the operations of Triumph Business Capital with revenue derived from factoring services. Corporate includes holding company financing and investment activities, asset management fees associated with TCA prior to its sale on March 31, 2017, and management and administrative expenses to support the overall operations of the Company.

Reported segments and the financial information of the reported segments are not necessarily comparable with similar information reported by other financial institutions. Additionally, because of the interrelationships of the various segments, the information presented is not indicative of how the segments would perform if they operated as independent entities. Changes in management structure or allocation methodologies and procedures may result in future changes to previously reported segment financial data. The accounting policies of the segments are the same as those described in Note 1 – Summary of Significant Accounting Policies in the accompanying notes to the consolidated financial statements included elsewhere in this report. Transactions between segments consist primarily of borrowed funds. Intersegment interest expense is allocated to the Factoring segment based on the Company's prime rate. The provision for loan loss is allocated based on the segment's ALLL determination. Noninterest income and expense directly attributable to a segment are assigned accordingly. Taxes are paid on a consolidated basis and are not

allocated for segment purposes.

50

---

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

The following tables present our primary operating results for our operating segments:

(Dollars in thousands)

Year Ended December 31, 2018	Banking	Factoring	Corporate	Consolidated
Total interest income	\$170,871	\$90,092	\$2,013	\$262,976
Intersegment interest allocations	20,191	(20,191)	—	—
Total interest expense	29,834	—	6,092	35,926
Net interest income (expense)	161,228	69,901	(4,079)	227,050
Provision for loan losses	12,373	3,802	(8)	16,167
Net interest income (expense) after provision	148,855	66,099	(4,071)	210,883
Gain on sale of subsidiary or division	1,071	—	—	1,071
Other noninterest income	18,364	3,483	52	21,899
Noninterest expense	119,283	43,495	4,575	167,353
Operating income (loss)	\$49,007	\$26,087	\$(8,594)	\$66,500

(Dollars in thousands)

Year Ended December 31, 2017	Banking	Factoring	Corporate	Consolidated
Total interest income	\$130,480	\$45,346	1,398	\$177,224
Intersegment interest allocations	8,023	(8,023)	—	—
Total interest expense	16,240	—	5,300	21,540
Net interest income (expense)	122,263	37,323	(3,902)	155,684
Provision for loan losses	9,310	2,227	91	11,628
Net interest income (expense) after provision	112,953	35,096	(3,993)	144,056
Gain on sale of subsidiary or division	—	—	20,860	20,860
Other noninterest income	14,336	2,737	2,723	19,796
Noninterest expense	90,632	22,641	10,341	123,614
Operating income (loss)	\$36,657	\$15,192	\$9,249	\$61,098

(Dollars in thousands)

December 31, 2018	Banking	Factoring	Corporate	Eliminations	Consolidated
Total assets	\$4,458,399	\$688,245	\$737,530	\$(1,324,395)	\$4,559,779
Gross loans held for investment	\$3,523,850	\$588,750	\$10,795	\$(514,751)	\$3,608,644

(Dollars in thousands)

December 31, 2017	Banking	Factoring	Corporate	Eliminations	Consolidated
Total assets	\$3,444,322	\$360,922	\$504,656	\$(810,867)	\$3,499,033
Gross loans held for investment	\$2,784,147	\$346,293	\$11,936	\$(331,520)	\$2,810,856

Banking

(Dollars in thousands)

	Years Ended		2018 Compared to		
	December 31,		2017		
	2018	2017	\$	%	
Banking					
Total interest income	\$170,871	\$130,480	\$40,391	31.0	%
Intersegment interest allocations	20,191	8,023	12,168	151.7	%
Total interest expense	29,834	16,240	13,594	83.7	%
Net interest income (expense)	161,228	122,263	38,965	31.9	%

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Provision for loan losses	12,373	9,310	3,063	32.9	%
Net interest income (expense) after provision	148,855	112,953	35,902	31.8	%
Gain on sale of subsidiary or division	1,071	—	1,071	100.0	%
Other noninterest income	18,364	14,336	4,028	28.1	%
Noninterest expense	119,283	90,632	28,651	31.6	%
Operating income (loss)	\$49,007	\$36,657	\$12,350	33.7	%

Our Banking segment's operating income increased \$12.4 million, or 33.7%.

## Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Interest income increased primarily as a result of increases in the average balances of our interest earning assets, primarily loans, which was attributable to the impact of the FBD and SCC acquisitions which contributed \$287.8 million of loans and \$270.7 million of securities. Additionally, interest income increased as a result of a full-year impact of the Valley and Acquired Branch acquisitions which contributed \$267.0 million of loans and \$97.7 million of securities. Organic loan growth was also a driver of the increase in average loan balances and thus, the increase in interest income. Average loans in our Banking segment increased 40.9% from \$2.154 billion for the year ended December 31, 2017 to \$3.035 billion for the year ended December 31, 2018.

Interest expense increased primarily as a result of growth in average customer deposits and other borrowings due to \$674.7 million of customer deposits assumed in the FBD and SCC acquisitions as well as a full-year impact of \$454.1 million of customer deposits assumed in the Valley and Acquired Branches acquisitions. Excluding the acquired customer deposits, we also experienced growth in our certificates of deposit and brokered deposits as these higher cost deposit products were used to fund our growth period over period. In addition, our use of other interest bearing borrowings, consisting primarily of FHLB advances, was also increased to fund our growth however, our outstanding balance of FHLB advances at period end decreased period over period. We also experienced increased rates across several of our interest bearing borrowings.

The increase in the provision for loan losses was primarily the result of an increase in net loan charge-offs recorded during the year ended December 31, 2018. We experienced higher total net charge-offs at our Banking segment of \$6.2 million in the year ended December 31, 2018 compared to \$4.6 million for the same period in 2017. Approximately \$1.3 million and \$2.7 million of the charge-offs for the year ended December 31, 2018 and 2017, respectively, had specific reserves previously recorded at our Banking segment. Net charge-offs at our Banking segment for the year ended December 31, 2018 reflect a charge-off of \$4.8 million on a single nonaccrual asset based lending relationship during the period. Net new specific reserves in our Banking segment were \$2.2 million and \$1.9 million for the year ended December 31, 2018 and 2017 respectively. Additionally, loans in our Banking segment grew at a slower pace for the year ended December 31, 2018 compared to the same period in 2017 which, when combined with changes in the mix of our portfolio and loss factors used to calculate the ALLL, partially offset the increased provision for loan losses.

Noninterest income increased primarily due to the realization of the \$1.1 million gain associated with the sale of THF during the first quarter as well as additional service charges and card income associated with the increase in customer deposit and credit/debit card accounts acquired in the FBD, SCC, Valley and Acquired Branches acquisitions. Noninterest income for our Banking segment includes \$0.4 million incentive payment from our card provider for the achievement of certain growth goals during the year ended December 31, 2018. The incentive payment is not expected to continue in future periods. It also includes a write-down on signage and other assets of \$0.3 million related to rebranding of Triumph Community Bank to our standardized TBK Bank brand during the year ended December 31, 2018.

For the year ended December 31, 2018 noninterest expense at our Banking segment includes \$4.6 million of transaction costs as well as increased intangible amortization as a result of the aforementioned acquisitions. Additionally, noninterest expense increased due to incremental costs associated with the growth in our Banking segment personnel and infrastructure in conjunction with our acquisitions, as well as personnel, facilities and infrastructure to support the continued organic growth in our lending operations. In addition, increases due to merit increases for existing employees, higher health insurance benefit costs, incentive compensation, and 401(k) expense contributed to the increase.

### Factoring

(Dollars in thousands)	Years Ended December 31,	2018 Compared to 2017
Factoring	2018	2017

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

			\$	%	
			Change	Change	
Total interest income	\$90,092	\$45,346	\$44,746	98.7	%
Intersegment interest allocations	(20,191)	(8,023)	(12,168)	151.7	%
Total interest expense	—	—	—	—	
Net interest income (expense)	69,901	37,323	32,578	87.3	%
Provision for loan losses	3,802	2,227	1,575	70.7	%
Net interest income (expense) after provision	66,099	35,096	31,003	88.3	%
Noninterest income	3,483	2,737	746	27.3	%
Noninterest expense	43,495	22,641	20,854	92.1	%
Operating income (loss)	\$26,087	\$15,192	\$10,895	71.7	%

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

	As of and for the Year Ended December 31,			
	2018	2017		
Factored receivable period end balance	\$588,750,000	\$346,293,000		
Yield on average receivable balance	18.43	%	17.05	%
Rolling twelve quarter annual charge-off rate	0.37	%	0.41	%
Factored receivables - transportation concentration	83	%	84	%
Interest income, including fees	\$90,092,000	\$45,346,000		
Noninterest income	3,483,000	2,737,000		
Factored receivable total revenue	93,575,000	48,083,000		
Average net funds employed	447,358,000	243,583,000		
Yield on average net funds employed	20.92	%	19.74	%
Accounts receivable purchased	\$5,119,527,000	\$2,765,678,000		
Number of invoices purchased	2,897,148	1,810,345		
Average invoice size	\$1,767	\$1,516		
Average invoice size - transportation	\$1,662	\$1,460		
Average invoice size - non-transportation	\$2,906	\$1,991		
Net new clients	3,033	716		

Our Factoring segment's operating income increased \$10.9 million, or 71.7%.

Our average invoice size increased 16.6% from \$1,516 for the year ended December 31, 2017 to \$1,767 for the year ended December 31, 2018, and the number of invoices purchased increased 60.0% period over period. At December 31, 2018, there were 113 clients utilizing the TriumphPay platform. For the year ended December 31, 2018, TriumphPay processed 228,865 invoices paying 34,067 distinct carriers a total of \$328.4 million.

Net interest income increased \$32.6 million, or 87.3%, due to an 85.1% increase in accounts receivable purchased during the year ended December 31, 2018 compared to the year ended December 31, 2017. Accounts receivable purchases are a function of the total number of invoices purchased and the average invoice price. For the year ended December 31, 2018, invoices purchased increased by 60.0% and average invoice price increased by 16.6%. The increase in AR purchased was the result of our acquisition of the operations of ICC as well as organic growth in the factored receivables portfolio. Our transportation factoring purchases, which typically generate a higher yield than our non-transportation factoring purchases, decreased as a percentage of the overall Factoring segment portfolio during 2018, and ending transportation factoring receivables represented 83% of the factored receivable period end balance at December 31, 2018 compared to 84% of the factored receivable period end balance at December 31, 2017.

The increase in the provision for loan losses was the result of higher growth in the ending balance of the factored receivables portfolio during the year ended December 31, 2018 compared to the same period in 2017. The ending balance of the factored receivables portfolio at our Factoring segment grew \$242.5 million during the year ended December 31, 2018 compared to ending balance growth of \$133.5 million during the prior year. We recorded net new allowances on specific at-risk balances at our Factoring segment of \$1.5 million during the year ended December 31, 2018 compared to a net release on specific at-risk balances of \$0.6 million during the prior year period. We experienced lower net charge-offs of \$1.1 million in the year ended December 31, 2018 compared to \$1.5 million for the same period in 2017.

The increase in noninterest expense was driven primarily by increased personnel, operating, and technology costs incurred in connection with the ICC acquisition and growth in our factoring portfolio, particularly the increase in the number of clients and number of invoices processed period over period. Reflected in our Factoring segment's noninterest expense for the year ended December 31, 2018 is \$1.1 million in transaction costs related to the ICC

acquisition. The increase in noninterest income was also the result of continued growth in the client portfolio.

53

---



## Corporate

(Dollars in thousands)	Years Ended		2018 Compared to	
	December 31,		\$	%
Corporate	2018	2017	Change	Change
Total interest income	\$2,013	\$1,398	\$615	44.0 %
Intersegment interest allocations	—	—	—	—
Total interest expense	6,092	5,300	792	14.9 %
Net interest income (expense)	(4,079)	(3,902)	(177)	4.5 %
Provision for loan losses	(8)	91	(99)	(108.8 %)
Net interest income (expense) after provision	(4,071)	(3,993)	(78)	2.0 %
Gain on sale of subsidiary or division	—	20,860	(20,860)	(100.0 %)
Other noninterest income	52	2,723	(2,671)	(98.1 %)
Noninterest expense	4,575	10,341	(5,766)	(55.8 %)
Operating income (loss)	\$(8,594)	\$9,249	\$(17,843)	(192.9 %)

The Corporate segment's operating income decreased primarily due to the net impact of the TCA sale transaction recorded during the year ended December 31, 2017. As TCA was a wholly owned subsidiary of our parent company, the \$20.9 million gain on sale of TCA was reported as noninterest income and the \$5.1 million of bonus expense and transaction related costs associated with the TCA sale were reported as noninterest expense in the Corporate segment. Excluding the impact of the TCA sale, the Corporate segment reported an operating loss of \$8.6 million for the year ended December 31, 2018 compared to a loss of \$6.6 million for the year ended December 31, 2017. This increase in operating loss was primarily the result of a \$2.0 million decrease in noninterest income associated with CLO warehouse investments. The CLO associated with our remaining CLO warehouse investment was issued and closed in June 2017, and as a result our invested funds were returned. During the year ended December 31, 2018 we no longer held investments in CLO warehouse entities and, absent future investments in new CLO warehouse entities, we do not expect to realize CLO warehouse investment income ongoing. As a result, there was no CLO warehouse investment income recorded during 2018. Additionally, \$1.3 million of FBD and SCC-related transaction costs were recorded during the year ended December 31, 2018. There were no other significant fluctuations in accounts in our Corporate segment period over period.

## Results of Operations

Fiscal year ended December 31, 2017 compared with year ended December 31, 2016

## Net Income

We earned net income of \$36.2 million for the year ended December 31, 2017 compared to \$20.7 million for the year ended December 31, 2016, an increase of \$15.5 million.

The results for the year ended December 31, 2017 reflect the sale of our 100% membership interest in TCA. As part of the TCA sale on March 31, 2017, the Company recorded a pre-tax gain on sale of \$20.9 million, net of \$0.4 million of direct transaction costs. In addition, the Company incurred other indirect transaction related costs of \$0.3 million and recorded \$4.8 million in incremental bonus expense for the amount paid to team members to recognize their contribution to the transaction and building the value realized in the sale of the business. The TCA sale resulted in a net pre-tax contribution to earnings for the year ended December 31, 2017 of \$15.7 million, or approximately \$10.0 million net of tax.

The results for the year ended December 31, 2017 also include the results of operations of the Acquired Branches since the October 6, 2017 acquisition date and the results of operations of Valley since the December 9, 2017 acquisition date. We incurred \$1.7 million of pre-tax transaction and restructuring costs related to these acquisitions

which is reported as noninterest expense.

The results for the year ended December 31, 2016 include the results of operations of ColoEast Bankshares, Inc. (“ColoEast”) since the August 1, 2016 acquisition date and were impacted by \$1.6 million of pretax transaction and restructuring costs associated with our acquisition of ColoEast and reported as noninterest expense.

Excluding the tax-effected impact of the TCA gain on sale and the various transaction costs incurred during the years ended December 31, 2017 and 2016, we earned adjusted net income of \$26.6 million for the year ended December 31, 2017 compared to \$21.2 million for the year ended December 31, 2016, an increase of \$5.4 million. The adjusted increase was primarily the result of a \$43.3 million increase in net interest income, offset in part by a \$4.9 million increase in the provision for loan losses, a \$1.2 million decrease in adjusted noninterest income, a \$25.3 million increase in adjusted noninterest expense and a \$6.7 million increase in adjusted income tax expense. The increased tax expense includes a \$3.0 million charge related to the remeasurement of our deferred tax assets and deferred tax liabilities at our new expected effective tax rate due to the enactment of the Tax Cuts and Jobs Act (the “Act”) enacted on December 22, 2017.

Details of the changes in the various components of net income are further discussed below.

## Net Interest Income

Our operating results depend primarily on our net interest income, which is the difference between interest income on interest earning assets, including loans and securities, and interest expense incurred on interest bearing liabilities, including deposits and other borrowed funds. Interest rate fluctuations, as well as changes in the amount and type of interest earning assets and interest bearing liabilities, combine to affect net interest income. Our net interest income is affected by changes in the amount and mix of interest earning assets and interest bearing liabilities, referred to as a “volume change.” It is also affected by changes in yields earned on interest earning assets and rates paid on interest bearing deposits and other borrowed funds, referred to as a “rate change.”

The following table presents the distribution of average assets, liabilities and equity, as well as interest income and fees earned on average interest earning assets and interest expense paid on average interest bearing liabilities:

(Dollars in thousands)	For the years ended December 31,						
	2017			2016			
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate	
<b>Interest earning assets:</b>							
Cash and cash equivalents	\$124,802	\$1,450	1.16 %	\$107,969	\$653	0.60 %	
Taxable securities	229,181	6,408	2.80 %	222,536	4,131	1.86 %	
Tax-exempt securities	28,984	415	1.43 %	14,712	178	1.21 %	
FHLB stock	12,674	207	1.63 %	6,790	73	1.08 %	
Loans <sup>(1)</sup>	2,235,481	168,744	7.55 %	1,550,039	119,457	7.71 %	
Total interest earning assets	2,631,122	177,224	6.74 %	1,902,046	124,492	6.55 %	
<b>Noninterest earning assets:</b>							
Cash and cash equivalents	39,497			28,138			
Other noninterest earning assets	174,297			149,572			
Total assets	\$2,844,916			\$2,079,756			
<b>Interest bearing liabilities:</b>							
<b>Deposits:</b>							
Interest bearing demand	331,023	526	0.16 %	269,635	278	0.10 %	
Individual retirement accounts	100,731	1,221	1.21 %	78,979	927	1.17 %	
Money market	209,229	509	0.24 %	156,637	332	0.21 %	
Savings	175,821	105	0.06 %	116,928	63	0.05 %	
Certificates of deposit	782,384	9,328	1.19 %	640,490	7,005	1.09 %	
Brokered deposits	87,395	1,393	1.59 %	52,816	551	1.04 %	
Total interest bearing deposits	1,686,583	13,082	0.78 %	1,315,485	9,156	0.70 %	
Subordinated notes	48,779	3,344	6.86 %	12,373	835	6.75 %	
Junior subordinated debentures	33,293	1,955	5.87 %	28,059	1,427	5.09 %	
Other borrowings	313,357	3,159	1.01 %	186,768	716	0.38 %	
Total interest bearing liabilities	2,082,012	21,540	1.03 %	1,542,685	12,134	0.79 %	
<b>Noninterest bearing liabilities and equity:</b>							
Noninterest bearing demand deposits	408,729			243,349			
Other liabilities	14,264			11,306			
Total equity	339,911			282,416			
Total liabilities and equity	\$2,844,916			\$2,079,756			
Net interest income		\$155,684			\$112,358		

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Interest spread <sup>(2)</sup>	5.71	%	5.76	%
Net interest margin <sup>(3)</sup>	5.92	%	5.91	%

<sup>1</sup>. Balance totals include respective nonaccrual assets.

<sup>2</sup>. Net interest spread is the yield on average interest earning assets less the rate on interest bearing liabilities.

<sup>3</sup>. Net interest margin is the ratio of net interest income to average interest earning assets.

The following table presents loan yields earned on our community banking and commercial finance loan portfolios:

(Dollars in thousands)	For the years ended			
	December 31,			
	2017		2016	
Average community banking	\$1,437,602		\$969,868	
Average commercial finance	797,879		580,171	
Average total loans	\$2,235,481		\$1,550,039	
Community banking yield	5.71	%	5.81	%
Commercial finance yield	10.86	%	10.88	%
Total loan yield	7.55	%	7.71	%

55

## Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

We earned net interest income of \$155.7 million for the year ended December 31, 2017 compared to \$112.4 million for the year ended December 31, 2016, an increase of \$43.3 million or 38.5%, primarily driven by the following factors.

Interest income increased \$52.7 million, or 42.4%, as a result of an increase in average interest earning assets of \$729.1 million, or 38.3%. The increase in interest earning assets was impacted by the \$95.8 million of loans acquired in the Acquired Branches acquisition on October 6, 2017, which were outstanding for almost three full months during the year ended December 31, 2017. To a lesser extent, the increase in interest earning assets was impacted by the \$171.2 million of loans and the \$97.7 million of investment securities acquired in the Valley acquisition on December 9, 2017, which were outstanding for approximately 3 weeks during the year ended December 31, 2017. The remaining increase primarily resulted from organic growth in our loan portfolio. The average balance of our higher yielding commercial finance loans increased \$217.7 million, or 37.5%, from \$580.2 million for the year ended December 31, 2016 to \$797.9 million for the year ended December 31, 2017 as a result of the continued execution of our growth strategy for such products. Additionally, our average mortgage warehouse lending balance was \$152.9 million for the year ended December 31, 2017 compared to \$107.4 million for the year ended December 31, 2016. We also experienced increased average balances in our other community banking lending products, including commercial real estate and general commercial and industrial loans, due to organic growth period over period.

A component of interest income consists of discount accretion on acquired loan portfolios. We recognized discount accretion on purchased loans of \$7.1 million and \$7.4 million for the years ended December 31, 2017 and 2016, respectively. Subject to future acquisitions, we anticipate that the contribution of this discount accretion to our interest income will continue to decline over time, but we expect that any resulting decreases in aggregate yield on our loan portfolio will be offset in part by continued growth in our higher yielding specialized commercial finance product lines.

Interest expense increased \$9.4 million, or 77.5%, as a result of growth in customer deposits and other borrowings as well as higher average rates. Average total interest bearing deposits increased \$371.1 million, or 28.2%, primarily due to \$454.1 million of customer deposits assumed in the Valley and Acquired Branches acquisitions. Excluding the acquired customer deposits, we also experienced growth in our certificates of deposit and brokered deposits as these higher cost deposit products were used to fund our growth period over period. In addition, our use of other interest bearing borrowings, consisting primarily of FHLB advances, was also increased to fund growth in our mortgage warehouse lending. Finally, we issued \$50.0 million of subordinated notes on September 30, 2016 at an initial fixed rate of 6.5% and a full year impact of this issuance is reflected in the average balance for the year ended December 31, 2017.

Net interest margin increased to 5.92% for the year ended December 31, 2017 from 5.91% for the year ended December 31, 2016, an increase of 1 basis point, or 0.2%.

The increase in our net interest margin primarily resulted from an increase in yields on our interest earning assets. Our average yield on interest earning assets increased 19 basis points to 6.74% for the year ended December 31, 2017 from 6.55% for the year ended December 31, 2016. The increase is primarily attributable to increased average yields on cash and cash equivalents, tax-exempt securities, and FHLB & FRB stock due to increases in the underlying interest rates of these instruments throughout the year ended December 31, 2017. Additionally, we experienced an increase in average yield on our taxable securities due to increases in the underlying interest rates over the same period as well as accelerated interest recognition due to early calls of certain taxable securities acquired at a discount to par during the year ended December 31, 2017. These increases in average yields on our interest earning assets were offset by a decrease in average yield on our loan portfolio of 16 basis points, or 2.1%, due to a change in the mix within our loan portfolio period over period. Our higher yielding average commercial finance products as a percentage of the average total loan portfolio decreased from 37.4% for the year ended December 31, 2016 to 35.7% for the year ended December 31, 2017 and, average factored receivables as a percentage of the total commercial finance portfolio decreased from 36.5% for the year ended December 31, 2016 to 36.3% for the year ended December

31, 2017.

Also impacting our net interest margin was an increase in our average cost of interest bearing liabilities of 24 basis points. This increase was caused by the use of higher rate certificates of deposit to fund our loan growth, higher rates on short term and floating rate FHLB advances as a result of higher interest rates in the economy, and most significantly, a full year effect of our issuance of \$50.0 million of subordinated notes on September 30, 2016 at an initial fixed rate of 6.5%. The lower cost customer deposits assumed in the Acquired Branches and Valley acquisitions partially offset these increases.

Changes in net interest income due to changes in rates and volume. The following table shows the effects changes in average balances (volume) and average interest rates (rate) had on the interest earned in our interest earning assets and the interest incurred on our interest bearing liabilities for the periods indicated. For purposes of this table, changes attributable to both rate and volume which cannot be segregated have been allocated to volume.

56

---

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Years ended December 31,  
2017 Compared to 2016  
Increase  
(Decrease) Due  
to:

(Dollars in thousands)	Rate	Volume	Net Increase
<b>Interest earning assets:</b>			
Cash and cash equivalents	\$601	\$196	\$797
Taxable securities	2,091	186	2,277
Tax-exempt securities	33	204	237
FHLB stock	38	96	134
Loans	(2,453)	51,740	49,287
<b>Total interest income</b>	<b>310</b>	<b>52,422</b>	<b>52,732</b>
<b>Interest bearing liabilities:</b>			
Interest bearing demand	150	98	248
Individual retirement accounts	30	264	294
Money market	49	128	177
Savings	7	35	42
Certificates of deposit	631	1,692	2,323
Brokered deposits	291	551	842
<b>Total interest bearing deposits</b>	<b>1,158</b>	<b>2,768</b>	<b>3,926</b>
Subordinated notes	13	2,496	2,509
Junior subordinated debentures	221	307	528
Other borrowings	1,167	1,276	2,443
<b>Total interest expense</b>	<b>2,559</b>	<b>6,847</b>	<b>9,406</b>
<b>Change in net interest income</b>	<b>\$(2,249)</b>	<b>\$45,575</b>	<b>\$43,326</b>

Provision for Loan Losses

The provision for loan losses is the amount of expense that, based on our judgment, is required to maintain the allowance for loan and lease losses at an appropriate level to absorb estimated losses incurred in the loan portfolio at the balance sheet date and that, in management's judgment, is appropriate under GAAP. The determination of the amount of the allowance is complex and involves a high degree of judgment and subjectivity.

Our ALLL was \$18.7 million as of December 31, 2017 and \$15.4 million as of December 31, 2016, representing an ALLL to total loans ratio of 0.67% and 0.76% respectively.

Our provision for loan losses was \$11.6 million for the year ended December 31, 2017 compared to \$6.7 million for the year ended December 31, 2016, an increase of \$4.9 million, or 73.1%.

The increased provision for loan losses was the result of an increase in loan charge-offs during 2017. We experienced higher net charge-offs of \$6.2 million in the year ended December 31, 2017 compared to net charge-offs of \$3.9 million for 2016, an increase of \$2.3 million.

The increased provision for loan losses was also the result of a higher loan portfolio growth rate period over period in our factored receivables, which generally require higher levels of ALLL. Our factored receivable balances increased by \$136.2 million during the year ended December 31, 2017 compared to an increase of \$23.1 million during the year ended December 31, 2016. In addition, during the year ended December 31, 2017, excluding the \$267.0 million acquired Acquired Branches and Valley loan portfolios, outstanding loans held for investment increased \$516.2 million from December 31, 2016. During the year ended December 31, 2016, excluding the \$460.8 million acquired ColoEast portfolio, outstanding loans held for investment increased \$275.0 million from December 31, 2015. The

larger increase in outstanding loan balances within the year ended December 31, 2017 results in a higher provision for loan losses compared to the year ended December 31, 2016.



## Noninterest Income

The following table presents the major categories of noninterest income:

(Dollars in thousands)	Year ended December 31,		2017 Compared to 2016		
	2017	2016	\$ Change	% Change	
Service charges on deposits	\$4,181	\$3,447	\$734	21.3	%
Card income	3,822	2,732	1,090	39.9	%
Net OREO gains (losses) and valuation adjustments	(850 )	(1,427 )	577	40.4	%
Net gains (losses) on sale of securities	35	(56 )	91	162.5	%
Fee income	2,503	2,240	263	11.7	%
Insurance commissions	2,981	1,295	1,686	130.2	%
Gain on sale of subsidiary or division	20,860	—	20,860	100.0	%
Asset management fees	1,717	6,574	(4,857 )	(73.9	%)
CLO warehouse investment income	2,226	3,184	(958 )	(30.1	%)
Other	3,181	2,967	214	7.2	%
<b>Total noninterest income</b>	<b>\$40,656</b>	<b>\$20,956</b>	<b>\$19,700</b>	<b>94.0</b>	<b>%</b>

Noninterest income increased \$19.7 million, or 94.0%. Our results for 2017 were impacted by a gain of \$20.9 million associated with the sale of Triumph Capital Advisors. Excluding the gain on sale of subsidiary in 2017, we earned noninterest income of \$19.8 million for the year ended December 31, 2017, resulting in an adjusted decrease in noninterest income of \$1.2 million, or 5.5% period over period. Changes in selected components of noninterest income in the above table are discussed below.

**Service Charges on Deposits.** Service charges on deposit accounts, including overdraft and non-sufficient fund fees, increased \$0.7 million, or 21.3%, primarily due to additional service charges associated with higher customer deposits resulting from a full-year impact of the ColoEast acquisition, which occurred on August 1, 2016, as well as additional service charges associated with customer deposits from the Acquired Branches and Valley acquisitions, which occurred on October 6, 2017 and December 9, 2017, respectively.

**Card Income.** Debit and credit card income increased \$1.1 million, or 39.9%, primarily due to additional card fees associated with the increase in customer accounts due to a full-year impact of the ColoEast acquisition as well as additional card fees associated with the increase in customer accounts due to the Acquired Branches and Valley.

**Net OREO Gains (Losses) and Valuation Adjustments.** Net OREO gains (losses) and valuation adjustments represents gains on loans transferred to OREO with a fair value in excess of the foreclosed loans' carrying value, gains and losses on the sale of OREO, and valuation allowances recorded due to subsequent write-downs of OREO. The net loss of \$0.9 million for year ended December 31, 2017 was primarily due to a \$1.1 million loss on one large property sold during the year.

**Insurance Commissions.** Insurance commissions represent income earned by the Company for binding commercial insurance policies with various individuals and companies (usually in the transportation industry) on behalf of various insurance companies. Insurance commissions increased \$1.7 million, or 130.2%, primarily due to an increase in customers resulting in an increase in sales volume during the year ended December 31, 2017.

**Asset Management Fees.** Asset management fees earned by Triumph Capital Advisors ("TCA") decreased \$4.9 million, or 73.9%, as a result of the sale of our 100% membership interest in TCA on March 31, 2017. For the year ended December 31, 2017, asset management fees were only earned for the first three months of the year.

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

• **CLO Warehouse Investment Income.** Income from our CLO warehouse investments decreased \$1.0 million, or 30.1%, due to decreased investments in the CLO warehouse entities during the period.

**Noninterest Expense**

The following table presents the major categories of noninterest expense:

(Dollars in thousands)	Year ended December 31,		2017 Compared to 2016		
	2017	2016	\$	%	
Salaries and employee benefits	\$72,696	\$54,531	\$18,165	33.3	%
Occupancy, furniture and equipment	9,833	7,301	2,532	34.7	%
FDIC insurance and other regulatory assessments	1,201	913	288	31.5	%
Professional fees	7,192	5,529	1,663	30.1	%
Amortization of intangible assets	5,201	3,782	1,419	37.5	%
Advertising and promotion	3,226	2,716	510	18.8	%
Communications and technology	8,843	6,491	2,352	36.2	%
Travel and entertainment	2,661	2,364	297	12.6	%
Other	12,761	9,485	3,276	34.5	%
<b>Total noninterest expense</b>	<b>\$123,614</b>	<b>\$93,112</b>	<b>\$30,502</b>	<b>32.8</b>	<b>%</b>

Noninterest expense increased \$30.5 million, or 32.8%. Noninterest expense for the year ended December 31, 2017 was impacted by total transaction costs incurred in the amount of \$2.0 million associated with the acquisitions of ColoEast in August 2016, the Acquired Branches in October 2017 and Valley in December 2017. The results for the year ended December 31, 2017 were also impacted by an incremental \$4.8 million of bonus expense paid to team members to recognize their contribution to the transaction and building the value realized in the sale of TCA. The results for the year ended December 31, 2016 were impacted by the transaction costs incurred in the amount of \$1.6 million associated with the acquisition of ColoEast in August 2016.

Excluding transaction related costs associated with our acquisitions and divestitures, adjusted noninterest expense totaled \$116.8 million for the year ended December 31, 2017 and \$91.5 million for the year ended December 31, 2016, an adjusted increase of \$25.3 million, or 27.7%. Details of the more significant changes in the various components of noninterest expense are further discussed below.

• **Salaries and Employee Benefits.** Salaries and employee benefits expenses increased \$18.2 million, or 33.3%. We experienced an increase in the total size of our workforce between these periods as our average full-time equivalent employees were 726.0 and 583.3 for the years ended December 31, 2017 and 2016, respectively. Sources of this increased headcount were primarily employees added through our acquisitions. In addition, employees were hired to support growth in our commercial finance product lines and other strategic initiatives. Other factors contributing to the increase in salaries and employee benefits include merit increases for existing employees, higher health insurance benefit costs, incentive compensation, and 401(k) expense. Results for the year ended December 31, 2017 were further impacted by \$0.3 million of severance costs incurred as part of Acquired Branches and Valley restructuring activities during the year ended December 31, 2017 and the accrual of an incremental \$4.8 million bonus expense for the amount paid to team members to recognize their contribution to the sale of TCA. Results for the year ended December 31, 2016 were impacted by \$0.4 million of severance costs incurred as part of ColoEast restructuring activities.

• **Occupancy, Furniture and Equipment.** Occupancy, furniture and equipment expenses increased \$2.5 million, or 34.7%, primarily due to expenses associated with the assets and facilities added through acquisition activities.

• **Professional Fees.** Professional fees, which are primarily comprised of external audit, tax, consulting, and legal fees, increased \$1.7 million, or 30.1%, primarily due to \$1.2 million of professional fees incurred in the year ended December 31, 2017 associated with the acquisitions of the Acquired Branches and Valley and the sale of TCA compared to \$1.0 million of professional fees incurred in the year ended December 31, 2016 associated with the

ColoEast acquisition. The remaining increase is comprised of insignificant increases in the remaining components of professional fees primarily resulting from the growth of the Company.

•Amortization of Intangibles. Amortization of intangible assets increased \$1.4 million, or 37.5%, primarily due to a \$1.3 million impairment charge on core deposit intangible assets associated with acquired public deposits that management decided to no longer hold. The results for the year ended December 31, 2017 also include amortization of acquired core deposit intangible assets associated with the acquisitions of the Acquired Branches and Valley during 2017.

59

---

• **Communications and Technology.** Communications and technology expenses increased \$2.4 million, or 36.2%, primarily due to the communications and technology expense associated with the recent investments we have made in our communications and technology infrastructure to further our movement toward a single operating platform, which positions us for future acquisitions and greater operating efficiencies. Communications and technology expenses also include contract termination fees associated with systems acquired from ColoEast, the Acquired Branches and Valley that will no longer be utilized by our integrated organization.

• **Other.** Other noninterest expense increased \$3.3 million, or 34.5%. Increases experienced in other noninterest expense items in the year ended December 31, 2017 versus the year ended December 31, 2016 are generally attributable to our recent acquisitions as well as the impact of continued growth of our business and workforce and include increases in loan-related expenses, training and recruiting, postage, insurance, business travel, and subscription expenses.

#### Income Taxes

The amount of income tax expense is influenced by the amount of pre-tax income, the amount of tax-exempt income, changes in the statutory rate and the effect of changes in valuation allowances maintained against deferred tax benefits.

Income tax expense increased \$12.1 million, or 94.5%, from \$12.8 million for the year ended December 31, 2016 to \$24.9 million for the year ended December 31, 2017. During the year ended December 31, 2017, the effective tax rate was 40.7% compared to 38.2% for the year ended December 31, 2016. The higher effective tax rate for the year ended December 31, 2017 reflects an income tax charge of \$3.0 million related to the remeasurement of our deferred tax assets and deferred tax liabilities at the new expected effective tax rate due to the enactment of the Tax Cuts and Jobs Act (the "Act") enacted on December 22, 2017. Absent enactment of the Act, our effective tax rate for the year ended December 31, 2017 would have been 35.8%. For further information, see Note 12 – Income Taxes in the accompanying notes to the consolidated financial statements included elsewhere in this report.

#### Operating Segment Results

Our reportable segments are Banking, Factoring, and Corporate, which have been determined based upon their business processes and economic characteristics. This determination also gave consideration to the structure and management of various product lines. The Banking segment includes the operations of TBK Bank. Our Banking segment derives its revenue principally from investments in interest earning assets as well as noninterest income typical for the banking industry. The Banking segment also includes certain factored receivables which are purchased by TBK Bank. The Factoring segment includes the operations of Triumph Business Capital with revenue derived from factoring services. Corporate includes holding company financing and investment activities, asset management fees associated with TCA prior to its sale on March 31, 2017, and management and administrative expenses to support the overall operations of the Company.

Reported segments and the financial information of the reported segments are not necessarily comparable with similar information reported by other financial institutions. Additionally, because of the interrelationships of the various segments, the information presented is not indicative of how the segments would perform if they operated as independent entities. Changes in management structure or allocation methodologies and procedures may result in future changes to previously reported segment financial data. The accounting policies of the segments are the same as those described in Note 1 – Summary of Significant Accounting Policies in the accompanying notes to the consolidated financial statements included elsewhere in this report. Transactions between segments consist primarily of borrowed funds. Intersegment interest expense is allocated to the Factoring segment based on the Company's prime rate. The provision for loan loss is allocated based on the segment's ALLL determination. Noninterest income and expense directly attributable to a segment are assigned accordingly. Taxes are paid on a consolidated basis and are not allocated for segment purposes.

The following tables present our primary operating results for our operating segments:

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

(Dollars in thousands)

Year Ended December 31, 2017	Banking	Factoring	Corporate	Consolidated
Total interest income	\$ 130,480	\$ 45,346	1,398	\$ 177,224
Intersegment interest allocations	8,023	(8,023 )	—	—
Total interest expense	16,240	—	5,300	21,540
Net interest income (expense)	122,263	37,323	(3,902 )	155,684
Provision for loan losses	9,310	2,227	91	11,628
Net interest income (expense) after provision	112,953	35,096	(3,993 )	144,056
Gain on sale of subsidiary or division	—	—	20,860	20,860
Other noninterest income	14,336	2,737	2,723	19,796
Noninterest expense	90,632	22,641	10,341	123,614
Operating income (loss)	\$ 36,657	\$ 15,192	\$ 9,249	\$ 61,098

60

---

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

(Dollars in thousands)

Year Ended December 31, 2016	Banking	Factoring	Corporate	Consolidated
Total interest income	\$90,823	\$ 32,824	\$ 845	\$ 124,492
Intersegment interest allocations	4,583	(4,583 )	—	—
Total interest expense	9,872	—	2,262	12,134
Net interest income (expense)	85,534	28,241	(1,417 )	112,358
Provision for loan losses	6,239	454	—	6,693
Net interest income (expense) after provision	79,295	27,787	(1,417 )	105,665
Noninterest income	9,077	2,256	9,623	20,956
Noninterest expense	65,795	19,551	7,766	93,112
Operating income (loss)	\$22,577	\$ 10,492	\$ 440	\$ 33,509

Banking

(Dollars in thousands)

	Years Ended		2017 Compared to	
	December 31,		2016	
	2017	2016	\$	%
Banking			Change	Change
Total interest income	\$ 130,480	\$ 90,823	\$ 39,657	43.7 %
Intersegment interest allocations	8,023	4,583	3,440	75.1 %
Total interest expense	16,240	9,872	6,368	64.5 %
Net interest income (expense)	122,263	85,534	36,729	42.9 %
Provision for loan losses	9,310	6,239	3,071	49.2 %
Net interest income (expense) after provision	112,953	79,295	33,658	42.4 %
Noninterest income	14,336	9,077	5,259	57.9 %
Noninterest expense	90,632	65,795	24,837	37.7 %
Operating income (loss)	\$ 36,657	\$ 22,577	\$ 14,080	62.4 %

Our Banking segment's operating income increased \$14.1 million, or 62.4%.

Interest income increased primarily as a result of increases in the average balances of our interest earning assets, primarily loans, which was attributable to the continued growth of our community banking and commercial finance products, including equipment loans, asset-based loans, and premium finance loans. During the year ended December 31, 2017, we acquired \$267.0 million of loans and \$97.7 million of investment securities in our Banking segment as part of the Acquired Branches and Valley acquisitions. Average loans in our Banking segment increased 45.2% from \$1.483 billion for the year ended December 31, 2016 to \$2.154 billion for the year ended December 31, 2017.

Interest expense increased primarily as a result of growth in average customer deposits and other borrowings due to \$454.1 million of customer deposits assumed in the Valley and Acquired Branches acquisitions as well as a full-year impact of \$653.0 million of customer deposits assumed in the ColoEast acquisition. Excluding the acquired customer deposits, we also experienced growth in our certificates of deposit and brokered deposits as these higher cost deposit products were used to fund our growth period over period. In addition, our use of other interest bearing borrowings, consisting primarily of FHLB advances, was also increased to fund our growth.

The increase in the provision for loan losses in the year ended December 31, 2017 was primarily due to an increase in recorded net specific reserves and net charge-offs during 2017. We recorded net specific reserves of \$1.8 million and net charge-offs of \$4.6 million at our Banking segment during the year ended December 31, 2017 both of which were period over period increases compared to net specific reserves of \$1.7 million and net charge-offs of \$3.1 million recorded during the year ended December 31, 2016. The increase in the provision for loan losses was also driven by increased organic loan growth in our banking segment during the year ended December 31, 2017 compared to the loan growth during the year ended December 31, 2016. During the year ended December 31, 2017 outstanding loans in

our Banking segment, excluding the acquired portfolios, increased \$555.6 million from December 31, 2016. During the year ended December 31, 2016 outstanding loans in our Banking segment, excluding acquired portfolios, increased \$277.7 million from December 31, 2015. The higher increase in outstanding balances within the year ended December 31, 2017 contributes to an increased provision for loan losses compared to the year ended December 31, 2016.

Noninterest income increased primarily due to increases in customer-related fees such as service charges on deposits and debit and credit card fees, which was primarily a result of a full-year impact of the ColoEast acquisition as well as the Acquired Branches and Valley acquisitions. Additionally, insurance commissions increased from \$1.3 million for the year ended December 31, 2016 to \$3.0 million for the year ended December 31, 2017 due to an increase in customers which resulted in increased sales.

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Noninterest expense increased due to increased operating expenses in personnel, facilities and infrastructure to support the continued growth in our asset-based lending and equipment lending, including communications and technology expense associated with the recent investments we have made in our communications and technology infrastructure to further our movement toward a single operating platform, which positions us for future acquisitions and greater operating efficiencies. This includes incremental costs associated with the growth in our Banking segment personnel and infrastructure as a result of our acquisitions. In addition, increases due to merit increases for existing employees, higher health insurance benefit costs, incentive compensation, and 401(k) expense contributed to the increase.

Factoring

(Dollars in thousands)	Years Ended		2017 Compared to		
	December 31,		2016		
	2017	2016	\$	%	
Factoring			Change	Change	
Total interest income	\$45,346	\$32,824	\$12,522	38.1	%
Intersegment interest allocations	(8,023)	(4,583)	(3,440)	75.1	%
Total interest expense	—	—	—	—	
Net interest income (expense)	37,323	28,241	9,082	32.2	%
Provision for loan losses	2,227	454	1,773	390.5	%
Net interest income (expense) after provision	35,096	27,787	7,309	26.3	%
Noninterest income	2,737	2,256	481	21.3	%
Noninterest expense	22,641	19,551	3,090	15.8	%
Operating income (loss)	\$15,192	\$10,492	\$4,700	44.8	%

	As of and for the Year Ended			
	December 31,			
	2017	2016		
Factored receivable period end balance	\$346,293,000	\$212,784,000		
Yield on average receivable balance	17.05	% 17.74		%
Rolling twelve quarter annual charge-off rate	0.41	% 0.32		%
Factored receivables - transportation concentration	84	% 85		%
Interest income, including fees	\$45,346,000	\$32,824,000		
Noninterest income	2,737,000	2,256,000		
Factored receivable total revenue	48,083,000	35,080,000		
Average net funds employed	243,583,000	168,358,000		
Yield on average net funds employed	19.74	% 20.84		%
Accounts receivable purchased	\$2,765,678,000	\$1,827,791,000		
Number of invoices purchased	1,810,345	1,401,123		
Average invoice size	\$1,516	\$1,303		
Net new clients	716	330		

Our Factoring segment's operating income increased \$4.7 million, or 44.8%.

Our average invoice size increased 16.3% from \$1,303 for the year ended December 31, 2016 to \$1,516 for the year ended December 31, 2017, and the number of invoices purchased increased 29.2% period over period.

Net interest income increased \$9.1 million, or 32.2%, due to a 51.3% increase in accounts receivable purchased during the year ended December 31, 2017 compared to the year ended December 31, 2016. Accounts receivable purchases



are a function of the total number of invoices purchased and the average invoice price. For the year ended December 31, 2017, invoices purchased increased by 29.2% and average invoice price increased by 16.3%. The increase in accounts receivable purchased was the result of organic growth in our factored receivables operations and the resulting factored receivables portfolio.

The increase in the provision for loan losses was the result of higher growth in the ending balance of the factored receivables portfolio during the year ended December 31, 2017 compared to the same period in 2016. The ending balance of the factored receivables portfolio at our Factoring segment grew \$133.5 million during the year ended December 31, 2017 compared to ending balance growth of \$26.3 million during the prior year. The higher increase in factored receivable balances within the year ended December 31, 2017 contributes to a higher provision for loan losses compared to the year ended December 31, 2016.

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

The increase in noninterest expense was driven primarily by increased personnel, operating, and technology costs incurred as a result of growth in our factoring operations and the resulting factoring portfolio, particularly the increase in the number of clients and number of invoices processed period over period. The increase in noninterest income was also the result of continued growth in the client portfolio.

Corporate

(Dollars in thousands)	Years Ended		2017 Compared to	
	December 31,		2016	
	2017	2016	\$	%
Corporate			Change	Change
Total interest income	\$1,398	\$845	\$553	65.4 %
Intersegment interest allocations	—	—	—	—
Total interest expense	5,300	2,262	3,038	134.3 %
Net interest income (expense)	(3,902 )	(1,417 )	(2,485 )	175.4 %
Provision for loan losses	91	—	91	100.0 %
Net interest income (expense) after provision	(3,993 )	(1,417 )	(2,576 )	181.8 %
Gain on sale of subsidiary or division	20,860	—	20,860	100.0 %
Other noninterest income	2,723	9,623	(6,900 )	(71.7 %)
Noninterest expense	10,341	7,766	2,575	33.2 %
Operating income (loss)	\$9,249	\$440	\$8,809	2002.0 %

The Corporate segment's operating income increased primarily due to the net impact of the TCA sale transaction recorded during the year ended December 31, 2017. As TCA was a wholly owned subsidiary of our parent company, the \$20.9 million gain on sale of TCA was reported as noninterest income and the \$5.1 million of bonus expense and transaction related costs associated with the TCA sale were reported as noninterest expense in the Corporate segment. Excluding the impact of the TCA sale, the Corporate segment reported an adjusted operating loss of \$6.6 million for the year ended December 31, 2017 compared to operating income of \$0.4 million for year ended December 31, 2016. This variance in adjusted operating results reflects an increase in interest expense due to a full year of interest expense in 2017 related to the subordinated notes issued on September 30, 2016. It also reflects a decrease in other noninterest income primarily due to decreased earnings associated with the Corporate segment's equity investments in CLO warehouse entities and asset management activities.

Financial Condition

Assets

Total assets were \$4.560 billion at December 31, 2018, compared to \$3.499 billion at December 31, 2017, an increase of \$1.061 billion, the components of which are discussed below.

Loan Portfolio

Loans held for investment were \$3.609 billion at December 31, 2018, compared with \$2.811 billion at December 31, 2017.

As part of the ICC acquisition on June 2, 2018, we acquired factored receivables with a fair value of \$131.0 million. As part of the FBD and SCC acquisitions effective September 8, 2018, we acquired loans with a fair value of \$287.8 million. The following table provides the acquired loans by loan portfolio category as of the respective acquisition dates:

(Dollars in thousands)	Acquisition Date Fair Value			Total
	ICC	FBD	SCC	

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Commercial real estate	\$—	\$141,787	\$12,094	\$153,881
Construction, land development, land	—	17,030	5,229	22,259
1-4 family residential properties	—	59,303	10,180	69,483
Farmland	—	5,709	1,207	6,916
Commercial	—	27,145	2,121	29,266
Factored receivables	131,017	—	—	131,017
Consumer	—	5,410	623	6,033
Mortgage warehouse	—	—	—	—
	\$131,017	\$256,384	\$31,454	\$418,855

63

---

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

The following table shows the recorded investment of our loans by portfolio categories as of the dates indicated:

(Dollars in thousands)	December 31, 2018			December 31, 2017			\$ Change	% Change
		% of Total			% of Total			
Commercial real estate	\$992,080	27 %	\$745,893	27 %	\$246,187	33.0 %		
Construction, land development, land	179,591	5 %	134,812	5 %	44,779	33.2 %		
1-4 family residential properties	190,185	5 %	125,827	4 %	64,358	51.1 %		
Farmland	170,540	5 %	180,141	6 %	(9,601 )	(5.3 %)		
Commercial	1,114,971	31 %	920,812	33 %	194,159	21.1 %		
Factored receivables	617,791	17 %	374,410	13 %	243,381	65.0 %		
Consumer	29,822	1 %	31,131	1 %	(1,309 )	(4.2 %)		
Mortgage warehouse	313,664	9 %	297,830	11 %	15,834	5.3 %		
Total loans	\$3,608,644	100 %	\$2,810,856	100 %	\$797,788	28.4 %		

(Dollars in thousands)	December 31, 2016			December 31, 2015			December 31, 2014		
		% of Total			% of Total			% of Total	
Commercial real estate	\$442,237	22 %	\$291,819	23 %	\$249,164	25 %			
Construction, land development, land	109,812	5 %	43,876	3 %	42,914	4 %			
1-4 family residential properties	104,974	5 %	78,244	6 %	78,738	8 %			
Farmland	141,615	7 %	33,573	3 %	22,496	2 %			
Commercial	778,643	39 %	495,356	38 %	364,567	37 %			
Factored receivables	238,198	12 %	215,088	17 %	180,910	18 %			
Consumer	29,764	1 %	13,050	1 %	11,941	1 %			
Mortgage warehouse	182,381	9 %	120,879	9 %	55,148	5 %			
Total loans	\$2,027,624	100 %	\$1,291,885	100 %	\$1,005,878	100 %			

**Commercial Real Estate Loans.** Our commercial real estate loans increased \$246.2 million, or 33.0%, due primarily to \$153.9 million of commercial real estate loans acquired from FBD and SCC. The remaining increase is a result of organic loan growth. We continue to allocate internal resources to focus on and source additional commercial real estate opportunities on a nationwide basis.

**Construction and Development Loans.** Our construction and development loans increased \$44.8 million, or 33.2%, due primarily to new loan origination activity during 2018 and \$22.3 million of construction and development loans acquired from FBD and SCC.

**Residential Real Estate Loans.** Our one-to-four family residential loans increased \$64.4 million, or 51.1%, due primarily to \$69.5 million of residential real estate loans acquired from FBD and SCC partially offset by paydowns during 2018.

**Farmland Loans.** Our farmland loans decreased \$9.6 million, or 5.3%, due to paydowns that outpaced new loan origination activity for the period. The decrease was partially offset by \$6.9 million of farmland loans acquired from FBD and SCC.

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Commercial Loans. Our commercial loans held for investment increased \$194.2 million, or 21.1%, primarily due to growth in equipment finance loans, premium finance loans and to a lesser extent, asset based loans as we continue to execute on our growth strategy for such products. In addition, our other commercial lending products, comprised primarily of general commercial loans originated in our community banking markets, increased \$72.6 million, or 27.8%, as a result of organic growth and \$29.3 million of commercial loans acquired from FBD and SCC.

The following table shows our commercial loans:

(Dollars in thousands)	December 31, 2018	December 31, 2017	\$ Change	% Change	
<b>Commercial</b>					
Equipment	\$352,037	\$254,119	\$97,918	38.5	%
Asset-based lending (general)	214,110	213,471	639	0.3	%
Premium finance	72,302	55,520	16,782	30.2	%
Agriculture	142,881	136,649	6,232	4.6	%
Other commercial lending	333,641	261,053	72,588	27.8	%
<b>Total commercial loans</b>	<b>\$1,114,971</b>	<b>\$920,812</b>	<b>\$194,159</b>	<b>21.1</b>	<b>%</b>

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

**Factored Receivables.** Our factored receivables increased \$243.4 million, or 65.0%, primarily due to the ICC acquisition which has allowed us to increase the size of our factored receivables operations. We continue to execute on our growth strategy for this product at Triumph Business Capital, our factoring subsidiary, as well as through growth in factored receivables purchased under our Triumph Commercial Finance brand.

**Consumer Loans.** Our consumer loans decreased \$1.3 million, or 4.2%, due primarily to paydowns in excess of new loan origination activity during the period offset by \$6.0 million of consumer loans acquired from FBD and SCC.

**Mortgage Warehouse.** Our mortgage warehouse facilities increased \$15.8 million, or 5.3%, due to higher utilization of our clients' mortgage warehouse facilities during the period. Client utilization of mortgage warehouse facilities can experience significant fluctuation on a day-to-day basis given mortgage origination market conditions. Our average mortgage warehouse lending balance was \$242.9 million for the year ended December 31, 2018 compared to \$152.9 million for the year ended December 31, 2017.

The following table sets forth the contractual maturities, including scheduled principal repayments, of our loan portfolio and the distribution between fixed and floating interest rate loans:

	December 31, 2018			Total
	One Year or Less	After One but within Five Years	After Five Years	
(Dollars in thousands)				
Commercial real estate	\$ 123,852	\$ 608,893	\$ 259,335	\$ 992,080
Construction, land development, land	68,870	62,657	48,064	179,591
1-4 family residential properties	16,390	48,400	125,395	190,185
Farmland	15,064	63,257	92,219	170,540
Commercial	421,805	619,895	73,271	1,114,971
Factored receivables	617,791	—	—	617,791
Consumer	4,146	14,251	11,425	29,822
Mortgage warehouse	313,664	—	—	313,664
	\$ 1,581,582	\$ 1,417,353	\$ 609,709	\$ 3,608,644

Sensitivity of loans to changes in interest rates:

Predetermined (fixed) interest rates	\$ 937,742	\$ 169,440
Floating interest rates	479,611	440,269
Total	\$ 1,417,353	\$ 609,709

As of December 31, 2018, most of the Company's non-factoring business activity is with customers located within certain states. The states of Texas (24%), Colorado (27%), Illinois (15%), and Iowa (7%) make up 73% of the Company's gross loans, excluding factored receivables. Therefore, the Company's exposure to credit risk is affected by changes in the economies in these states. At December 31, 2017, the states of Texas (24%), Colorado (26%), Illinois (17%) and Iowa (7%) made up 74% of the Company's gross loans, excluding factored receivables.

Further, a majority (79%) of our factored receivables, representing approximately 14% of our total loan portfolio as of December 31, 2018, are receivables purchased from trucking fleets, owner-operators and freight brokers in the transportation industry. Although such concentration may cause our future income with respect to our factoring operations to be correlated with demand for the transportation industry in the United States generally, and

small-to-mid-sized operators in such industry specifically, we feel the credit risk with respect to our outstanding portfolio is appropriately mitigated as we limit the amount of receivables acquired from individual debtors and creditors thereby achieving diversification across a number of companies and industries. At December 31, 2017, 77% of our factored receivables, representing approximately 10% of our total loan portfolio, were receivables purchased from trucking fleets, owner-operators and freight brokers in the transportation industry.

#### Nonperforming Assets

We have established procedures to assist us in maintaining the overall quality of our loan portfolio. In addition, we have adopted underwriting guidelines to be followed by our lending officers and require senior management review of proposed extensions of credit exceeding certain thresholds. When delinquencies exist, we monitor them for any negative or adverse trends. Our loan review procedures include approval of lending policies and underwriting guidelines by the Board of Directors of our bank subsidiary, independent loan review, approval of large credit relationships by our bank subsidiary's Management Loan Committee and loan quality documentation procedures. We, like other financial institutions, are subject to the risk that our loan portfolio will be subject to increasing pressures from deteriorating borrower credit due to general economic conditions.

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

The following table sets forth the allocation of our nonperforming assets among our different asset categories as of the dates indicated. We classify nonperforming assets as nonperforming loans, OREO, other repossessed assets and nonaccrual loans included in assets held for sale. Nonperforming loans consist of nonaccrual loans (including nonaccrual PCI loans), troubled debt restructurings (“TDRs”), and factored receivables greater than 90 days past due. The balances of nonperforming loans reflect the recorded investment in these assets, including deductions for purchase discounts.

(Dollars in thousands)	December 31, 2018	December 31, 2017		
<b>Nonperforming loans:</b>				
Commercial real estate	\$ 7,096	\$ 1,012		
Construction, land development, land	91	136		
1-4 family residential properties	1,672	2,638		
Farmland	4,059	4,182		
Commercial	17,104	26,592		
Factored receivables	2,152	1,454		
Consumer	355	384		
Mortgage Warehouse	—	—		
Purchased credit impaired	3,525	2,333		
<b>Total nonperforming loans</b>	<b>36,054</b>	<b>38,731</b>		
Other real estate owned, net	2,060	9,191		
Other repossessed assets	165	320		
Assets held for sale	—	245		
<b>Total nonperforming assets</b>	<b>\$ 38,279</b>	<b>\$ 48,487</b>		
Nonperforming assets to total assets	0.84	%	1.39	%
Nonperforming loans to total loans held for investment	1.00	%	1.38	%
Total past due loans to total loans held for investment	2.41	%	2.33	%

Nonperforming loans, including nonaccrual PCI loans, decreased \$2.7 million, or 6.9%, primarily due to improvement of credit quality within our commercial lending portfolio that reflects a \$5.8 million commercial loan that was paid off from the proceeds of the sale of the collateral to a third party buyer. The purchase was financed with a significant equity investment as well as financing from TBK Bank. The decrease in nonperforming commercial loans also reflects a charge-off of \$4.8 million on a single nonaccrual asset based lending relationship during the period. The decrease in nonperforming commercial loans was partially offset by the addition of a \$5.2 million nonperforming commercial real estate relationship carrying a 90% government guarantee and secured by an assisted living facility. The remaining activity in nonperforming loans was also impacted by additions and removals of smaller credits to and from nonperforming loans.

OREO decreased \$7.1 million, or 77.6%, primarily due to the sale of OREO properties during 2018 resulting in total proceeds of \$8.5 million and an insignificant total gain on sale. The decrease driven by the sale of OREO properties was partially offset by the addition of individually insignificant OREO properties as well as valuation adjustments made throughout the year.

As a result of the above activity, the ratio of nonperforming loans to total loans held for investment decreased to 1.00% at December 31, 2018 compared to 1.38% at December 31, 2017, and our ratio of nonperforming assets to total assets decreased to 0.84% at December 31, 2018 compared to 1.39% at December 31, 2017.



Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Past due loans to total loans held for investment increased to 2.41% at December 31, 2018 compared to 2.33% at December 31, 2017, primarily due to an increase in factored receivables 30 to 89 days past due.

The following table presents nonperforming and past due loans for the periods indicated:

(Dollars in thousands)	December 31,				
	2018	2017	2016	2015	2014
Nonaccrual loans	\$30,785	\$32,149	\$38,030	\$10,094	\$16,027
Factored receivables greater than 90 days past due	2,152	1,454	2,153	1,931	651
Troubled debt restructurings accruing interest	3,117	5,128	5,123	1,330	—
Total nonperforming loans	\$36,054	\$38,731	\$45,306	\$13,355	\$16,678
Total loans greater than 90 days past due accruing interest	\$3,559	\$1,664	\$3,621	\$1,940	\$700

66

Potential problem loans consist of loans that are performing in accordance with contractual terms but for which management has concerns about the ability of an obligor to continue to comply with repayment terms because of the obligor's potential operating or financial difficulties. Management monitors these loans and reviews their performance on a regular basis. Potential problem loans contain potential weaknesses that could improve, persist or further deteriorate. At December 31, 2018, we had \$7.5 million in loans of this type which are not included in any of the nonperforming loan categories. All of the loans identified as potential problem loans at December 31, 2018 were graded as "substandard".

#### Analysis of the Allowance for Loan and Lease Losses

The ALLL is a valuation allowance for probable incurred credit losses. Loan losses are charged against the ALLL when management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the ALLL. Management estimates the ALLL balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions and other factors. Allocations of the ALLL may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged-off.

In addition, the product types associated with fluctuations within the loan portfolio also contribute to the allowance allocation, as different loan products require different levels of ALLL based upon their credit risk characteristics. Loan loss valuation allowances are recorded on specific at-risk balances, typically consisting of impaired loans and factored invoices greater than 90 days past due with negative cash reserves.

Under accounting standards for business combinations, acquired loans are recorded at fair value on the date of acquisition. This fair value adjustment eliminates any of the seller's ALLL associated with such loans as of the purchase date as any credit exposure associated with such loans is incorporated into the fair value adjustment. A provision for loan losses is recorded for the emergence of new incurred and estimable losses on acquired loans after the acquisition date in excess of the recorded discount.

The following table sets forth the ALLL by category of loan:

	December 31, 2018			December 31, 2017		
	Allocated	% of	ALLL	Allocated	% of	ALLL
(Dollars in thousands)	Allowance	Portfolio	Loans	Allowance	Portfolio	Loans
Commercial real estate	\$4,493	27 %	0.45 %	\$3,435	27 %	0.46 %
Construction, land development, land	1,134	5 %	0.63 %	883	5 %	0.65 %
1-4 family residential properties	317	5 %	0.17 %	293	4 %	0.23 %
Farmland	535	5 %	0.31 %	310	6 %	0.17 %
Commercial	12,865	31 %	1.15 %	8,150	33 %	0.89 %
Factored receivables	7,299	17 %	1.18 %	4,597	13 %	1.23 %
Consumer	615	1 %	2.06 %	783	1 %	2.52 %
Mortgage warehouse	313	9 %	0.10 %	297	11 %	0.10 %
Total loans	\$27,571	100 %	0.76 %	\$18,748	100 %	0.67 %

(Dollars in thousands)	December 31, 2016		December 31, 2015		December 31, 2014	
	Allocated	% of	Allocated	% of	Allocated	% of
	Loan	ALLL	Loan	ALLL	Loan	ALLL
		to		to		to

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

	Allowance	Portfolio	Loans	Allowance	Portfolio	Loans	Allowance	Portfolio	Loans
Commercial real estate	\$1,813	22	% 0.41 %	\$1,489	23	% 0.51 %	\$533	25	% 0.21 %
Construction, land development, land	465	5	% 0.42 %	367	3	% 0.84 %	333	4	% 0.78 %
1-4 family residential properties	253	5	% 0.24 %	274	6	% 0.35 %	215	8	% 0.27 %
Farmland	170	7	% 0.12 %	134	3	% 0.40 %	19	2	% 0.08 %
Commercial	8,014	39	% 1.03 %	5,276	38	% 1.07 %	4,003	37	% 1.10 %
Factored receivables	4,088	12	% 1.72 %	4,509	17	% 2.10 %	3,462	18	% 1.91 %
Consumer	420	1	% 1.41 %	216	1	% 1.66 %	140	1	% 1.17 %
Mortgage warehouse	182	9	% 0.10 %	302	9	% 0.25 %	138	5	% 0.25 %
Total loans	\$15,405	100	% 0.76 %	\$12,567	100	% 0.97 %	\$8,843	100	% 0.88 %

The ALLL increased \$8.8 million, or 47.1%, which was driven by \$7.3 million of net charge-offs (which carried a reserve of \$1.7 million at the time of charge-off), \$3.7 million of net new specific allowances recorded on impaired loans and growth in the underlying portfolio during the year ended December 31, 2018.

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

The following table presents the unpaid principal and recorded investment for loans at December 31, 2018. The difference between the unpaid principal balance and recorded investment is principally (1) premiums and discounts associated with acquisition date fair value adjustments on acquired loans (both PCI and non-PCI) totaling \$19.5 million and (2) net deferred origination and factoring fees totaling \$2.6 million. The net difference can provide protection from credit loss in addition to the ALLL as future potential charge-offs for an individual loan is limited to the recorded investment plus unpaid accrued interest.

(Dollars in thousands)	Recorded	Unpaid	
December 31, 2018	Investment	Principal	Difference
Commercial real estate	\$992,080	\$999,887	\$(7,807 )
Construction, land development, land	179,591	183,664	(4,073 )
1-4 family residential properties	190,185	191,852	(1,667 )
Farmland	170,540	173,583	(3,043 )
Commercial	1,114,971	1,118,028	(3,057 )
Factored receivables	617,791	620,103	(2,312 )
Consumer	29,822	29,956	(134 )
Mortgage warehouse	313,664	313,664	—
	\$3,608,644	\$3,630,737	\$(22,093 )

At December 31, 2018 and 2017, we had \$58.6 million and \$32.5 million, respectively, of customer reserves associated with factored receivables. These amounts represent customer reserves held to settle any payment disputes or collection shortfalls, may be used to pay customers' obligations to various third parties as directed by the customer, are periodically released to or withdrawn by customers, and are reported as deposits on our consolidated balance sheets.

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

The following table provides an analysis of the provisions for loan losses, net charge-offs and recoveries, and the effects of those items on our ALLL:

(Dollars in thousands)	Years Ended December 31,				
	2018	2017	2016	2015	2014
Balance at beginning of period	\$18,748	\$15,405	\$12,567	\$8,843	\$3,645
Loans charged-off:					
Commercial real estate	(90 )	(259 )	(5 )	(152 )	(18 )
Construction, land development, land	(59 )	(582 )	—	—	(100 )
1-4 family residential properties	(17 )	(31 )	(84 )	(205 )	(409 )
Farmland	(200 )	—	—	—	—
Commercial	(5,855 )	(4,875 )	(3,643 )	(145 )	(13 )
Factored receivables	(1,224 )	(1,667 )	(856 )	(540 )	(419 )
Consumer	(989 )	(1,004 )	(564 )	(347 )	(393 )
Mortgage warehouse	—	—	—	—	—
Total loans charged-off	\$(8,434 )	\$(8,418 )	\$(5,152 )	\$(1,389 )	\$(1,352 )
Recoveries of loans charged-off:					
Commercial real estate	\$104	\$59	\$16	\$53	\$4
Construction, land development, land	17	175	6	—	13
1-4 family residential properties	18	47	85	204	108
Farmland	—	—	—	—	—
Commercial	518	1,329	991	43	219
Factored receivables	69	118	120	79	68
Consumer	364	508	79	205	280
Mortgage warehouse	—	—	—	—	—
Total loans recoveries	\$1,090	\$2,236	\$1,297	\$584	\$692
Net loans charged-off	\$(7,344 )	\$(6,182 )	\$(3,855 )	\$(805 )	\$(660 )
Provision for (reversal of) loan losses:					
Commercial real estate	\$1,044	\$1,822	\$313	\$1,055	\$199
Construction, land development, land	293	825	92	34	310
1-4 family residential properties	23	24	(22 )	60	416
Farmland	425	140	36	115	12
Commercial	10,052	5,785	5,390	1,375	2,652
Factored receivables	3,857	2,058	315	1,508	1,971
Consumer	457	859	689	218	204
Mortgage warehouse	16	115	(120 )	164	94
Total provision for (reversal of) loan losses	\$16,167	\$11,628	\$6,693	\$4,529	\$5,858
Allowance transferred to assets held for sale	—	(2,103 )	—	—	—
Balance at end of period	\$27,571	\$18,748	\$15,405	\$12,567	\$8,843
Average total loans held for investment	\$3,130,731	\$2,235,481	\$1,549,788	\$1,106,489	\$942,144
Net charge-offs to average total loans held for investment	0.23	% 0.28	% 0.25	% 0.07	% 0.07
Allowance to total loans held for investment	0.76	% 0.67	% 0.76	% 0.97	% 0.88

Net loans charged off increased \$1.2 million, or 18.8%, primarily due to the aforementioned \$4.8 million charge-off on a single asset based lending relationship during the year ended December 31, 2018. This was partially offset by a \$2.7 million charge-off of an individual healthcare finance relationship during the year ended December 31, 2017.

Remaining charge-off and recovery activity during the periods was insignificant individually and in the aggregate.

69

---

## Assets Held for Sale; Including Loans Held for Sale

On January 19, 2018, we entered into an agreement to sell the assets (the “Disposal Group”) of Triumph Healthcare Finance (“THF”) and exit the healthcare asset-based lending line of business. The decision to sell THF was made prior to the end of the fourth quarter, and at December 31, 2017, the fair value of the Disposal Group exceeded its carrying amount. As a result of this decision, the carrying amount of the Disposal Group, including loans with a recorded balance of \$68.7 million, net of an allowance for loan and lease losses of \$2.1 million, was transferred to assets held for sale. Refer to Note 2 – Business Combinations and Divestitures in the accompanying notes to the consolidated financial statements included elsewhere in this report for more information.

At December 31, 2018 we held \$2.1 million of loans held for sale consisting entirely of originated residential mortgages. Mortgage loan sales and the resulting gains on such sales were negligible during the year ended December 31, 2018. We did not retain the servicing rights on such sales. At December 31, 2017 we held no originated residential mortgage loans held for sale and there were no sales of originated residential mortgages for the year then ended.

## Securities

The following table sets forth the composition of our securities portfolio by type:

(Dollars in thousands)	December 31, 2018		December 31, 2017		December 31, 2016	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<b>Available for sale securities:</b>						
U.S. Government agency obligations	93,500	92,648	110,531	109,890	180,945	180,942
U.S. Treasury notes	1,956	1,932	1,940	1,934	—	—
Mortgage-backed securities, residential	39,971	39,736	33,537	33,663	24,710	24,990
Asset backed securities	10,165	10,145	11,883	11,845	13,031	12,902
State and municipal	118,826	118,451	74,684	74,391	27,339	26,637
Corporate bonds	68,804	68,787	15,271	15,320	27,287	27,390
SBA pooled securities	4,766	4,724	3,535	3,560	156	157
<b>Total available for sale securities</b>	<b>\$337,988</b>	<b>\$336,423</b>	<b>\$251,381</b>	<b>\$250,603</b>	<b>\$273,468</b>	<b>\$273,018</b>
<b>Held to maturity securities:</b>						
CLO securities	\$8,487	\$7,326	\$8,557	\$7,527	\$29,352	\$30,821
<b>Equity securities:</b>						
Mutual fund		\$5,044		\$5,006		\$2,011

As of December 31, 2018, we held securities classified as available for sale with a fair value of \$336.4 million, an increase of \$85.8 million from \$250.6 million at December 31, 2017. The increase is attributable to the acquisition of \$270.7 million of securities available for sale from FBD and SCC. This increase was offset by the sale of \$122.7 million of securities during the year ended December 31, 2018 which were primarily made up of municipal securities acquired as part of the FBD, SCC and Valley acquisitions. Our available for sale securities can be used for pledging to secure FHLB borrowings and public deposits, or can be sold to meet liquidity needs.

As of December 31, 2018, we held securities classified as held to maturity with an amortized cost of \$8.5 million, a decrease of \$0.1 million from \$8.6 million at December 31, 2017. These held to maturity securities represent a minority investment in the unrated subordinated notes of CLOs managed by Trinitas Capital Management.

As of December 31, 2018 and 2017, we held equity securities with a fair value of \$5.0 million. These securities represent investments in a publicly traded Community Reinvestment Act mutual fund and are subject to market pricing volatility. As a result of our adoption of ASU 2016-01, Financial Instruments, on January 1, 2018, equity

securities were reclassified from securities available for sale for all periods presented.

70

---



Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

The following tables set forth the amortized cost and average yield of our securities, by type and contractual maturity:

(Dollars in thousands)	Maturity as of December 31, 2018									
	1 Year or Less		1 to 5 Years		5 to 10 Years		Over 10 Years		Total	
	Amortized Cost	Average Yield	Amortized Cost	Average Yield	Amortized Cost	Average Yield	Amortized Cost	Average Yield	Amortized Cost	Average Yield
U.S. Government agency obligations	\$50,781	1.51 %	\$42,719	1.85 %	\$—	—	\$—	—	\$93,500	1.66 %
U.S. Treasury notes	—	—	1,956	2.01 %	—	—	—	—	1,956	2.01 %
Mortgage-backed securities, residential	46	11.60 %	3,027	2.05 %	5,569	2.29 %	31,329	3.16 %	39,971	2.97 %
Asset backed securities	—	—	2,156	3.07 %	5,494	2.76 %	2,515	3.82 %	10,165	3.09 %
State and municipal	39,708	2.13 %	36,305	2.46 %	33,653	2.04 %	9,160	1.75 %	118,826	2.18 %
Corporate bonds	7,438	3.11 %	61,092	3.62 %	—	—	274	5.13 %	68,804	3.57 %
SBA pooled securities	—	—	31	4.70 %	53	4.28 %	4,682	4.46 %	4,766	4.46 %
Total securities available for sale	\$97,973	1.88 %	\$147,286	2.76 %	\$44,769	2.16 %	\$47,960	3.08 %	\$337,988	2.47 %
Securities held-to-maturity	\$—	—	\$—	—	\$6,648	11.87 %	\$1,839	11.08 %	\$8,487	11.70 %
Liabilities										

Total liabilities were \$3.923 billion as of December 31, 2018, compared to \$3.107 billion at December 31, 2017, an increase of \$816 million, the components of which are discussed below.

### Deposits

Our total deposits were \$3.450 billion as of December 31, 2018, compared to \$2.621 billion as of December 31, 2017, an increase of \$829.0 million. This increase was primarily attributable to the addition of \$674.7 million of deposits as a result of the FBD and SCC acquisitions. The increase in deposits was also due in part to growth in several of our deposit products offset by an intentional reduction in our reliance on the use of public funds during the period. As of December 31, 2018, interest bearing demand deposits, noninterest bearing deposits, money market deposits and savings deposits accounted for 62% of our total deposits, while individual retirement accounts, certificates of deposit, and brokered deposits made up 38% of total deposits. See Note 9 – Deposits in the accompanying notes to consolidated financial statements included elsewhere in this report for details of our deposit balances as of December 31, 2018 and 2017.

The following table summarizes our average deposit balances and weighted average rates:

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

(Dollars in thousands)	Year Ended December 31, 2018			Year Ended December 31, 2017			Year Ended December 31, 2016		
	Average Balance	Average Rates	% of Total	Average Balance	Average Rates	% of Total	Average Balance	Average Rates	% of Total
Interest bearing demand	\$451,327	0.23 %	16 %	\$331,023	0.16 %	16 %	\$269,635	0.10 %	17 %
Individual retirement accounts	108,170	1.25 %	4 %	100,731	1.21 %	5 %	78,979	1.17 %	5 %
Money market	318,927	0.82 %	11 %	209,229	0.24 %	10 %	156,637	0.21 %	10 %
Savings	281,995	0.10 %	10 %	175,821	0.06 %	8 %	116,928	0.05 %	8 %
Certificates of deposit	809,321	1.48 %	28 %	782,384	1.19 %	37 %	640,490	1.09 %	41 %
Brokered deposits	291,776	1.99 %	10 %	87,395	1.59 %	4 %	52,816	1.04 %	3 %
Total interest bearing deposits	2,261,516	1.02 %	79 %	1,686,583	0.78 %	80 %	1,315,485	0.70 %	84 %
Noninterest bearing demand	605,863	—	21 %	408,729	—	20 %	243,349	—	16 %
Total deposits	\$2,867,379	0.80 %	100 %	\$2,095,312	0.62 %	100 %	\$1,558,834	0.59 %	100 %

The following table provides information on the maturity distribution of time deposits with individual balances of \$100,000 to \$250,000 and of time deposits with individual balances of \$250,000 or more as of December 31, 2018:

(Dollars in thousands)	\$100,000 to \$250,000		Over \$250,000	Total
	\$100,000 to \$250,000	\$250,000		
Maturity				
3 months or less	\$77,527	\$30,206	\$107,733	
Over 3 through 6 months	66,311	40,192	106,503	
Over 6 through 12 months	148,655	69,122	217,777	
Over 12 months	111,745	47,603	159,348	
	\$404,238	\$187,123	\$591,361	

## Other Borrowings

## Customer Repurchase Agreements

The following table provides a summary of our customer repurchase agreements as of and for the years ended December 31, 2018, 2017, and 2016:

	December 31, 2018	December 31, 2017	December 31, 2016
(Dollars in thousands)			
Amount outstanding at end of the year	\$ 4,485	\$ 11,488	\$ 10,490
Weighted average interest rate at end of the year	0.01 %	0.02 %	0.02 %
Average daily balance during the year	\$ 8,648	\$ 12,906	\$ 11,984
Weighted average interest rate during the year	0.02 %	0.02 %	0.02 %
Maximum month-end balance during the year	\$ 13,844	\$ 21,041	\$ 15,329

Our customer repurchase agreements generally have overnight maturities. Variances in these balances are attributable to normal customer behavior and seasonal factors affecting their liquidity positions

## FHLB Advances

As part of our overall funding and liquidity management program, from time to time we borrow from the Federal Home Loan Bank. The following table provides a summary of our FHLB borrowings as of and for the years ended December 31, 2018, 2017, and 2016:

	December 31, 2018	December 31, 2017	December 31, 2016
(Dollars in thousands)			
Amount outstanding at end of the year	\$ 330,000	\$ 365,000	\$ 230,000
Weighted average interest rate at end of the year	2.52 %	1.39 %	0.58 %
Average daily balance during the year	\$ 345,388	\$ 300,451	\$ 174,784
Weighted average interest rate during the year	1.96 %	1.05 %	0.41 %
Maximum month-end balance during the year	\$ 455,000	\$ 385,000	\$ 291,000

Our FHLB advances are collateralized by assets, including a blanket pledge of certain loans. Of the FHLB borrowings outstanding as of December 31, 2018, \$300.0 million were short term borrowings maturing within one year and \$30.0 million were long term borrowings maturing after five years. As of December 31, 2018 and 2017, we had \$516.4 million and \$231.2 million, respectively, in unused and available advances from the FHLB. The increase in our total borrowing capacity from December 31, 2017 to December 31, 2018 was primarily the result of the addition of the loan portfolios acquired during the year ended December 31, 2018.

## Subordinated Notes

On September 30, 2016, we issued \$50.0 million of Fixed-to-Floating Rate Subordinated Notes due 2026 (the "Notes"). The Notes initially bear interest at 6.50% per annum, are payable semi-annually in arrears, to, but excluding, September 30, 2021, and, thereafter and to, but excluding, the maturity date or earlier redemption, interest shall be payable quarterly in arrears, at an annual floating rate equal to three-month LIBOR as determined for the applicable quarterly period, plus 5.345%. We may, at our option, beginning on September 30, 2021 and on any scheduled interest payment date thereafter, redeem the Notes, in whole or in part, at a redemption price equal to 100% of the principal

amount of the Notes to be redeemed plus accrued and unpaid interest to, but excluding, the date of redemption.

The Notes are included on our consolidated balance sheet as liabilities; however, for regulatory purposes, the carrying value of these obligations is eligible for inclusion in Tier 2 regulatory capital.

Issuance costs related to the Notes totaled \$1.3 million, including an underwriting discount of 1.5%, or \$0.8 million, and have been netted against the subordinated notes liability on the consolidated balance sheets. The underwriting discount and other debt issuance costs are being amortized using the effective interest method over the life of the Notes as a component of interest expense. The carrying value of the Notes totaled \$48.9 million at December 31, 2018.

## Junior Subordinated Debentures

The following provides a summary of our junior subordinated debentures as of December 31, 2018:

(Dollars in thousands)	Face Value	Carrying Value	Maturity Date	Variable Interest Rate	Interest Rate At December 31, 2018
National Bancshares Capital Trust II	\$ 15,464	\$ 12,975	September 2033	LIBOR + 3.00%	5.79%
National Bancshares Capital Trust III	17,526	12,576	July 2036	LIBOR + 1.64%	4.08%
ColoEast Capital Trust I	5,155	3,478	September 2035	LIBOR + 1.60%	4.40%
ColoEast Capital Trust II	6,700	4,554	March 2037	LIBOR + 1.79%	4.59%
Valley Bancorp Statutory Trust I	3,093	2,855	September 2032	LIBOR + 3.40%	6.22%
Valley Bancorp Statutory Trust II	3,093	2,645	July 2034	LIBOR + 2.75%	5.54%
	\$51,031	\$39,083			

These debentures are unsecured obligations and were issued to trusts that are unconsolidated subsidiaries. The trusts in turn issued trust preferred securities with identical payment terms to unrelated investors. The debentures may be called by the Company at par plus any accrued but unpaid interest; however, we have no current plans to redeem them prior to maturity. Interest on the debentures is calculated quarterly, based on a rate equal to three month LIBOR plus a weighted average spread of 2.24%. As part of the purchase accounting adjustments made with the National Bancshares, Inc. acquisition on October 15, 2013, the ColoEast acquisition on August 1, 2016, and the Valley acquisition on December 9, 2017, we adjusted the carrying value of the junior subordinated debentures to fair value as of the respective acquisition dates. The discount on the debentures will continue to be amortized through maturity and recognized as a component of interest expense.

The debentures are included on our consolidated balance sheet as liabilities; however, for regulatory purposes, these obligations are eligible for inclusion in regulatory capital, subject to certain limitations. All of the carrying value of \$39.1 million was allowed in the calculation of Tier I capital as of December 31, 2018.

## Capital Resources and Liquidity Management

## Capital Resources

Our stockholders' equity totaled \$636.6 million as of December 31, 2018, an increase of \$244.9 million from \$391.7 million as of December 31, 2017. Stockholders' equity increased during this period primarily due to \$192.1 million of net proceeds from the April 12, 2018 common stock offering previously discussed, and net income for the period of \$51.7 million. Offsetting this increase were dividends paid of \$0.6 million on our preferred stock.

## Liquidity Management

We define liquidity as our ability to generate sufficient cash to fund current loan demand, deposit withdrawals, or other cash demands and disbursement needs, and otherwise to operate on an ongoing basis.

We manage liquidity at the holding company level as well as that of our bank subsidiary. The management of liquidity at both levels is critical, because the holding company and our bank subsidiary have different funding needs and sources, and each are subject to regulatory guidelines and requirements which require minimum levels of liquidity. We believe that our liquidity ratios meet or exceed those guidelines and our present position is adequate to meet our current and future liquidity needs.

Our liquidity requirements are met primarily through cash flow from operations, receipt of pre-paid and maturing balances in our loan and investment portfolios, debt financing and increases in customer deposits. Our liquidity

position is supported by management of liquid assets and liabilities and access to other sources of funds. Liquid assets include cash, interest earning deposits in banks, federal funds sold, securities available for sale and maturing or prepaying balances in our investment and loan portfolios. Liquid liabilities include core deposits, federal funds purchased, securities sold under repurchase agreements and other borrowings. Other sources of funds include the sale of loans, brokered deposits, the issuance of additional collateralized borrowings such as FHLB advances, the issuance of debt securities and the issuance of common securities. For additional information regarding our operating, investing and financing cash flows, see the Consolidated Statements of Cash Flows provided in our consolidated financial statements.

In addition to the liquidity provided by the sources described above, our subsidiary bank maintains correspondent relationships with other banks in order to sell loans or purchase overnight funds should additional liquidity be needed. As of December 31, 2018, TBK Bank had unsecured federal funds lines of credit with seven unaffiliated banks totaling \$137.5 million, with no amounts advanced against those lines at that time.

## Regulatory Capital Requirements

Our capital management consists of providing equity to support our current and future operations. We are subject to various regulatory capital requirements administered by federal and state banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's or TBK Bank's financial statements. For further information regarding our regulatory capital requirements, see Note 17 – Regulatory Matters in the accompanying notes to the consolidated financial statements included elsewhere in this report.

## Contractual Obligations

The following table summarizes our contractual obligations and other commitments to make future payments as of December 31, 2018. The amount of the obligations presented in the table reflect principal amounts only and exclude the amount of interest we are obligated to pay. Also excluded from the table are a number of obligations to be settled in cash. These excluded items are reflected in our consolidated balance sheet and include deposits with no stated maturity, trade payables, and accrued interest payable.

(Dollars in thousands)	Payments Due by Period - December 31, 2018				
	Total	Less Than 1 Year	1 – 3 Years	4 – 5 Years	After 5 Years
Customer repurchase agreements	\$4,485	\$4,485	\$—	\$—	\$—
FHLB advances	330,000	300,000	—	—	30,000
Junior subordinated debentures	51,031	—	—	—	51,031
Subordinated notes	50,000	—	—	—	50,000
Operating lease agreements	22,304	3,311	6,355	5,749	6,889
Time deposits with stated maturity dates	1,297,066	972,543	291,314	33,209	—
<b>Total contractual obligations</b>	<b>\$1,754,886</b>	<b>\$1,280,339</b>	<b>\$297,669</b>	<b>\$38,958</b>	<b>\$137,920</b>

## Off-Balance Sheet Arrangements

In the normal course of business, we enter into various transactions, which, in accordance with GAAP, are not included in our consolidated balance sheets. We enter into these transactions to meet the financing needs of our customers. These transactions include commitments to extend credit and standby and commercial letters of credit, which involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amounts recognized in the consolidated balance sheets. For further information, see Note 14 – Off-Balance Sheet Loan Commitments in the accompanying notes to the consolidated financial statements included elsewhere in this report.

## Critical Accounting Policies and Estimates

Certain of our accounting estimates are important to the portrayal of our financial condition, since they require management to make difficult, complex or subjective judgments, some of which may relate to matters that are inherently uncertain. Estimates are susceptible to material changes as a result of changes in facts and circumstances. Facts and circumstances which could affect these judgments include, but are not limited to, changes in interest rates, changes in the performance of the economy and changes in the financial condition of borrowers. Management believes that determining the allowance for loan and lease losses is its most critical accounting estimate. Our accounting policies are discussed in detail in Note 1 – Summary of Significant Accounting Policies in the

accompanying notes to the consolidated financial statements included elsewhere in this report.



Allowance for Loan and Lease Loss. Management considers the policies related to the allowance for loan and lease losses as the most critical to the financial statement presentation. The total allowance for loan and lease losses includes activity related to allowances calculated in accordance with Accounting Standards Codification (“ASC”) 310, Receivables, and ASC 450, Contingencies. The allowance for loan and lease losses is established through a provision for loan losses charged to current earnings. The amount maintained in the allowance reflects management’s estimate of incurred losses in the loan portfolio at the report date. The allowance for loan and lease losses is comprised of specific reserves assigned to certain impaired loans and general reserves. Factors contributing to the determination of specific reserves include the creditworthiness of the borrower, and more specifically, changes in the expected future receipt of principal and interest payments and/or in the value of pledged collateral. A reserve is recorded when the carrying amount of the loan exceeds the discounted estimated cash flows using the loan’s initial effective interest rate or the fair value of the collateral for certain collateral dependent loans. For purposes of establishing the general reserve, we stratify the loan portfolio into homogeneous groups of loans that possess similar loss potential characteristics and apply a loss ratio to these groups of loans to estimate the credit losses in the loan portfolio. We use both historical loss ratios and qualitative loss factors assigned to major loan collateral types to establish general component loss allocations. Refer to “Allowance for Loan and Lease Losses” above and Note 1 – Summary of Significant Accounting Policies in the accompanying notes to the consolidated financial statements elsewhere in this report for further discussion of the risk factors considered by management in establishing the allowance for loan and lease loss.

#### Adoption of New Accounting Standards

See Note 1 – Summary of Significant Accounting Policies in the accompanying notes to the consolidated financial statements included elsewhere in this report for details of recently issued accounting pronouncements and their expected impact on our consolidated financial statements.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

### Asset/Liability Management and Interest Rate Risk

The principal objective of our asset and liability management function is to evaluate the interest rate risk within the balance sheet and pursue a controlled assumption of interest rate risk while maximizing net income and preserving adequate levels of liquidity and capital. The Board of Directors of our subsidiary bank has oversight of our asset and liability management function, which is managed by our Chief Financial Officer. Our Chief Financial Officer meets with our senior executive management team regularly to review, among other things, the sensitivity of our assets and liabilities to market interest rate changes, local and national market conditions and market interest rates. That group also reviews our liquidity, capital, deposit mix, loan mix and investment positions.

As a financial institution, our primary component of market risk is interest rate volatility. Fluctuations in interest rates will ultimately impact both the level of income and expense recorded on most of our assets and liabilities, and the fair value of all interest earning assets and interest bearing liabilities, other than those which have a short term to maturity. Interest rate risk is the potential of economic losses due to future interest rate changes. These economic losses can be reflected as a loss of future net interest income and/or a loss of current fair values.

We manage our exposure to interest rates primarily by structuring our balance sheet in the ordinary course of business. We do not typically enter into derivative contracts for the purpose of managing interest rate risk, but we may elect to do so in the future. Based upon the nature of our operations, we are not subject to material foreign exchange risk. We do not own any trading assets.

We use an interest rate risk simulation model to test the interest rate sensitivity of net interest income and the balance sheet. Instantaneous parallel rate shift scenarios are modeled and utilized to evaluate risk and establish exposure limits for acceptable changes in projected net interest margin. These scenarios, known as rate shocks, simulate an instantaneous change in interest rates and use various assumptions, including, but not limited to, prepayments on loans and securities, deposit decay rates, pricing decisions on loans and deposits, reinvestment and replacement of asset and liability cash flows. We also analyze the economic value of equity as a secondary measure of interest rate risk. This is a complementary measure to net interest income where the calculated value is the result of the fair value of assets less the fair value of liabilities. The economic value of equity is a longer term view of interest rate risk because it measures the present value of all future cash flows. The impact of changes in interest rates on this calculation is analyzed for the risk to our future earnings and is used in conjunction with the analyses on net interest income.

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

The following table summarizes simulated change in net interest income versus unchanged rates:

	December 31, 2018		December 31, 2017	
	Months		Months	
	Following		Following	
	12 Months	3-24	12 Months	3-24
+400 basis points	6.8 %	4.7 %	4.8 %	0.7 %
+300 basis points	5.0 %	3.4 %	3.9 %	0.9 %
+200 basis points	3.2 %	2.2 %	2.7 %	0.6 %
+100 basis points	1.4 %	0.9 %	1.7 %	0.6 %
Flat rates	0.0 %	0.0 %	0.0 %	0.0 %
-100 basis points	(2.4 %)	(2.1 %)	(2.2 %)	(2.5 %)

The following table presents the change in our economic value of equity, assuming immediate parallel shifts in interest rates:

	Economic Value of Equity at Risk (%)		Economic Value of Equity at Risk (%)	
	December 31, 2018		December 31, 2017	
+400 basis points	10.6	%	11.9	%
+300 basis points	9.8	%	10.5	%
+200 basis points	8.2	%	8.1	%
+100 basis points	3.7	%	4.9	%
Flat rates	0.0	%	0.0	%
-100 basis points	(5.2	%)	(9.6	%)

Many assumptions are used to calculate the impact of interest rate fluctuations. Actual results may be significantly different than our projections due to several factors, including the timing and frequency of rate changes, market conditions and the shape of the yield curve. The computations of interest rate risk shown above do not include actions that our management may undertake to manage the risks in response to anticipated changes in interest rates, and actual results may also differ due to any actions taken in response to the changing rates.

As part of our asset/liability management strategy, our management has emphasized the origination of shorter duration loans as well as variable rate loans to limit the negative exposure to a rate increase. We also desire to acquire deposit transaction accounts, particularly noninterest or low interest bearing non-maturity deposit accounts, whose cost is less sensitive to changes in interest rates.



ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Report of Independent Registered Public Accounting Firm

Stockholders and the Board of Directors of Triumph Bancorp, Inc.

Dallas, Texas

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Triumph Bancorp, Inc. (the "Company") as of December 31, 2018 and 2017, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control – Integrated Framework: (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control – Integrated Framework: (2013) issued by COSO.

Basis for Opinions

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Report on Management's Assessment of Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. 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. As permitted, the Company has excluded the operations of The First National Bank of Durango, a subsidiary of First Bancorp of Durango, Inc., acquired during 2018, which is described in Note 2 of the consolidated financial statements, from the scope of management's report on internal control over financial reporting. As such, it has also been excluded from the scope of our audit of internal control over financial reporting. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

#### 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/ Crowe LLP

We have served as the Company's auditor since 2012.

Dallas, Texas

February 12, 2019

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

December 31, 2018 and 2017

(Dollar amounts in thousands, except per share amounts)

	December 31, 2018	December 31, 2017
<b>ASSETS</b>		
Cash and due from banks	\$96,218	\$59,114
Interest bearing deposits with other banks	138,721	75,015
Total cash and cash equivalents	234,939	134,129
Securities - equity investments	5,044	5,006
Securities - available for sale	336,423	250,603
Securities - held to maturity, fair value \$7,326 and \$7,527, respectively	8,487	8,557
Loans held for sale	2,106	—
Loans, net of allowance for loan and lease losses of \$27,571 and \$18,748, respectively	3,581,073	2,792,108
Assets held for sale	—	71,362
Federal Home Loan Bank stock, at cost	15,943	16,006
Premises and equipment, net	83,392	62,861
Other real estate owned, net	2,060	9,191
Goodwill	158,743	44,126
Intangible assets, net	40,674	19,652
Bank-owned life insurance	40,509	44,364
Deferred tax asset, net	8,438	8,959
Other assets	41,948	32,109
Total assets	\$4,559,779	\$3,499,033
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Liabilities</b>		
<b>Deposits</b>		
Noninterest bearing	\$724,527	\$564,225
Interest bearing	2,725,822	2,057,123
Total deposits	3,450,349	2,621,348
Customer repurchase agreements	4,485	11,488
Federal Home Loan Bank advances	330,000	365,000
Subordinated notes	48,929	48,828
Junior subordinated debentures	39,083	38,623
Other liabilities	50,326	22,048
Total liabilities	3,923,172	3,107,335
Commitments and contingencies - See Notes 13 and 14		
Stockholders' equity - See Note 18		
Preferred stock	—	9,658
Common stock	271	209
Additional paid-in-capital	469,341	264,855
Treasury stock, at cost	(2,288 )	(1,784 )
Retained earnings	170,486	119,356



Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Accumulated other comprehensive income (loss)	(1,203 )	(596 )
Total stockholders' equity	636,607	391,698
Total liabilities and stockholders' equity	\$4,559,779	\$3,499,033

See accompanying notes to consolidated financial statements.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF INCOME

Years Ended December 31, 2018, 2017 and 2016

(Dollar amounts in thousands, except per share amounts)

	2018	2017	2016
<b>Interest and dividend income:</b>			
Loans, including fees	\$ 160,723	\$ 121,567	\$ 84,244
Factored receivables, including fees	92,103	47,177	35,213
Securities	6,354	6,823	4,309
FHLB stock	507	207	73
Cash deposits	3,289	1,450	653
<b>Total interest income</b>	<b>262,976</b>	<b>177,224</b>	<b>124,492</b>
<b>Interest expense:</b>			
Deposits	23,058	13,082	9,156
Subordinated notes	3,351	3,344	835
Junior subordinated debentures	2,741	1,955	1,427
Other borrowings	6,776	3,159	716
<b>Total interest expense</b>	<b>35,926</b>	<b>21,540</b>	<b>12,134</b>
<b>Net interest income</b>	<b>227,050</b>	<b>155,684</b>	<b>112,358</b>
Provision for loan losses	16,167	11,628	6,693
<b>Net interest income after provision for loan losses</b>	<b>210,883</b>	<b>144,056</b>	<b>105,665</b>
<b>Noninterest income:</b>			
Service charges on deposits	5,469	4,181	3,447
Card income	6,514	3,822	2,732
Net OREO gains (losses) and valuation adjustments	(514 )	(850 )	(1,427 )
Net gains (losses) on sale of securities	(272 )	35	(56 )
Fee income	5,150	2,503	2,240
Insurance commissions	3,492	2,981	1,295
Gain on sale of subsidiary or division	1,071	20,860	—
Asset management fees	—	1,717	6,574
Other	2,060	5,407	6,151
<b>Total noninterest income</b>	<b>22,970</b>	<b>40,656</b>	<b>20,956</b>
<b>Noninterest expense:</b>			
Salaries and employee benefits	90,212	72,696	54,531
Occupancy, furniture and equipment	14,023	9,833	7,301
FDIC insurance and other regulatory assessments	1,129	1,201	913
Professional fees	8,939	7,192	5,529
Amortization of intangible assets	6,980	5,201	3,782
Advertising and promotion	4,974	3,226	2,716
Communications and technology	18,270	8,843	6,491
Other	22,826	15,422	11,849
<b>Total noninterest expense</b>	<b>167,353</b>	<b>123,614</b>	<b>93,112</b>
<b>Net income before income tax expense</b>	<b>66,500</b>	<b>61,098</b>	<b>33,509</b>

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Income tax expense	14,792	24,878	12,809
Net income	51,708	36,220	20,700
Dividends on preferred stock	(578 )	(774 )	(887 )
Net income available to common stockholders	\$51,130	\$35,446	\$19,813
Earnings per common share			
Basic	\$2.06	\$1.85	\$1.11
Diluted	\$2.03	\$1.81	\$1.10

See accompanying notes to consolidated financial statements.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Years Ended December 31, 2018, 2017 and 2016

(Dollar amounts in thousands, except per share amounts)

	2018	2017	2016
Net income	\$51,708	\$36,220	\$20,700
Other comprehensive income:			
Unrealized gains (losses) on securities available for sale:			
Unrealized holding gains (losses) arising during the period	(1,059 )	(298 )	(934 )
Reclassification of amount realized through sale of securities	272	(35 )	56
Tax effect	180	13	325
Total other comprehensive income (loss)	(607 )	(320 )	(553 )
Comprehensive income	\$51,101	\$35,900	\$20,147

See accompanying notes to consolidated financial statements.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

Years Ended December 31, 2018, 2017 and 2016

(Dollar amounts in thousands, except per share amounts)

	Preferred Stock Liquidation Preference Amount	Common Stock Shares Outstanding	Common Stock Par Amount	Additional Paid-in- Capital	Treasury Stock Shares Outstanding	Treasury Stock Cost	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance, January 1, 2016	\$9,746	18,018,200	\$ 181	\$194,297	34,523	\$(560 )	\$64,097	\$ 277	\$ 268,038
Issuance of restricted stock awards	—	101,642	1	(1 )	—	—	—	—	—
Forfeiture of restricted stock awards	—	(9,820 )	—	160	9,820	(160 )	—	—	—
Excess tax benefit on restricted stock vested	—	—	—	334	—	—	—	—	334
Stock based compensation	—	—	—	2,367	—	—	—	—	2,367
Purchase of treasury stock	—	(31,775 )	—	—	31,775	(654 )	—	—	(654 )
Series A Preferred dividends	—	—	—	—	—	—	(366 )	—	(366 )
Series B Preferred dividends	—	—	—	—	—	—	(417 )	—	(417 )
TARP Preferred Stock assumed in acquisition	10,500	—	—	—	—	—	—	—	10,500
TARP Preferred dividends	—	—	—	—	—	—	(104 )	—	(104 )
Redemption of TARP Preferred Stock	(10,500 )	—	—	—	—	—	—	—	(10,500 )
Net income	—	—	—	—	—	—	20,700	—	20,700
Other comprehensive	—	—	—	—	—	—	—	(553 )	(553 )

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

income (loss)									
Balance, December 31, 2016	\$ 9,746	18,078,247	\$ 182	\$ 197,157	76,118	\$(1,374)	\$ 83,910	\$(276 )	\$ 289,345
Issuance of common stock, net of issuance costs	—	2,530,000	25	65,484	—	—	—	—	65,509
Issuance of restricted stock awards	—	45,732	—	—	—	—	—	—	—
Stock based compensation	—	—	—	1,801	—	—	—	—	1,801
Forfeiture of restricted stock awards	—	(1,636 )	—	44	1,636	(44 )	—	—	—
Stock option exercises, net	—	23,059	—	283	—	—	—	—	283
Warrant exercises, net	—	153,134	2	(2 )	—	—	—	—	—
Purchase of treasury stock	—	(14,197 )	—	—	14,197	(366 )	—	—	(366 )
Preferred stock converted to common stock	(88 )	6,106	—	88	—	—	—	—	—
Series A Preferred dividends	—	—	—	—	—	—	(365 )	—	(365 )
Series B Preferred dividends	—	—	—	—	—	—	(409 )	—	(409 )
Net income	—	—	—	—	—	—	36,220	—	36,220
Other comprehensive income (loss)	—	—	—	—	—	—	—	(320 )	(320 )
Balance, December 31, 2017	\$ 9,658	20,820,445	\$ 209	\$ 264,855	91,951	\$(1,784)	\$ 119,356	\$(596 )	\$ 391,698
Issuance of common stock, net of issuance costs	—	5,405,000	54	191,999	—	—	—	—	192,053
Issuance of restricted stock awards	—	65,001	1	(1 )	—	—	—	—	—
Stock based compensation	—	—	—	2,735	—	—	—	—	2,735
Forfeiture of restricted stock awards	—	(2,448 )	—	106	2,448	(106 )	—	—	—
	—	1,366	—	(4 )	—	—	—	—	(4 )

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Stock option exercises, net									
Purchase of treasury stock	—	(9,664 )	—	—	9,664	(398 )	—	—	(398 )
Preferred stock converted to common stock	(9,658 )	670,236	7	9,651	—	—	—	—	—
Series A Preferred dividends	—	—	—	—	—	—	(273 )	—	(273 )
Series B Preferred dividends	—	—	—	—	—	—	(305 )	—	(305 )
Net income	—	—	—	—	—	—	51,708	—	51,708
Other comprehensive income (loss)	—	—	—	—	—	—	—	(607 )	(607 )
Balance, December 31, 2018	\$—	26,949,936	\$271	\$469,341	104,063	\$(2,288)	\$170,486	\$(1,203 )	\$636,607

See accompanying notes to consolidated financial statements.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

Years Ended December 31, 2018, 2017 and 2016

(Dollar amounts in thousands, except per share amounts)

	2018	2017	2016
<b>Cash flows from operating activities:</b>			
Net income	\$51,708	\$36,220	\$20,700
<b>Adjustments to reconcile net income to net cash provided by (used in) operating activities:</b>			
Depreciation	5,720	4,001	2,817
Net accretion on loans and deposits	(8,296 )	(7,071 )	(7,482 )
Amortization of subordinated notes issuance costs	101	94	23
Amortization of junior subordinated debentures	460	413	325
Net amortization on securities	947	638	2,285
Amortization of intangible assets	6,980	5,201	3,782
Deferred taxes	708	10,164	1,887
Provision for loan losses	16,167	11,628	6,693
Stock based compensation	2,735	1,801	2,367
Origination of loans held for sale	(4,317 )	—	(891 )
Proceeds from sale of loans originated for sale	3,495	—	2,248
Net (gains) losses on sale of securities	272	(35 )	56
Net (gains) losses on loans transferred to loans held for sale	—	80	(154 )
Net gains on sale of loans	(46 )	—	(16 )
Net OREO (gains) losses and valuation adjustments	514	850	1,427
Income from CLO warehouse investments	—	(2,226 )	(3,184 )
Gain on sale of subsidiary or division	(1,071 )	(20,860 )	—
(Increase) decrease in other assets	(8,385 )	1,515	1,197
Increase (decrease) in other liabilities	6,138	4,860	(3,097 )
Net cash provided by (used in) operating activities	73,830	47,273	30,983
<b>Cash flows from investing activities:</b>			
Purchases of equity securities	—	(3,000 )	(2,000 )
Purchases of securities available for sale	(19,875 )	(5,042 )	(17,942 )
Proceeds from sales of securities available for sale	123,016	32,441	34,338
Proceeds from maturities, calls, and pay downs of securities available for sale	78,709	89,443	31,847
Purchases of securities held to maturity	—	(5,092 )	(29,117 )
Proceeds from maturities, calls, and pay downs of securities held to maturity	1,053	28,216	136
Purchases of loans (shared national credits)	—	—	(995 )
Proceeds from sale of loans	9,781	3,834	24,538
Net change in loans	(388,276)	(586,120)	(295,315)
Purchases of premises and equipment, net	(18,776 )	(7,953 )	(4,325 )
Net proceeds from sale of OREO	8,483	5,179	3,320
Proceeds from surrender of BOLI	4,623	—	—
Net cash paid for CLO warehouse investments	—	(10,000 )	(25,000 )



Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Net proceeds from CLO warehouse investments	—	30,000	25,500
(Purchases) redemptions of FHLB stock, net	978	(7,261 )	(4,062 )
Cash paid for acquisitions, net of cash acquired	(141,872)	45,315	(14,479 )
Proceeds from sale of subsidiary, net	73,849	10,269	—
Net cash provided by (used in) investing activities	(268,307)	(379,771)	(273,556)
Cash flows from financing activities:			
Net increase in deposits	146,954	151,463	114,002
Increase (decrease) in customer repurchase agreements	(7,003 )	998	1,173
Increase (decrease) in Federal Home Loan Bank advances	(35,737 )	135,000	100,000
Proceeds from issuance of subordinated notes, net	—	—	48,676
Issuance of common stock, net of issuance costs	192,053	65,509	—
Purchase of treasury stock	(398 )	(366 )	(654 )
Dividends on preferred stock	(578 )	(774 )	(887 )
Redemption of TARP preferred stock	—	—	(10,500 )
Stock option exercises	(4 )	283	—
Net cash provided by (used in) financing activities	295,287	352,113	251,810
Net increase (decrease) in cash and cash equivalents	100,810	19,615	9,237
Cash and cash equivalents at beginning of period	134,129	114,514	105,277
Cash and cash equivalents at end of period	\$234,939	\$134,129	\$114,514

See accompanying notes to consolidated financial statements.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

Years Ended December 31, 2018, 2017 and 2016

(Dollar amounts in thousands, except per share amounts)

	2018	2017	2016
Supplemental cash flow information:			
Interest paid	\$31,965	\$20,393	\$10,453
Income taxes paid, net	\$12,839	\$12,890	\$10,942
Supplemental noncash disclosures:			
Loans transferred to OREO	\$514	\$6,585	\$470
Premises transferred to OREO	\$1,139	\$276	\$2,215
Loans transferred to loans held for sale	\$9,781	\$3,914	\$24,384
Consideration received from sale of subsidiary or division	\$—	\$12,123	\$—
Assets transferred to assets held for sale	\$—	\$71,362	\$—

See accompanying notes to consolidated financial statements.

TRIUMPH BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Triumph Bancorp, Inc. (collectively with its subsidiaries, “Triumph”, or the “Company” as applicable) is a financial holding company headquartered in Dallas, Texas. The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries Triumph CRA Holdings, LLC (“TCRA”), TBK Bank, SSB (“TBK Bank”), TBK Bank’s wholly owned factoring subsidiary Advance Business Capital LLC, which currently operates under the d/b/a of Triumph Business Capital (“TBC”), and TBK Bank’s wholly owned subsidiary Triumph Insurance Group, Inc. (“TIG”).

On March 16, 2018, the Company sold the assets of Triumph Healthcare Finance (“THF”) and exited its healthcare asset based lending line of business. THF operated within the Company’s TBK Bank subsidiary.

On March 31, 2017 the Company sold its membership interest in its wholly owned subsidiary Triumph Capital Advisors, LLC (“TCA”).

See Note 2 – Business Combinations and Divestitures for additional information pertaining to the THF and TCA sales and the impact of the transactions on the Company’s consolidated financial statements.

Principles of Consolidation and Basis of Presentation

The Company consolidates subsidiaries in which it holds, directly or indirectly, a controlling financial interest. The Company determines whether it has a controlling financial interest in an entity by first evaluating whether the entity is a voting interest entity or a variable interest entity under U.S. generally accepted accounting principles (“GAAP”). Voting interest entities are entities in which the total equity investment at risk is sufficient to enable the entity to finance itself independently and provides the equity holders with the obligation to absorb losses, the right to receive residual returns and the right to make decisions about the entity’s activities. The Company consolidates voting interest entities in which it has at least a majority of the voting interest. Variable interest entities (“VIEs”) are entities that lack one or more of the characteristics of a voting interest entity. A controlling financial interest in a VIE is present when an enterprise has both the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance and an obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE. The enterprise with a controlling financial interest, known as the primary beneficiary, consolidates the VIE.

In consolidation, all significant intercompany accounts and transactions are eliminated. Investments in unconsolidated entities are accounted for using the equity method of accounting when the Company has the ability to exercise significant influence over operating and financing decisions. Investments that do not meet the criteria for equity method accounting are accounted for using the cost method of accounting.

The accounting and reporting policies of the Company and its subsidiaries conform to GAAP and general practice within the banking industry. Certain reclassifications have been made to prior year amounts to conform to the current year presentation. The Company uses the accrual basis of accounting for financial reporting purposes.

#### Use of Estimates

To prepare financial statements in conformity with GAAP management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the financial statements and the disclosures provided, and actual results could differ.

#### Cash and Cash Equivalents

For the purposes of reporting cash flows, cash and cash equivalents include cash on hand, amounts due from banks, other short term investments and federal funds sold. All highly liquid investments with an initial maturity of less than 90 days are considered to be cash equivalents. Certain items, including loan and deposit transactions, customer repurchase agreements, and FHLB advances and repayments, are presented net in the statement of cash flows.

85

---

TRIUMPH BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Debt Securities

The Company determines the classification of debt securities at the time of purchase. Debt securities that management has the positive intent and ability to hold to maturity are classified as held to maturity and recorded at amortized cost. Trading securities are recorded at fair value with changes in fair value included in earnings. Debt securities not classified as held to maturity or trading are classified as available for sale and recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income (loss), net of tax.

Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific-identification method. Amortization of premiums and discounts are recognized in interest income over the period to maturity using the interest method.

Management evaluates securities for other-than-temporary impairment (“OTTI”) on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, management considers the extent and duration of the unrealized loss, and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. In analyzing an issuer’s financial condition, the Company may consider whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuers’ financial condition. The Company conducts regular reviews of the bond agency ratings of securities and considers whether the securities were issued by or have principal and interest payments guaranteed by the federal government or its agencies. These reviews focus on the underlying rating of the issuer and also include the insurance rating of securities that have an insurance component or guarantee. The ratings and financial condition of the issuers are monitored, as well as the financial condition and ratings of the insurers and guarantors.

If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) OTTI related to credit loss, which must be recognized through earnings, and 2) OTTI related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

Equity Securities

Equity securities are recorded at fair value, with unrealized gains and losses included in earnings beginning January 1, 2018 after adoption of Accounting Standards Update No. 2016-01, “Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities. Prior to January 1, 2018, unrealized gains and losses on equity securities were excluded from earnings and reported in other comprehensive income (loss), net of tax. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific-identification method.

Loans Held for Sale

The Company elects the fair value option for recording mortgage loans originated and intended for sale in the secondary market in accordance with Accounting Standards Codification (“ASC”) 825, “Financial Instruments”. The fair value of mortgage loans held for sale is determined based on outstanding commitments from investors to purchase such loans and upon prevailing market rates. Increases or decreases in the fair value of these loans held for sale, if any, are charged to earnings through net gains on sale of loans. Mortgage loans held for sale are generally sold with servicing rights released. Gains and losses on sales of mortgage loans are based on the difference between the final selling price and the fair value of the related loan sold.

Management occasionally transfers non-mortgage loans from held for investment to held for sale. Gains or losses on the sale of these loans are recorded in noninterest income.

#### Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at the unpaid principal balance outstanding, net of unearned income, deferred loan fees and costs, and any direct principal charge-offs. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized in interest income over the remaining life of the loan without anticipating prepayments.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Loans are considered past due or delinquent when the contractual principal or interest due in accordance with the terms of the loan agreement or any portion thereof remains unpaid after the due date of the scheduled payment. Loans are classified as nonaccrual when, in the opinion of management, collection of principal or interest is doubtful. The accrual of interest income on loans is typically discontinued at the time the loan is 90 days delinquent unless the loan is well-secured and in process of collection, or if full collection of interest or principal becomes uncertain. Consumer loans are typically charged off no later than 120 days past due. Past due status is based on the contractual terms of the loan. In all cases, loans are placed on nonaccrual or charged-off at an earlier date if collection of principal or interest is considered doubtful. All interest accrued but not received for a loan placed on nonaccrual is reversed against interest income. Interest received on such loans is accounted for on the cash-basis or cost recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

#### Acquired Loans

Acquired loans are recorded at fair value at the date of acquisition with no initial valuation allowance based on a discounted cash flow methodology that considers various factors including the type of loan and related collateral, classification status, fixed or variable interest rate, term of loan and whether or not the loan was amortizing, and a discount rate reflecting the Company's assessment of risk inherent in the cash flow estimates. Certain larger purchased loans are individually evaluated while certain purchased loans are grouped together according to similar risk characteristics and are treated in the aggregate when applying various valuation techniques. These cash flow evaluations are inherently subjective as they require material estimates, all of which may be susceptible to significant change.

Loans acquired in a business combination that have evidence of deterioration of credit quality since origination and for which it is probable, at acquisition, that the Company will be unable to collect all contractually required payments receivable are considered purchased credit impaired ("PCI"). PCI loans are individually evaluated and recorded at fair value at the date of acquisition with no initial valuation allowance based on a discounted cash flow methodology that considers various factors including the type of loan and related collateral, classification status, fixed or variable interest rate, term of loan and whether or not the loan was amortizing, and a discount rate reflecting the Company's assessment of risk inherent in the cash flow estimates. The difference between the undiscounted cash flows expected at acquisition and the investment in the loan, or the "accretable yield," is recognized as interest income on a level-yield method over the life of the loan. Contractually required payments for interest and principal that exceed the undiscounted cash flows expected at acquisition, or the "nonaccretable difference," are not recognized on the balance sheet and do not result in any yield adjustments, loss accruals or valuation allowances. Increases in expected cash flows, including prepayments, subsequent to the initial investment are recognized prospectively through adjustment of the yield on the loan over its remaining life. Decreases in expected cash flows are recognized as impairment. Valuation allowances on PCI loans reflect only losses incurred after the acquisition (meaning the present value of all cash flows expected at acquisition that ultimately are not to be received).

For acquired loans not deemed credit-impaired at acquisition, the differences between the initial fair value and the unpaid principal balance are recognized as interest income on a level-yield basis over the lives of the related loans. Subsequent to the acquisition date, methods utilized to estimate the required allowance for loan and lease losses for these loans is similar to originated loans; however, a provision for credit losses will be recorded only to the extent the required allowance exceeds any remaining purchase discounts. Once an acquired loan undergoes new underwriting and meets the criteria for a new loan, such as in the case of a loan renewal, any remaining fair value adjustments are

accreted into interest income and the loan establishes a new amortized cost basis that is fully subject to the Company's allowance for loan and lease loss methodology.

#### Factored Receivables

The Company purchases invoices from its factoring clients in schedules or batches. Cash is advanced to the client to the extent of the applicable advance rate, less fees, as set forth in the individual factoring agreements. The face value of the invoices purchased are recorded by the Company as factored receivables, and the unadvanced portions of the invoices purchased, less fees, are considered client reserves. The client reserves are held to settle any payment disputes or collection shortfalls, may be used to pay clients' obligations to various third parties as directed by the client, are periodically released to or withdrawn by clients, and are reported as deposits.

Unearned factoring fees and unearned net origination fees are deferred and recognized over the weighted average collection period for each client. Subsequent factoring fees are recognized in interest income as incurred by the client and deducted from the clients' reserve balances.

Other factoring-related fees, which include wire transfer fees, carrier payment fees, fuel advance fees, and other similar fees, are reported by the Company as non-interest income as incurred by the client.



TRIUMPH BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Loan Commitments and Related Financial Instruments

Financial instruments include off-balance sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

Allowance for Loan and Lease Losses

The allowance for loan and lease losses (the "ALLL") is a valuation allowance maintained to cover incurred losses that are estimated in accordance with US GAAP. It is our estimate of credit losses inherent in our loan portfolio at each balance sheet date. Our methodology for analyzing the allowance for loan and lease losses consists of general and specific components. For the general component, we stratify the loan portfolio into homogeneous groups of loans that possess similar loss potential characteristics and apply a loss ratio to these groups of loans to estimate the credit losses in the loan portfolio. We use both historical loss ratios and qualitative loss factors assigned to major loan collateral types to establish general component loss allocations. Qualitative loss factors are based on management's judgment of company, market, industry or business specific data and external economic indicators, which are not yet reflected in the historical loss ratios, and that could impact the Company's loan portfolios. Management sets and adjusts qualitative loss factors by regularly reviewing changes in underlying loan composition of specific portfolios. Management also considers credit quality and trends relating to delinquency, non-performing and adversely rated loans within the Company's loan portfolio when evaluating qualitative loss factors. Additionally, management adjusts qualitative factors to account for the potential impact of external economic factors and other pertinent economic data specific to our primary market area and lending portfolios.

For the specific component, the allowance for loan and lease losses includes loans where management has concerns about the borrower's ability to repay and on individually analyzed loans found to be impaired. Management evaluates current information and events regarding a borrower's ability to repay its obligations and considers a loan to be impaired when the ultimate collectability of amounts due, according to the contractual terms of the loan agreement, is in doubt. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. If an impaired loan is collateral-dependent, the fair value of the collateral, less the estimated cost to sell, is used to determine the amount of impairment. If an impaired loan is not collateral-dependent, the impairment amount is determined using the negative difference, if any, between the estimated discounted cash flows and the loan amount due. For impaired loans, the amount of the impairment can be adjusted, based on current data, until such time as the actual basis is established by acquisition of the collateral or until the basis is collected. Impairment losses are reflected in the allowance for loan and lease losses through a charge to the provision for credit losses. Subsequent recoveries are credited to the allowance for loan and lease losses. Cash receipts for accruing loans are applied to principal and interest under the contractual terms of the loan agreement. Cash receipts on impaired loans for which the accrual of interest has been discontinued are applied first to principal.

Loan losses are charged against the ALLL when management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the ALLL. Allocations of the ALLL may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be

charged-off. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment, and accordingly, they are not separately identified for impairment disclosures. The Company considers these loans to be homogeneous in nature due to the smaller dollar amount and the similar underwriting criteria.

PCI loans are not considered impaired on the acquisition date. For PCI loans, a decline in the present value of current expected cash flows compared to the previously estimated expected cash flows, due in any part to change in credit, is considered an impairment event and a provision for loan losses will be recorded during the period as necessary.

A loan that has been modified or renewed is considered a troubled debt restructuring (“TDR”) when two conditions are met: 1) the borrower is experiencing financial difficulty and 2) concessions are made for the borrower's benefit that would not otherwise be considered for a borrower or transaction with similar credit risk characteristics. TDRs are separately identified for impairment and are measured at the present value of estimated future cash flows using the loan's effective rate at inception. If a TDR is considered to be a collateral dependent loan, the loan is reported, net, at the fair value of the collateral up to the carrying amount of the loan. For TDRs that subsequently default, the Company determines the amount of reserve in accordance with the accounting policy for the ALLL.

TRIUMPH BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following loan portfolio categories have been identified for purposes of determining the general component of the ALLL:

Commercial Real Estate — This category of loans consists of the following loan types:

Non-farm Non-residential — This category includes real estate loans for a variety of commercial property types and purposes, including owner occupied commercial real estate loans primarily secured by commercial office or industrial buildings, warehouses or retail buildings where the owner of the building occupies the property. Repayment terms vary considerably, interest rates are fixed or variable, and are structured for full, partial, or no amortization of principal. This category also includes investment real estate loans that are primarily secured by office and industrial buildings, warehouses, small retail shopping centers and various special purpose properties. Generally, these types of loans are thought to involve a greater degree of credit risk than owner occupied commercial real estate as they are more sensitive to adverse economic conditions.

Multi-family residential — Investment real estate loans are primarily secured by non-owner occupied apartment or multifamily residential buildings. Generally, these types of loans are thought to involve a greater degree of credit risk than owner occupied commercial real estate as they are more sensitive to adverse economic conditions.

Construction, land development, land — This category of loans consists of loans to finance the ground up construction, improvement and/or carrying for sale after the completion of construction of owner occupied and non-owner occupied residential and commercial properties, and loans secured by raw or improved land. The repayment of construction loans is generally dependent upon the successful completion of the improvements by the builder for the end user, or sale of the property to a third party. Repayment of land secured loans are dependent upon the successful development and sale of the property, the sale of the land as is, or the outside cash flow of the owners to support the retirement of the debt.

1-4 family residential properties — This category of loans includes both first and junior liens on residential real estate. Home equity revolving lines of credit and home equity term loans are included in this group of loans.

Farmland — These loans are principally loans to purchase farmland.

Commercial — Commercial loans are loans for commercial, corporate and business purposes. The Company's commercial business loan portfolio is comprised of loans for a variety of purposes and across a variety of industries. These loans include general commercial and industrial loans, loans to purchase capital equipment, agriculture operating loans and other business loans for working capital and operational purposes. Commercial loans are generally secured by accounts receivable, inventory and other business assets. Commercial loans also include shared national credits purchased by the Company.

A portion of the commercial loan portfolio consists of specialty commercial finance products as follows:

Equipment — Equipment finance loans are commercial loans primarily secured by new or used revenue producing, essential-use equipment from major manufacturers that is movable, may be used in more than one type of business, and generally has broad resale markets. Core markets include transportation, construction, and waste. Loan terms do not exceed the economic life of the equipment and typically are 60 months or less.

Asset-based Lending — These loans are originated to borrowers to support general working capital needs. The asset-based loan structure involves advances of loan proceeds against a borrowing base which typically consists of accounts receivable, identified readily marketable inventory, or other collateral of the borrower. The maximum amount a customer may borrow at any time is fixed as a percentage of the borrowing base outstanding.

Premium Finance — Loans that provide customized premium financing solutions for the acquisition of property and casualty insurance coverage. In effect, these short term premium finance loans allow insureds to pay their insurance premiums over the life of the underlying policy, instead of paying the entire premium at the outset.

Factored Receivables — The Company operates as a factor by purchasing accounts receivable from its clients, then collecting the receivable from the account debtor. The Company's smaller factoring relationships are typically structured as "non-recourse" relationships (i.e., the Company retains the credit risk associated with the ability of the account debtor on a purchased invoice to ultimately make payment) and the Company's larger factoring relationships are typically structured as "recourse" relationships (i.e., the Company's client agrees to repurchase any invoices for which payment is not ultimately received from the account debtor). Advances initially made to the client to acquire the receivables are typically at a discount to the invoice value. The discount balance is held in client reserves, net of the Company's compensation. The client reserves are held to settle any payment disputes or collection shortfalls, may be used to pay clients' obligations to various third parties as directed by the client, are periodically released to or withdrawn by clients, and are reported as deposits.

TRIUMPH BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Consumer — Loans used for personal use typically on an unsecured basis.

Mortgage Warehouse — Mortgage Warehouse facilities are provided to unaffiliated mortgage origination companies and are collateralized by 1-4 family residential loans. The originator closes new mortgage loans with the intent to sell these loans to third party investors for a profit. The Company provides funding to the mortgage companies for the period between the origination and their sale of the loan. The Company has a policy that requires that it separately validate that each residential mortgage loan was underwritten consistent with the underwriting requirements of the final investor or market standards prior to advancing funds. The Company is repaid with the proceeds received from sale of the mortgage loan to the final investor.

Federal Home Loan Bank (“FHLB”) Stock

The Company is a member of the FHLB system. Members of the FHLB are required to own a certain amount of stock based on the level of borrowings and other factors, and may invest in additional amounts. FHLB stock is carried at cost, are restricted as to redemption, and periodically evaluated for impairment based on ultimate recovery of par value. Both cash and stock dividends are reported as income.

Premises and Equipment

Land is carried at cost. Depreciable assets are stated at cost less accumulated depreciation. Leasehold improvements are capitalized and depreciated using the straight-line method over the terms of the respective leases or the estimated useful lives of the improvements, whichever is shorter. Buildings and related components are generally depreciated using the straight-line method with useful lives ranging from thirty to forty years. Automobiles are depreciated using the straight-line method with five year useful lives, and the aircraft is depreciated using an accelerated method with a twenty year useful life. Furniture, fixtures and equipment are depreciated using the straight-line method with useful lives ranging from three to ten years.

Foreclosed Assets

Assets acquired through loan foreclosure are initially recorded at fair value less costs to sell, establishing a new cost basis. Any write-down in the carrying value of a property at the time of acquisition is charged-off to the allowance for loan and lease losses. After foreclosure, foreclosed assets are carried at the lower of the recorded investment in the asset or the fair value less costs to sell. If fair value declines subsequent to foreclosure, a valuation allowance is recorded through expense. Operating costs after acquisition are expensed.

Goodwill

Goodwill represents the excess of the cost of businesses acquired over the fair value of the net assets acquired. In accordance with ASC 350-20, "Intangibles- Goodwill and Other", the Company evaluates goodwill for impairment on an annual basis or on an interim basis if an event occurs or circumstances change that would more likely than not reduce the fair value below its carrying amount, in accordance with ASC 350-20. The Company's annual goodwill impairment testing date is October 1.

The Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining the need to perform the two-step test for

goodwill impairment (the qualitative method). If the qualitative method cannot be used or if it determines, based on the qualitative method, that the fair value is more likely than not less than the carrying amount, the Company uses the two-step test. Under the two-step test, the Company compares the estimated fair value of a reporting unit with its carrying amount, including goodwill. If the estimated fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired. If the carrying amount of a reporting unit exceeds its estimated fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. Step two of the goodwill impairment test compares the implied estimated fair value of reporting unit goodwill with the carrying amount of that goodwill. If the carrying amount of goodwill for that reporting unit exceeds the implied fair value of that unit's goodwill, an impairment loss is recognized in an amount equal to that excess. Our annual goodwill impairment test did not identify any goodwill impairment for the years ended December 31, 2018 and 2017.

TRIUMPH BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Identifiable Intangible Assets

Intangible assets are acquired assets that lack physical substance but can be distinguished from goodwill because of contractual or other legal rights or because the asset is capable of being sold or exchanged either on its own or in combination with a related contract, asset, or liability. The Company's intangible assets primarily relate to core deposits and customer relationships. Intangible assets with definite useful lives are amortized on an accelerated basis over their estimated life. Intangible assets, premises and equipment and other long-lived assets are tested for impairment whenever events or changes in circumstances indicate the carrying amount of the assets may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value with a charge to amortization of intangible assets.

Bank Owned Life Insurance

The Company has purchased life insurance policies on certain key employees. The purchase of these life insurance policies allows the Company to use tax-advantaged rates of return. Bank-owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

Income Taxes

The Company files a consolidated tax return with its subsidiaries and is taxed as a C corporation. Deferred tax assets and liabilities are reflected at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. The Company recognizes interest and penalties related to income tax matters in income tax expense.

Fair Values of Financial Instruments

In general, fair values of financial instruments are based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that may use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality and/or the Company's creditworthiness, among other things, as well as unobservable parameters. Any such valuation adjustments are applied consistently over time. Changes in assumptions or in market conditions could significantly affect these estimates.

In the ordinary course of business, the Company generally does not sell or transfer non-impaired loans and deposits. As such, the disclosures that present the December 31, 2018 and 2017 estimated fair value for non-impaired loans and deposits are highly judgmental and may not represent amounts to be received if the Company were to sell or transfer

such items.

#### Revenue from Contracts with Customers

The Company records revenue from contracts with customers in accordance with Accounting Standards Codification Topic 606, “Revenue from Contracts with Customers” (“Topic 606”). Under Topic 606, the Company must identify the contract with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract, and recognize revenue when (or as) the Company satisfies a performance obligation. Significant revenue has not been recognized in the current reporting period that results from performance obligations satisfied in previous periods.

The Company’s primary sources of revenue are derived from interest and dividends earned on loans, investment securities, and other financial instruments that are not within the scope of Topic 606. The Company has evaluated the nature of its contracts with customers and determined that further disaggregation of revenue from contracts with customers into more granular categories beyond what is presented in the Consolidated Statements of Income was not necessary. The Company generally fully satisfies its performance obligations on its contracts with customers as services are rendered and the transaction prices are typically fixed; charged either on a periodic basis or based on activity. Because performance obligations are satisfied as services are rendered and the transaction prices are fixed, the Company has made no significant judgments in applying the revenue guidance prescribed in ASC 606 that affect the determination of the amount and timing of revenue from contracts with customers.



TRIUMPH BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Asset Management Fees

On March 31, 2017, the Company sold its membership interests in TCA. At the date of sale, the Company ceased to provide fee based asset management services. Prior to the sale of TCA, asset management fee income was recognized through the Company's collateralized loan obligation ("CLO") asset management business operated by TCA and consisted of senior (or base) asset management fees, subordinated management fees, and performance-based incentive fees. Senior and subordinated management fees were based upon a fixed fee rate applied to the amount of outstanding assets being managed by TCA and were accrued by the Company as earned. Performance-based incentive fees were variable in nature and dependent upon the performance of a managed CLO above a prescribed level. The Company did not accrue for performance-based incentive fees that were not finalized until the end of a specified contract period, but recorded such revenues only when final payment was confirmed and related services were completed. The Company did not recognize any revenue that is at risk due to future asset management performance contingencies.

TCA also entered into transactions whereby it earned asset management fee income through the provision of middle and back office services to other CLO asset managers.

Operating Segments

The Company's reportable segments are comprised of strategic business units primarily based upon industry categories and to a lesser extent, the core competencies relating to product origination, distribution methods, operations and servicing. Segment determination also considered organizational structure and our segment reporting is consistent with the presentation of financial information to the chief operating decision maker to evaluate segment performance, develop strategy, and allocate resources. Our chief operating decision maker is the Chief Executive Officer of Triumph Bancorp, Inc. We have determined our reportable segments are Banking, Factoring, and Corporate.

The banking segment includes the operations of TBK Bank. The banking segment derives its revenue principally from investments in interest earning assets as well as noninterest income typical for the banking industry. The banking segment also includes commercial factoring services which are originated through the commercial finance division of TBK Bank.

The factoring segment includes the operations of TBC with revenue derived from factoring services.

The corporate segment includes holding company financing and investment activities and management and administrative expenses to support the overall operations of the Company.

On March 31, 2017, the Company sold its 100% membership interest in Triumph Capital Advisors, LLC and discontinued fee based asset management services. TCA operations for the years ended December 31, 2017 and 2016 are reflected in the Corporate segment, along with the gain on sale of the Company's membership interest in TCA.

Comprehensive Income (Loss)

Comprehensive income (loss) consists of net income and other comprehensive income (loss). Other comprehensive income includes unrealized gains and losses on debt securities available for sale, net of taxes, which are also recognized as a separate component of equity.

### Loss Contingencies

Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe such matters exist that will have a material effect on the financial statements.

### Transfers of Financial Assets

Transfers of financial assets are accounted for as sales when control over the assets has been relinquished. Control over transferred assets is deemed to be relinquished when (i) the assets have been isolated from the Company, (ii) the transferee has the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (iii) the Company does not maintain effective control over the transferred assets through either (a) an agreement that entitles and obligates the Company to repurchase or redeem them before their maturity or (b) the ability to unilaterally cause the holder to return specific assets.

TRIUMPH BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Stock Based Compensation

Compensation cost is recognized for stock based payment awards issued to employees and directors, based on the fair value of these awards at the date of grant. A Black-Scholes model is utilized to estimate the fair value of stock options, a Monte Carlo simulation is utilized to estimate the fair value of performance stock units, and the market price of the Company's common stock at the date of grant is used for restricted stock awards and restricted stock units. Compensation cost is recognized over the required service period, generally defined as the vesting period. The Company recognizes forfeitures of nonvested awards as they occur.

Earnings Per Common Share

Basic earnings per common share is net income less dividends on preferred stock divided by the weighted average number of common shares outstanding during the period excluding nonvested restricted stock awards. Diluted earnings per common share includes the dilutive effect of additional potential common shares issuable under stock warrants, restricted stock, stock options, and preferred shares that are convertible to common shares.

Advertising Costs

Advertising costs are expensed as incurred.

Adoption of New Accounting Standards

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU replaces most existing revenue recognition guidance in GAAP. The new standard was effective for the Company on January 1, 2018. Adoption of ASU 2014-09 did not have a material impact on the Company's consolidated financial statements and related disclosures as the Company's primary sources of revenues are derived from interest and dividends earned on loans, investment securities, and other financial instruments that are not within the scope of ASU 2014-09. The Company's revenue recognition pattern for revenue streams within the scope of ASU 2014-09, including but not limited to service charges on deposit accounts and gains/losses on the sale of OREO, did not change significantly from current practice. The standard permits the use of either the full retrospective or modified retrospective transition method. The Company elected to use the modified retrospective transition method which requires application of ASU 2014-09 to uncompleted contracts at the date of adoption however, periods prior to the date of adoption will not be retrospectively revised as the impact of the ASU on uncompleted contracts at the date of adoption was not material.

In January 2016, the FASB issued ASU No. 2016-01, "Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities" ("ASU 2016-01"). The guidance affects the accounting for equity investments, financial liabilities under the fair value option and the presentation and disclosure requirements of financial instruments. ASU 2016-01 was effective for the Company on January 1, 2018 and resulted in separate classification of equity securities previously included in available for sale securities on the consolidated balance sheets with changes in the fair value of the equity securities captured in the consolidated statements of income. See Note 3 – Securities for disclosures related to equity securities. Adoption of the standard also resulted in the use of an exit price rather than an entrance price to determine the fair value of loans not measured at fair value on a non-recurring basis in

the consolidated balance sheets. See Note 15 – Fair Value Disclosures for further information regarding the valuation of these loans.

In January 2017, the FASB issued ASU 2017-01, “Business Combinations (Topic 805): Clarifying the Definition of a Business,” (“ASU 2017-01”) to improve such definition and, as a result, assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or as business combinations. The definition of a business impacts many areas of accounting including acquisitions, disposals, goodwill and consolidation. ASU 2017-01 was effective for the Company on January 1, 2018 and is to be applied under a prospective approach. The Company expects the adoption of this new guidance to impact the determination of whether future acquisitions are considered business combinations or asset purchases.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Newly Issued, But Not Yet Effective Accounting Standards

In February 2016, the FASB issued ASU 2016-02, “Leases (Topic 842)” (“ASU 2016-02”). The FASB issued this ASU to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet by lessees for those leases classified as operating leases under current U.S. GAAP and disclosing key information about leasing arrangements. The new standard was adopted by the Company on January 1, 2019. ASU 2016-02 provides for a modified retrospective transition approach requiring lessees to recognize and measure leases on the balance sheet at the beginning of either the earliest period presented or as of the beginning of the period of adoption. The Company has elected to apply ASU 2016-02 as of the beginning of the period of adoption (January 1, 2019) and will not restate comparative periods. The Company expects that the adoption of ASU 2016-02 will result in the recognition of lease liabilities totaling \$21,000,000 to \$23,000,000 and the recognition of right-of-use assets totaling \$21,000,000 to \$23,000,000, which results in a 5- to 7-basis point decrease in the tier 1 capital to risk weighted assets ratio as of the date of adoption. The initial balance sheet gross up upon adoption is primarily related to operating leases of certain real estate properties. The Company has no material leasing arrangements for which it is the lessor of property or equipment. The Company has made an accounting policy election to not apply the recognition requirements in the new standard to short-term leases. The Company has elected to apply the package of practical expedients allowed by the new standard under which the Company need not reassess whether any expired or existing contracts are or contain leases, the Company need not reassess the lease classification for any expired or existing lease, and the Company need not reassess initial direct costs for any existing leases. The Company has also elected to use the practical expedient to make an accounting policy election for leases of certain underlying assets to include both lease and nonlease components as a single component and account for it as a lease. Adoption of ASU 2016-02 is not expected to materially change the Company’s recognition of lease expense in future periods.

In June 2016, the FASB issued ASU 2016-13, “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments” (“ASU 2016-13”). ASU 2016-13 makes significant changes to the accounting for credit losses on financial instruments and disclosures about them. The new current expected credit loss (CECL) impairment model will require an estimate of expected credit losses, measured over the contractual life of an instrument, which considers reasonable and supportable forecasts of future economic conditions in addition to information about past events and current conditions. The standard provides significant flexibility and requires a high degree of judgment with regards to pooling financial assets with similar risk characteristics, determining the contractual terms of said financial assets and adjusting the relevant historical loss information in order to develop an estimate of expected lifetime losses. In addition, ASU 2016-13 amends the accounting for credit losses on debt securities and purchased financial assets with credit deterioration. The amendments in ASU 2016-13 are effective for fiscal years beginning after December 31, 2019, and interim periods within those years for public business entities that are SEC filers. The Company will adopt ASU 2016-13 on January 1, 2020. Early adoption is permitted for fiscal years, and interim periods within those years, beginning after December 15, 2018, however, the Company does not currently plan to early adopt the ASU. ASU 2016-13 permits the use of estimation techniques that are practical and relevant to the Company’s circumstances, as long as they are applied consistently over time and faithfully estimate expected credit losses in accordance with the standard. The ASU lists several common credit loss methods that are acceptable such as a discounted cash flow (DCF) method, loss-rate method and roll-rate method. Depending on the nature of each identified pool of financial assets with similar risk characteristics, the Company currently plans on implementing a DCF method or a loss-rate method to estimate expected credit losses. The Company expects ASU 2016-13 to have a significant impact on the Company’s accounting policies, internal controls over financial reporting and footnote disclosures. The Company has assessed its data and system needs and has begun designing its financial models to estimate expected credit losses in accordance with the standard. Further development, testing and evaluation

of said models is required to determine the impact that adoption of this standard will have on the financial condition and results of operations of the Company.

NOTE 2 – Business combinations AND DIVESTITURES

First Bancorp of Durango, Inc. and Southern Colorado Corp.

Effective September 8, 2018 the Company acquired (i) First Bancorp of Durango, Inc. (“FBD”) and its community banking subsidiaries, The First National Bank of Durango and Bank of New Mexico and (ii) Southern Colorado Corp. (“SCC”) and its community banking subsidiary, Citizens Bank of Pagosa Springs, in all-cash transactions. The First National Bank of Durango serves consumers and businesses from four branches in Durango, Colorado and one branch in Bayfield, Colorado, Bank of New Mexico serves consumers and businesses from three branches in Albuquerque, Gallup and Grants, New Mexico, and Citizens Bank of Pagosa Springs serves consumers and businesses from two branches in Pagosa Springs, Colorado. The acquisitions expanded the Company’s market in Colorado and into New Mexico and further diversified the Company’s loan, customer, and deposit base.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A summary of the estimate fair values of assets acquired, liabilities assumed, consideration transferred, and the resulting goodwill is as follows:

(Dollars in thousands)	FBD	SCC	Total
Assets acquired:			
Cash and cash equivalents	\$151,973	\$14,299	\$166,272
Securities	237,183	33,477	270,660
Loans held for sale	1,238	—	1,238
Loans	256,384	31,454	287,838
FHLB stock	786	129	915
Premises and equipment	7,495	840	8,335
Other real estate owned	213	—	213
Intangible assets	11,915	2,154	14,069
Other assets	2,715	403	3,118
	669,902	82,756	752,658
Liabilities assumed:			
Deposits	601,194	73,464	674,658
Federal Home Loan Bank advances	737	—	737
Other liabilities	1,313	64	1,377
	603,244	73,528	676,772
Fair value of net assets acquired	66,658	9,228	75,886
Cash consideration transferred	134,667	13,294	147,961
Goodwill	\$68,009	\$4,066	\$72,075

The Company has recognized goodwill of \$72,075,000, which was calculated as the excess of both the consideration exchanged and the liabilities assumed as compared to the fair value of identifiable net assets acquired and was allocated to the Company's Banking segment. The goodwill in these acquisitions resulted from expected synergies and expansion in the Colorado market and into the New Mexico market. The goodwill will be deducted for tax purposes. The intangible assets recognized in the transactions will be amortized utilizing an accelerated method over their ten year estimated useful lives. The initial accounting for the acquisitions has not been completed because the fair values of the assets acquired and liabilities assumed have not yet been finalized.

In connection with the acquisitions, the Company acquired loans both with and without evidence of credit quality deterioration since origination. The acquired loans were initially recorded at fair value with no carryover of any allowance for loan and lease losses. Acquired loans were segregated between those considered to be purchased credit impaired ("PCI") loans and those without credit impairment at acquisition. The following table presents details of the estimated fair value of acquired loans at the acquisition date:

(Dollars in thousands)	Loans Excluding PCI Loans			PCI Loans			Total Loans Acquired
	FBD	SCC	Total	FBD	SCC	Total	
Commercial real estate	\$140,955	\$11,894	\$152,849	\$832	\$200	\$1,032	\$153,881
Construction, land development, land	13,949	5,229	19,178	3,081	—	3,081	22,259
1-4 family residential properties	59,228	10,180	69,408	75	—	75	69,483
Farmland	5,709	1,207	6,916	—	—	—	6,916
Commercial	26,125	2,121	28,246	1,020	—	1,020	29,266

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Factored receivables	—	—	—	—	—	—	—
Consumer	5,410	623	6,033	—	—	—	6,033
Mortgage warehouse	—	—	—	—	—	—	—
	\$251,376	\$31,254	\$282,630	\$5,008	\$200	\$5,208	\$287,838

The following presents information at the acquisition date for non-PCI loans acquired in the transactions:

(Dollars in thousands)	FBD	SCC	Total
Contractually required principal and interest payments	\$318,674	\$38,590	\$357,264
Contractual cash flows not expected to be collected	\$4,255	\$550	\$4,805
Fair value at acquisition	\$251,376	\$31,254	\$282,630



## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following presents information at the acquisition date for PCI loans acquired in the transactions:

(Dollars in thousands)	FBD	SCC	Total
Contractually required principal and interest payments	\$10,511	\$269	\$10,780
Contractual cash flows not expected to be collected (nonaccretable difference)	2,570	5	2,575
Expected cash flows at acquisition	7,941	264	8,205
Interest component of expected cash flows (accretable yield)	2,933	64	2,997
Fair value of loans acquired with deterioration of credit quality	\$5,008	\$200	\$5,208

The following table presents unaudited supplemental pro forma information for the years ended December 31, 2018 and 2017 as if the FBD and SCC acquisitions had occurred at the beginning of 2017. The supplemental pro forma information includes adjustments for interest income on loans acquired, depreciation expense on property acquired, amortization of intangibles arising from the transactions, and the related income tax effects. Additionally, because FBD and SCC were Subchapter S corporations before the acquisitions and did not incur any federal income tax liabilities, adjustments have been included to estimate the impact of federal income taxes on FBD and SCC's net income for the periods presented. The supplemental pro forma financial information is not necessarily indicative of the results of operations that would have occurred had the transactions been completed on the assumed date.

(Dollars in thousands)	Year Ended December 31, 2018		
	FBD	SCC	Total
Net interest income	\$241,322	\$228,797	\$243,069
Noninterest income	\$26,473	\$23,412	\$26,915
Net income	\$52,269	\$51,541	\$52,102
Basic earnings per common share	\$2.00	\$2.05	\$1.99
Diluted earnings per common share	\$1.97	\$2.01	\$1.96

(Dollars in thousands)	Year Ended December 31, 2017		
	FBD	SCC	Total
Net interest income	\$176,154	\$158,166	\$178,636
Noninterest income	\$45,570	\$41,166	\$46,080
Net income	\$39,211	\$36,475	\$39,466
Basic earnings per common share	\$1.68	\$1.83	\$1.66
Diluted earnings per common share	\$1.65	\$1.79	\$1.63

Revenue and earnings of FBD and SCC since the acquisition date have not been disclosed as the acquired companies were merged into the Company and separate financial information is not readily available.

Expenses related to the acquisitions, including professional fees and other transaction costs, totaling \$5,871,000 were recorded in noninterest expense in the consolidated statements of income during the year ended December 31, 2018.

## Interstate Capital Corporation

On June 2, 2018, the Company acquired substantially all of the operating assets of, and assumed certain liabilities associated with, Interstate Capital Corporation's ("ICC") accounts receivable factoring business and other related financial services. ICC operates out of offices located in El Paso, Texas and Santa Teresa, New Mexico and provides invoice factoring to small and medium-sized businesses.



## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A summary of the estimated fair values of assets acquired, liabilities assumed, consideration transferred, and the resulting goodwill is as follows:

(Dollars in thousands)	
Assets acquired:	
Cash and cash equivalents	\$ 75
Factored receivables	131,017
Premises and equipment	279
Intangible assets	13,920
Other assets	144
	145,435
Liabilities assumed:	
Deposits	7,389
Other liabilities	763
	8,152
Fair value of net assets acquired	137,283
Consideration:	
Cash paid	160,258
Contingent consideration	20,000
Total consideration	180,258
Goodwill	\$42,975

ICC's net assets acquired were allocated to the Company's Factoring segment whose factoring operations were significantly expanded as a result of the transaction. The Company has recognized goodwill of \$42,975,000, which was calculated as the excess of both the fair value of cash consideration exchanged and the fair value of the contingent liability assumed as compared to the fair value of identifiable net assets acquired and was allocated to the Company's Factoring segment. The goodwill in this acquisition resulted from expected synergies and expansion in the factoring market. The goodwill will be deducted for tax purposes. The intangible assets recognized include a customer relationship intangible asset with an acquisition date fair value of \$13,500,000 which will be amortized utilizing an accelerated method over its eight year estimated useful life and a trade name intangible asset with an acquisition date fair value of \$420,000 which will be amortized on a straight-line basis over its three year estimated useful life.

Consideration paid included contingent consideration with an acquisition date fair value of \$20,000,000. The contingent consideration is based on a proprietary index designed to approximate the rise and fall of transportation invoice prices subsequent to acquisition and is correlated to monthly movements in average invoice prices historically experienced by ICC. At the end of a 30 month earnout period, a final average index price will be calculated and the contingent consideration will be settled in cash based on the final average index price. Final contingent consideration payout will range from \$0 to \$22,000,000, and the fair value of the associated liability will be remeasured each reporting period with changes in fair value recorded in noninterest income in the consolidated statements of income. The fair value of the contingent consideration was \$20,745,000 at December 31, 2018.

Revenue and earnings of ICC since the acquisition date have not been disclosed as the acquired company was merged into the Company and separate financial information is not readily available. The initial accounting for the acquisition has not been completed because the fair values of the assets acquired and liabilities assumed have not yet been finalized.

Expenses related to the acquisition, including professional fees and other transaction costs, totaling \$1,094,000 were recorded in noninterest expense in the consolidated statements of income during the year ended December 31, 2018.

#### Triumph Healthcare Finance

On January 19, 2018, the Company entered into an agreement to sell the assets (the “Disposal Group”) of Triumph Healthcare Finance (“THF”) and exit its healthcare asset based lending line of business. At December 31, 2017, the carrying amount of the Disposal Group was transferred to assets held for sale. The sale closed on March 16, 2018.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A summary of the carrying amount of the assets in the Disposal Group and the gain on sale is as follows:

(Dollars in thousands)	
Carrying amount of assets in the disposal group:	
Loans	\$70,147
Premises and equipment, net	19
Goodwill	1,457
Intangible assets, net	958
Other assets	197
Total carrying amount	72,778
Total consideration received	74,017
Gain on sale of division	1,239
Transaction costs	168
Gain on sale of division, net of transaction costs	\$1,071

The Disposal Group was included in the Banking segment, and the loans in the Disposal Group were previously included in the commercial loan portfolio.

## Valley Bancorp, Inc.

Effective December 9, 2017, the Company acquired Valley Bancorp, Inc. (“Valley”) and its community banking subsidiary, Valley Bank & Trust, in an all-cash transaction. Valley Bank & Trust serves individuals and business customers from seven locations across the northern front range including Brighton, Dacono, Denver, Hudson, Westminster and Strasburg, Colorado. Valley Bank & Trust was merged into TBK Bank upon closing. The acquisition expanding the Company’s market in Colorado and further diversified the Company’s loan, customer, and deposit base.

A summary of the fair values of assets acquired, liabilities assumed, consideration transferred, and the resulting goodwill is as follows:

(Dollars in thousands)	
Assets acquired:	
Cash and cash equivalents	\$38,473
Securities	97,687
Loans	171,199
FHLB stock	315
Premises and equipment	6,238
Other real estate owned	2,282
Intangible assets	6,072
Bank-owned life insurance	7,153
Other assets	1,882
	331,301
Liabilities assumed:	
Deposits	293,398
Junior subordinated debentures	5,470
Other liabilities	2,881
	301,749

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Fair value of net assets acquired	29,552
Consideration transferred	40,075
Goodwill	\$10,523

The Company has recognized goodwill of \$10,523,000, which was calculated as the excess of both the consideration exchanged and the liabilities assumed as compared to the fair value of identifiable net assets acquired and was allocated to the Company's Banking segment. The goodwill in this acquisition resulted from expected synergies and expansion in the Colorado market. The goodwill will be deducted for tax purposes. The intangible assets recognized in the transaction will be amortized utilizing an accelerated method over their ten year estimated useful lives. The accounting for the acquisition has been finalized.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In connection with the acquisition, the Company acquired loans both with and without evidence of credit quality deterioration since origination. The acquired loans were initially recorded at fair value with no carryover of any allowance for loan and lease losses. Acquired loans were segregated between those considered to be purchased credit impaired ("PCI") loans and those without credit impairment at acquisition. The following table presents details of the estimated fair value of acquired loans at the acquisition date:

	Loans, Excluding PCI Loans	PCI Loans	Total Loans
(Dollars in thousands)			
Commercial real estate	\$ 73,273	\$ 254	\$ 73,527
Construction, land development, land	19,770	1,199	20,969
1-4 family residential properties	26,264	—	26,264
Farmland	16,934	—	16,934
Commercial	31,893	—	31,893
Factored receivables	—	—	—
Consumer	1,612	—	1,612
Mortgage warehouse	—	—	—
	\$ 169,746	\$ 1,453	\$ 171,199

The following presents information at the acquisition date for non-PCI loans acquired in the transaction:

(Dollars in thousands)	
Contractually required principal and interest payments	\$ 214,139
Contractual cash flows not expected to be collected	\$ 3,646
Fair value at acquisition	\$ 169,746

The following presents information at the acquisition date for PCI loans acquired in the transaction:

(Dollars in thousands)	
Contractually required principal and interest payments	\$ 2,599
Contractual cash flows not expected to be collected (nonaccretable difference)	775
Expected cash flows at acquisition	1,824
Interest component of expected cash flows (accretable yield)	371
Fair value of loans acquired with deterioration of credit quality	\$ 1,453

Revenue and earnings of Valley since the acquisition date have not been disclosed as the acquired company was merged into the Company and separate financial information is not readily available.

Expenses related to the acquisition, including professional fees and other transaction costs, totaling \$1,251,000 were recorded in noninterest expense in the consolidated statements of income during the year ended December 31, 2017.

## Independent Bank – Colorado Branches

On October 6, 2017, the Company completed its acquisition of nine branch locations in Colorado from Independent Bank Group, Inc.'s banking subsidiary Independent Bank for an aggregate deposit premium of \$6,771,000 or 4.2%. The branches were merged into TBK Bank upon closing. The primary purpose of the acquisition was to improve the Company's core deposit base and continue to build upon the diversification of the Company's loan portfolio.





## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A summary of the fair values of assets acquired, liabilities assumed, consideration transferred, and the resulting goodwill is as follows:

(Dollars in thousands)	
Assets acquired:	
Cash and cash equivalents	\$1,611
Loans	95,794
Premises and equipment	7,524
Intangible assets	3,255
Other assets	1,644
	109,828
Liabilities assumed:	
Deposits	160,702
Other liabilities	249
	160,951
Fair value of net assets acquired	(51,123 )
Cash received from seller, net of \$6,771 deposit premium	45,306
Goodwill	\$5,817

The Company has recognized goodwill of \$5,817,000, which was calculated as the excess of both the consideration exchanged and the liabilities assumed as compared to the fair value of identifiable net assets acquired and was allocated to the Company's Banking segment. The goodwill in this acquisition resulted from expected synergies and expansion in the Colorado market. The goodwill will be deducted for tax purposes. The intangible assets recognized in the transaction will be amortized utilizing an accelerated method over their ten year estimated useful lives. The accounting for the acquisition has been finalized.

The loans acquired in the transaction were initially recorded at fair value with no carryover of any allowance for loan and lease losses. There were no loans acquired that were considered to be purchased credit impaired ("PCI") loans. The following table presents details of the estimated fair value of acquired loans at the acquisition date:

(Dollars in thousands)	
Commercial real estate	\$13,382
Construction, land development, land	537
1-4 family residential properties	6,986
Farmland	31,490
Commercial	43,104
Factored receivables	—
Consumer	295
Mortgage warehouse	—
	\$95,794

The following presents information at the acquisition date for non-PCI loans acquired in the transaction:

(Dollars in thousands)	
Contractually required principal and interest payments	\$122,498
Contractual cash flows not expected to be collected	\$3,415
Fair value at acquisition	\$95,794

Revenue and earnings of the acquired branches since the acquisition date have not been disclosed as the branches were merged into the Company and separate financial information is not readily available.

Expenses related to the acquisition, including professional fees and other transaction costs, totaling \$437,000 were recorded in noninterest expense in the consolidated statements of income during the year ended December 31, 2017.

100

---

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Triumph Capital Advisors, LLC

On March 31, 2017, the Company sold its wholly owned asset management subsidiary, Triumph Capital Advisors, LLC, to an unrelated third party. The transaction was completed to enhance shareholder value and provide a platform for TCA to operate without the impact of regulations intended for depository institutions and their holding companies.

A summary of the consideration received and the gain on sale is as follows:

(Dollars in thousands)	
Consideration received (fair value):	
Cash	\$ 10,554
Loan receivable	10,500
Revenue share	1,623
Total consideration received	22,677
Carrying value of TCA membership interest	1,417
Gain on sale of subsidiary	21,260
Transaction costs	400
Gain on sale of subsidiary, net of transaction costs	\$ 20,860

The Company financed a portion of the consideration received with a \$10,500,000 term credit facility. Terms of the floating rate credit facility provide for quarterly principal and interest payments with an interest rate floor of 5.50%, maturing on March 31, 2023.

In addition, the Company is entitled to receive an annual earn-out payment representing 3% of TCA's future annual gross revenue, with a total maximum earn-out amount of \$2,500,000. The revenue share earn-out was considered contingent consideration which the Company recorded as an asset at its estimated fair value of \$1,623,000 on the date of sale. The fair value of the revenue share asset was \$1,774,000 at December 31, 2018. The Company received the first cash proceeds of \$174,000 from the revenue share during the year ended December 31, 2018.

The Company incurred pre-tax expenses related to the transaction, including professional fees and other direct transaction costs, totaling \$400,000 which were netted against the gain on sale of subsidiary in the consolidated statements of income during the year ended December 31, 2017.

## Southern Transportation Insurance Agency

On September 1, 2016, the Company acquired Southern Transportation Insurance Agency, Ltd. in an all-cash transaction for \$2,150,000. The purpose of the acquisition was to expand the Company's product offerings for clients in the transportation industry. The Company recognized an intangible asset of \$1,580,000 and goodwill of \$570,000, which were allocated to the Company's Banking segment. Goodwill resulted from expected enhanced product offerings and will be deducted for tax purposes. The intangible assets recognized in the transaction will be amortized utilizing a straight line method over their eight year estimated useful lives.

## ColoEast Bankshares, Inc.

On August 1, 2016, the Company acquired 100% of the outstanding common stock of ColoEast Bankshares, Inc. (“ColoEast”) and its community banking subsidiary, Colorado East Bank & Trust, in an all-cash transaction for \$70,000,000. The Company also assumed \$10,500,000 of ColoEast preferred stock issued in conjunction with the U.S. Government’s Treasury Asset Relief Program (“TARP Preferred Stock”). Colorado East Bank & Trust, which was merged into TBK Bank upon closing, offers personal checking, savings, CD, money market, HSA, IRA, NOW and business accounts, as well as commercial and consumer loans from 18 branches and one loan production office located throughout Colorado and far western Kansas. The acquisition expanded the Company’s market into Colorado and Kansas and further diversified the Company’s loan, customer, and deposit base.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A summary of the fair values of assets acquired, liabilities assumed, consideration transferred, and the resulting goodwill is as follows:

(Dollars in thousands)	Initial Values Recorded at Acquisition Date	Measurement Period Adjustments	Adjusted Values
<b>Assets acquired:</b>			
Cash and cash equivalents	\$ 57,671	\$ —	\$57,671
Securities	161,693	—	161,693
Loans	460,775	—	460,775
FHLB and Federal Reserve Bank stock	550	—	550
Premises and equipment	23,940	—	23,940
Other real estate owned	3,105	(143 )	2,962
Intangible assets	7,238	—	7,238
Bank-owned life insurance	6,400	—	6,400
Deferred income taxes	4,511	(70 )	4,441
Other assets	10,022	—	10,022
	735,905	(213 )	735,692
<b>Liabilities assumed:</b>			
Deposits	652,952	—	652,952
Junior subordinated debentures	7,728	—	7,728
Other liabilities	6,784	—	6,784
	667,464	—	667,464
Fair value of net assets acquired	68,441	(213 )	68,228
Cash paid	70,000	—	70,000
TARP Preferred Stock assumed	10,500	—	10,500
Consideration transferred	80,500	—	80,500
Goodwill	\$ 12,059	\$ 213	\$12,272

The consideration was comprised of a combination of cash and the assumption of ColoEast's TARP Preferred Stock. The Company recognized goodwill of \$12,272,000, which included measurement period adjustments related to the final valuation of other real estate owned acquired in the transaction and the finalization of income taxes associated with the transaction. Goodwill was calculated as the excess of both the consideration exchanged and liabilities assumed as compared to the fair value of identifiable net assets acquired and was allocated to the Company's Banking segment. The goodwill in this acquisition resulted from expected synergies and expansion into the Colorado and Kansas markets. The goodwill will not be deducted for tax purposes. The intangible assets recognized in the transaction will be amortized utilizing an accelerated method over their ten year estimated useful lives.

The TARP Preferred Stock assumed in the acquisition was redeemed by the Company at par on August 31, 2016.

In connection with the ColoEast acquisition, the Company acquired loans both with and without evidence of credit quality deterioration since origination. The acquired loans were initially recorded at fair value with no carryover of any allowance for loan and lease losses. Acquired loans were segregated between those considered to be purchased

credit impaired (“PCI”) loans and those without credit impairment at acquisition. The following table presents details on acquired loans at the acquisition date:

(Dollars in thousands)	Loans, Excluding PCI Loans	PCI Loans	Total Loans
Commercial real estate	\$ 86,569	\$ 10,907	\$ 97,476
Construction, land development, land	58,718	2,933	61,651
1-4 family residential properties	36,412	91	36,503
Farmland	100,977	233	101,210
Commercial	151,605	5,129	156,734
Factored receivables	694	—	694
Consumer	6,507	—	6,507
	\$ 441,482	\$ 19,293	\$ 460,775

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following presents information at the acquisition date for non-PCI loans acquired in the transaction:

(Dollars in thousands)	
Contractually required principal and interest payments	\$ 530,404
Contractual cash flows not expected to be collected	\$ 21,272
Fair value at acquisition	\$ 441,482

Information about the acquired loan portfolio subject to PCI accounting guidance as of August 1, 2016 is as follows:

(Dollars in thousands)	
Contractually required principal and interest payments	\$ 25,124
Contractual cash flows not expected to be collected (nonaccretable difference)	1,707
Expected cash flows at acquisition	23,417
Interest component of expected cash flows (accretable yield)	4,124
Fair value of loans acquired with deterioration of credit quality	\$ 19,293

Revenue and earnings of ColoEast since the acquisition date have not been disclosed as the acquired company was merged into the Company and separate financial information is not readily available.

Expenses related to the acquisition, including professional fees and other transaction costs, totaling \$1,618,000 were recorded in noninterest expense in the consolidated statements of income during the year ended December 31, 2016.

## NOTE 3 — SECURITIES

## Equity Securities

The Company held equity securities with fair values of \$5,044,000 and \$5,006,000 at December 31, 2018 and 2017, respectively. During the year ended December 31, 2018, the Company recognized unrealized gains of \$38,000 on the equity securities held at December 31, 2017, which were recorded in noninterest income in the consolidated statements of income. There were no sales of equity securities during the year ended December 31, 2018.

## Debt Securities

Debt securities have been classified in the financial statements as available for sale or held to maturity. The amortized cost of securities and their approximate fair values are as follows:

(Dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2018				
Available for sale securities:				
U.S. Government agency obligations	\$ 93,500	\$ 9	\$ (861)	) \$ 92,648
U.S. Treasury notes	1,956	—	(24)	) 1,932
Mortgage-backed securities, residential	39,971	222	(457)	) 39,736
Asset backed securities	10,165	11	(31)	) 10,145
State and municipal	118,826	175	(550)	) 118,451

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Corporate bonds	68,804	150	(167	)	68,787
SBA pooled securities	4,766	5	(47	)	4,724
Total available for sale securities	\$ 337,988	\$ 572	\$ (2,137	)	\$ 336,423

(Dollars in thousands)	Amortized	Gross	Gross	Fair
December 31, 2018	Cost	Unrecognized	Unrecognized	Value
		Gains	Losses	
<b>Held to maturity securities:</b>				
CLO securities	\$ 8,487	\$ —	\$ (1,161	) \$ 7,326

103



## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands) December 31, 2017	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>Available for sale securities:</b>				
U.S. Government agency obligations	\$ 110,531	\$ 76	\$ (717)	) \$ 109,890
U.S. Treasury notes	1,940	—	(6)	) 1,934
Mortgage-backed securities, residential	33,537	306	(180)	) 33,663
Asset backed securities	11,883	47	(85)	) 11,845
State and municipal	74,684	150	(443)	) 74,391
Corporate bonds	15,271	52	(3)	) 15,320
SBA pooled securities	3,535	27	(2)	) 3,560
<b>Total available for sale securities</b>	<b>\$ 251,381</b>	<b>\$ 658</b>	<b>\$ (1,436)</b>	<b>) \$ 250,603</b>

(Dollars in thousands) December 31, 2017	Amortized Cost	Gross Unrecognized Gains	Gross Unrecognized Losses	Fair Value
<b>Held to maturity securities:</b>				
CLO securities	\$ 8,557	\$ —	\$ (1,030)	) \$ 7,527

The amortized cost and estimated fair value of debt securities at December 31, 2018, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

(Dollars in thousands)	Available for Sale Securities		Held to Maturity Securities	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	\$97,927	\$97,560	\$—	\$—
Due from one year to five years	142,072	141,574	—	—
Due from five years to ten years	33,653	33,370	6,648	5,713
Due after ten years	9,434	9,314	1,839	1,613
	283,086	281,818	8,487	7,326
Mortgage-backed securities, residential	39,971	39,736	—	—
Asset backed securities	10,165	10,145	—	—
SBA pooled securities	4,766	4,724	—	—
	\$337,988	\$336,423	\$8,487	\$7,326

Proceeds from sales of debt securities and the associated gross gains and losses are as follows:

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

(Dollars in thousands)	2018	2017	2016
Proceeds	\$ 123,016	\$ 32,441	\$ 34,338
Gross gains	5	35	17
Gross losses	(277 )	—	(73 )

Debt securities with a carrying amount of approximately \$80,041,000 and \$85,985,000 at December 31, 2018 and 2017, respectively, were pledged to secure public deposits, customer repurchase agreements, and for other purposes required or permitted by law.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Information pertaining to debt securities with gross unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous loss position, are summarized as follows:

(Dollars in thousands) December 31, 2018	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available for sale securities:						
U.S. Government agency obligations	\$ 17,203	\$ (83 )	\$ 72,471	\$ (778 )	\$ 89,674	\$ (861 )
U.S. Treasury notes	—	—	1,932	(24 )	1,932	(24 )
Mortgage-backed securities,						
residential	9,334	(97 )	13,910	(360 )	23,244	(457 )
Asset backed securities	197	(1 )	4,970	(30 )	5,167	(31 )
State and municipal	31,142	(201 )	22,478	(349 )	53,620	(550 )
Corporate bonds	41,874	(166 )	149	(1 )	42,023	(167 )
SBA pooled securities	2,602	(20 )	1,451	(27 )	4,053	(47 )
Total available for sale securities	\$ 102,352	\$ (568 )	\$ 117,361	\$ (1,569 )	\$ 219,713	\$ (2,137 )

(Dollars in thousands) December 31, 2018	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrecognized Losses	Fair Value	Unrecognized Losses	Fair Value	Unrecognized Losses
Held to maturity securities:						
CLO securities	\$ 2,861	\$ (242 )	\$ 4,465	\$ (919 )	\$ 7,326	\$ (1,161 )

(Dollars in thousands) December 31, 2017	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available for sale securities:						
U.S. Government agency obligations	\$ 47,605	\$ (166 )	\$ 40,053	\$ (551 )	\$ 87,658	\$ (717 )
U.S. Treasury notes	1,934	(6 )	—	—	1,934	(6 )
Mortgage-backed securities,						
residential	10,349	(21 )	6,200	(159 )	16,549	(180 )
Asset backed securities	4,898	(85 )	—	—	4,898	(85 )
State and municipal	32,257	(216 )	12,138	(227 )	44,395	(443 )
Corporate bonds	4,073	(2 )	149	(1 )	4,222	(3 )
SBA pooled securities	1,654	(2 )	—	—	1,654	(2 )
Total available for sale securities	\$ 102,770	\$ (498 )	\$ 58,540	\$ (938 )	\$ 161,310	\$ (1,436 )

(Dollars in thousands) December 31, 2017	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrecognized Losses	Fair Value	Unrecognized Losses	Fair Value	Unrecognized Losses
Held to maturity securities:						
CLO securities	\$ 1,835	\$ (28 )	\$ 5,692	\$ (1,002 )	\$ 7,527	\$ (1,030 )

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Company to retain its investment in the security for a period of time sufficient to allow for any anticipated recovery in fair value.

At December 31, 2018, the Company had 344 debt securities in an unrealized loss position. Management does not have the intent to sell any of these securities and believes that it is more likely than not that the Company will not have to sell any such securities before a recovery of cost. The fair value is expected to recover as the securities approach their maturity date or repricing date or if market yields for such investments decline. Management does not believe that any of the securities are impaired due to reasons of credit quality. Accordingly, as of December 31, 2018, management believes the unrealized losses detailed in the previous table are temporary and no other than temporary impairment loss has been recognized in the Company's consolidated statements of income.

105

---

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 4 - LOANS AND ALLOWANCE FOR LOAN AND LEASE LOSSES

The following table presents the recorded investment and unpaid principal for loans at December 31, 2018 and 2017:

(Dollars in thousands)	December 31, 2018			December 31, 2017		
	Recorded Investment	Unpaid Principal	Difference	Recorded Investment	Unpaid Principal	Difference
Commercial real estate	\$992,080	\$999,887	\$ (7,807 )	\$745,893	\$753,803	\$ (7,910 )
Construction, land development, land	179,591	183,664	(4,073 )	134,812	138,045	(3,233 )
1-4 family residential properties	190,185	191,852	(1,667 )	125,827	127,499	(1,672 )
Farmland	170,540	173,583	(3,043 )	180,141	184,006	(3,865 )
Commercial	1,114,971	1,118,028	(3,057 )	920,812	924,133	(3,321 )
Factored receivables	617,791	620,103	(2,312 )	374,410	376,046	(1,636 )
Consumer	29,822	29,956	(134 )	31,131	31,144	(13 )
Mortgage warehouse	313,664	313,664	—	297,830	297,830	—
<b>Total</b>	<b>3,608,644</b>	<b>\$3,630,737</b>	<b>\$ (22,093 )</b>	<b>2,810,856</b>	<b>\$2,832,506</b>	<b>\$ (21,650 )</b>
Allowance for loan and lease losses	(27,571 )			(18,748 )		
	<b>\$3,581,073</b>			<b>\$2,792,108</b>		

The difference between the recorded investment and unpaid principal balance is primarily (1) premiums and discounts associated with acquisition date fair value adjustments on acquired loans (both PCI and non-PCI) totaling \$19,514,000 and \$18,706,000 at December 31, 2018 and 2017, respectively, and (2) net deferred origination and factoring fees totaling \$2,579,000 and \$2,944,000 at December 31, 2018 and 2017, respectively.

As of December 31, 2018, most of the Company's non-factoring business activity is with customers located within certain states. The states of Texas (24%), Colorado (27%), Illinois (15%), and Iowa (7%), make up 73% of the Company's gross loans, excluding factored receivables. Therefore, the Company's exposure to credit risk is affected by changes in the economies in these states. At December 31, 2017, the states of Texas (24%), Colorado (26%), Illinois (17%), and Iowa (7%) made up 74% of the Company's gross loans, excluding factored receivables.

A majority (79%) of the Company's factored receivables, representing approximately 14% of the total loan portfolio as of December 31, 2018, are receivables purchased from trucking fleets, owner-operators, and freight brokers in the transportation industry. At December 31, 2017, 77% of our factored receivables, representing approximately 10% of our total loan portfolio, were receivables purchased from trucking fleets, owner-operators, and freight brokers in the transportation industry.

At December 31, 2018 and 2017, the Company had \$58,566,000 and \$32,459,000, respectively, of customer reserves associated with factored receivables. These amounts represent customer reserves held to settle any payment disputes or collection shortfalls, may be used to pay customers' obligations to various third parties as directed by the customer, are periodically released to or withdrawn by customers, and are reported as deposits in the consolidated balance sheets.

Loans with carrying amounts of \$847,523,000 and \$596,230,000 at December 31, 2018 and 2017, respectively, were pledged to secure Federal Home Loan Bank borrowing capacity.

During the year ended December 31, 2018, a related party loan with a carrying amount of \$9,781,000 was transferred to loans held for sale as the Company made the decision to sell the loan. The loan was subsequently sold at its par value for no gain or loss. See Note 16 – Related Party Transactions for further information regarding the sale of the related party loan. During the year ended December 31, 2017, loans with a carrying amount of \$3,914,000 were transferred to loans held for sale as the Company made the decision to sell the loans. These loans were subsequently sold resulting in proceeds of \$3,834,000 and a loss on sale of loans of \$80,000, which was recorded as other noninterest income in the consolidated statements of income. During the year ended December 31, 2016, loans with a carrying amount of \$24,384,000 were transferred to loans held for sale as the Company made the decision to sell the loans. These loans were subsequently sold resulting in proceeds of \$24,538,000 and a gain on sale of loans of \$154,000, which was recorded as other noninterest income in the consolidated statements of income.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Allowance for Loan and Lease Losses

The activity in the allowance for loan and lease losses (“ALLL”) is as follows:

(Dollars in thousands)	Beginning				Reclassification To Held For Sale	Ending Balance
	Balance	Provision	Charge-offs	Recoveries		
Year ended December 31, 2018						
Commercial real estate	\$ 3,435	\$ 1,044	\$ (90 )	\$ 104	\$ —	\$ 4,493
Construction, land development, land	883	293	(59 )	17	—	1,134
1-4 family residential properties	293	23	(17 )	18	—	317
Farmland	310	425	(200 )	—	—	535
Commercial	8,150	10,052	(5,855 )	518	—	12,865
Factored receivables	4,597	3,857	(1,224 )	69	—	7,299
Consumer	783	457	(989 )	364	—	615
Mortgage warehouse	297	16	—	—	—	313
	\$ 18,748	\$ 16,167	\$ (8,434 )	\$ 1,090	\$ —	\$ 27,571

(Dollars in thousands)	Beginning				Reclassification To Held For Sale	Ending Balance
	Balance	Provision	Charge-offs	Recoveries		
Year ended December 31, 2017						
Commercial real estate	\$ 1,813	\$ 1,822	\$ (259 )	\$ 59	\$ —	\$ 3,435
Construction, land development, land	465	825	(582 )	175	—	883
1-4 family residential properties	253	24	(31 )	47	—	293
Farmland	170	140	—	—	—	310
Commercial	8,014	5,785	(4,875 )	1,329	(2,103 )	8,150
Factored receivables	4,088	2,058	(1,667 )	118	—	4,597
Consumer	420	859	(1,004 )	508	—	783
Mortgage warehouse	182	115	—	—	—	297
	\$ 15,405	\$ 11,628	\$ (8,418 )	\$ 2,236	\$ (2,103 )	\$ 18,748

(Dollars in thousands)	Beginning				Reclassification To Held For Sale	Ending Balance
	Balance	Provision	Charge-offs	Recoveries		
Year ended December 31, 2016						
Commercial real estate	\$ 1,489	\$ 313	\$ (5 )	\$ 16	\$ —	\$ 1,813
Construction, land development, land	367	92	—	6	—	465
1-4 family residential properties	274	(22 )	(84 )	85	—	253
Farmland	134	36	—	—	—	170
Commercial	5,276	5,390	(3,643 )	991	—	8,014
Factored receivables	4,509	315	(856 )	120	—	4,088
Consumer	216	689	(564 )	79	—	420
Mortgage warehouse	302	(120 )	—	—	—	182
	\$ 12,567	\$ 6,693	\$ (5,152 )	\$ 1,297	\$ —	\$ 15,405





## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents loans individually and collectively evaluated for impairment, as well as purchased credit impaired ("PCI") loans, and their respective ALLL allocations:

(Dollars in thousands) December 31, 2018	Loan Evaluation				ALLL Allocations			
	Individually	Collectively	PCI	Total loans	Individually	Collectively	PCI	Total ALLL
Commercial real estate	\$7,097	\$974,280	\$10,703	\$992,080	\$487	\$4,006	\$—	\$4,493
Construction, land development, land	91	172,709	6,791	179,591	21	1,113	—	1,134
1-4 family residential properties	2,333	186,664	1,188	190,185	125	192	—	317
Farmland	7,424	162,735	381	170,540	72	463	—	535
Commercial	17,153	1,096,813	1,005	1,114,971	1,958	10,903	4	12,865
Factored receivables	6,759	611,032	—	617,791	1,968	5,331	—	7,299
Consumer	355	29,467	—	29,822	22	593	—	615
Mortgage warehouse	—	313,664	—	313,664	—	313	—	313
	\$41,212	\$3,547,364	\$20,068	\$3,608,644	\$4,653	\$22,914	\$4	\$27,571

(Dollars in thousands) December 31, 2017	Loan Evaluation				ALLL Allocations			
	Individually	Collectively	PCI	Total loans	Individually	Collectively	PCI	Total ALLL
Commercial real estate	\$1,013	\$735,118	\$9,762	\$745,893	\$123	\$3,312	\$—	\$3,435
Construction, land development, land	136	130,732	3,944	134,812	—	883	—	883
1-4 family residential properties	2,638	122,093	1,096	125,827	152	141	—	293
Farmland	3,800	176,232	109	180,141	—	310	—	310
Commercial	26,616	893,509	687	920,812	1,409	6,741	—	8,150
Factored receivables	4,726	369,684	—	374,410	949	3,648	—	4,597
Consumer	384	30,747	—	31,131	80	703	—	783
Mortgage warehouse	—	297,830	—	297,830	—	297	—	297
	\$39,313	\$2,755,945	\$15,598	\$2,810,856	\$2,713	\$16,035	\$—	\$18,748

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following is a summary of information pertaining to impaired loans. PCI loans that have not deteriorated subsequent to acquisition are not considered impaired and therefore do not require an ALLL and are excluded from these tables.

(Dollars in thousands)	Impaired Loans and PCI			Impaired Loans	
	Impaired Loans			Without a Valuation Allowance	
December 31, 2018	With a Valuation Allowance	Recorded Unpaid	Related Allowance	Recorded Unpaid	Principal
	Investmen	Principal	Allowance	Investmen	Principal
Commercial real estate	\$5,610	\$5,614	\$ 487	\$1,487	\$1,520
Construction, land development, land	91	91	21	—	—
1-4 family residential properties	225	216	125	2,108	2,255
Farmland	914	900	72	6,510	6,979
Commercial	5,235	5,254	1,958	11,918	12,089
Factored receivables	6,759	6,759	1,968	—	—
Consumer	63	57	22	292	296
Mortgage warehouse	—	—	—	—	—
PCI	71	55	4	—	—
	\$18,968	\$18,946	\$ 4,657	\$22,315	\$23,139

  

(Dollars in thousands)	Impaired Loans and PCI			Impaired Loans	
	Impaired Loans			Without a Valuation Allowance	
December 31, 2017	With a Valuation Allowance	Recorded Unpaid	Related Allowance	Recorded Unpaid	Principal
	Investmen	Principal	Allowance	Investmen	Principal
Commercial real estate	\$165	\$165	\$ 123	\$848	\$881
Construction, land development, land	—	—	—	136	136
1-4 family residential properties	237	235	152	2,401	2,519
Farmland	—	—	—	3,800	4,071
Commercial	9,194	9,191	1,409	17,422	17,605
Factored receivables	4,726	4,726	949	—	—
Consumer	271	267	80	113	115
Mortgage warehouse	—	—	—	—	—
PCI	—	—	—	—	—
	\$14,593	\$14,584	\$ 2,713	\$24,720	\$25,327

The following table presents average impaired loans and interest recognized on impaired loans:

(Dollars in thousands)	Years Ended					
	December 31, 2018		December 31, 2017		December 31, 2016	
	Average Impaired	Interest Recognized	Average Impaired	Interest Recognized	Average Impaired	Interest Recognized
Commercial real estate	\$4,055	\$ 86	\$1,234	\$ 33	\$1,090	\$ 46
Construction, land development, land	113	—	249	—	181	4
1-4 family residential properties	2,486	77	1,867	45	857	18
Farmland	5,612	197	2,567	45	667	45
Commercial	21,885	870	29,825	599	20,474	980
Factored receivables	5,742	—	3,951	—	3,299	—
Consumer	369	14	229	9	37	5
Mortgage warehouse	—	—	—	—	—	—
PCI	35	—	262	—	525	—
	\$40,297	\$ 1,244	\$40,184	\$ 731	\$27,130	\$ 1,098

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Past Due and Nonaccrual Loans

The following is a summary of contractually past due and nonaccrual loans:

(Dollars in thousands)	Past Due			
	Past Due 30-89 Days Still Accruing	Past Due 90 Days or More Still Accruing	Nonaccrual	Total
December 31, 2018				
Commercial real estate	\$ 2,625	\$ 397	\$ 7,096	\$10,118
Construction, land development, land	1,003	—	91	1,094
1-4 family residential properties	2,103	—	1,588	3,691
Farmland	308	—	4,059	4,367
Commercial	3,728	999	14,071	18,798
Factored receivables	41,135	2,152	—	43,287
Consumer	1,005	11	355	1,371
Mortgage warehouse	—	—	—	—
PCI	788	—	3,525	4,313
	\$ 52,695	\$ 3,559	\$ 30,785	\$87,039

(Dollars in thousands)	Past Due			
	Past Due 30-89 Days Still Accruing	Past Due 90 Days or More Still Accruing	Nonaccrual	Total
December 31, 2017				
Commercial real estate	\$ 1,374	\$ —	\$ 1,012	\$2,386
Construction, land development, land	—	—	136	136
1-4 family residential properties	1,378	62	2,625	4,065
Farmland	250	109	3,412	3,771
Commercial	6,630	39	22,247	28,916
Factored receivables	20,858	1,454	—	22,312
Consumer	947	—	384	1,331
Mortgage warehouse	165	—	—	165
PCI	72	—	2,333	2,405
	\$ 31,674	\$ 1,664	\$ 32,149	\$65,487

The following table presents information regarding nonperforming loans:

	December	December
(Dollars in thousands)	31, 2018	31, 2017
Nonaccrual loans <sup>(1)</sup>	\$ 30,785	\$ 32,149
Factored receivables greater than 90 days past due	2,152	1,454
Troubled debt restructurings accruing interest	3,117	5,128
	\$ 36,054	\$ 38,731

<sup>(1)</sup>Includes troubled debt restructurings of \$3,730,000 and \$14,009,000 at December 31, 2018 and 2017, respectively.

### Credit Quality Information

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt, including: current collateral and financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. This analysis includes every loan and is performed on a regular basis. Large groups of smaller balance homogeneous loans, such as consumer loans, are analyzed primarily based on payment status. The Company uses the following definitions for risk ratings:

#### Pass:

Loans classified as pass are loans with low to average risk and not otherwise classified as substandard or doubtful.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Substandard:

Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the repayment of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

## Doubtful:

Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

## PCI:

At acquisition, PCI loans had the characteristics of substandard loans and it was probable, at acquisition, that all contractually required principal payments would not be collected. The Company evaluates these loans on a projected cash flow basis with this evaluation performed quarterly.

As of December 31, 2018 and 2017 based on the most recent analysis performed, the risk category of loans is as follows:

(Dollars in thousands)						
December 31, 2018	Pass	Substandard	Doubtful	PCI	Total	
Commercial real estate	\$977,548	\$ 3,829	\$ —	\$10,703	\$992,080	
Construction, land development, land	172,709	91	—	6,791	179,591	
1-4 family residential	187,251	1,746	—	1,188	190,185	
Farmland	161,565	8,594	—	381	170,540	
Commercial	1,093,759	20,207	—	1,005	1,114,971	
Factored receivables	612,577	3,544	1,670	—	617,791	
Consumer	29,461	361	—	—	29,822	
Mortgage warehouse	313,664	—	—	—	313,664	
	\$3,548,534	\$ 38,372	\$ 1,670	\$20,068	\$3,608,644	

(Dollars in thousands)						
December 31, 2017	Pass	Substandard	Doubtful	PCI	Total	
Commercial real estate	\$732,175	\$ 3,956	\$ —	\$9,762	\$745,893	
Construction, land development, land	130,732	136	—	3,944	134,812	
1-4 family residential	122,044	2,687	—	1,096	125,827	
Farmland	171,017	9,015	—	109	180,141	
Commercial	878,957	41,168	—	687	920,812	
Factored receivables	370,839	2,325	1,246	—	374,410	

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Consumer	30,739	392	—	—	31,131
Mortgage warehouse	297,830	—	—	—	297,830
	\$2,734,333	\$ 59,679	\$ 1,246	\$15,598	\$2,810,856

Troubled Debt Restructurings

The Company had a recorded investment in troubled debt restructurings of \$6,847,000 and \$19,137,000 as of December 31, 2018 and 2017, respectively. The Company had allocated specific allowances for these loans of \$286,000 and \$535,000 at December 31, 2018 and 2017, respectively, and had not committed to lend additional amounts.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents the pre- and post-modification recorded investment of loans modified as troubled debt restructurings during the years ended December 31, 2018, 2017, and 2016. The Company did not grant principal reductions or interest rate concessions on any restructured loans.

(Dollars in thousands)	Extended Amortization Period	Payment Deferrals	Total Modifications	Number of Loans
<b>December 31, 2018</b>				
Commercial real estate	\$ —	\$ 589	\$ 589	2
1-4 family residential properties	103	—	103	2
Farmland	263	—	263	1
<b>Commercial</b>	<b>875</b>	<b>—</b>	<b>875</b>	<b>10</b>
	\$ 1,241	\$ 589	\$ 1,830	15
<b>December 31, 2017</b>				
Commercial	\$ 8,831	\$ —	\$ 8,831	8
<b>December 31, 2016</b>				
Commercial real estate	\$ 809	\$ —	\$ 809	3
Farmland	793	—	793	1
<b>Commercial</b>	<b>16,612</b>	<b>—</b>	<b>16,612</b>	<b>27</b>
	\$ 18,214	\$ —	\$ 18,214	31

There were no loans modified as troubled debt restructurings during the years ended December 31, 2018 and 2017 for which there was a payment default during the years then ended. The Company had one borrower relationship with a recorded investment of \$2,011,000 at December 31, 2016, comprised of 14 individual commercial loans that were modified as troubled debt restructurings during the year ended December 31, 2016 for which there were payment defaults during the year then ended. The payment defaults did not result in incremental allowance allocations or charge-offs. Default is determined at 90 or more days past due.

## Residential Real Estate Loans In Process of Foreclosure

At December 31, 2018, the Company had \$926,000 in 1-4 family residential real estate loans for which formal foreclosure proceedings were in process.

## Purchased Credit Impaired Loans

The Company has loans that were acquired for which there was, at acquisition, evidence of deterioration of credit quality since origination and for which it was probable, at acquisition, that all contractually required payments would not be collected. The outstanding contractually required principal and interest and the carrying amount of these loans included in the balance sheet amounts of loans receivable are as follows:

(Dollars in thousands)	December 31, 2018	December 31, 2017
------------------------	-------------------------	-------------------------



Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Contractually required principal and interest:		
Real estate loans	\$ 22,644	\$ 16,360
Commercial loans	4,078	3,501
Outstanding contractually required principal and interest	\$ 26,722	\$ 19,861
Gross carrying amount included in loans receivable	\$ 20,068	\$ 15,598

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The changes in accretable yield in regard to loans transferred at acquisition for which it was probable that all contractually required payments would not be collected are as follows:

(Dollars in thousands)	Years Ended December 31,		
	2018	2017	2016
Accretable yield, beginning balance	\$2,793	\$4,261	\$2,594
Additions	2,997	371	4,124
Accretion	(1,430)	(3,442)	(3,092)
Reclassification from nonaccretable to accretable yield	1,351	2,108	646
Disposals	—	(505 )	(11 )
Accretable yield, ending balance	\$5,711	\$2,793	\$4,261

## NOTE 5 — OTHER REAL ESTATE OWNED

Other real estate owned activity was as follows:

(Dollars in thousands)	Years Ended December 31,		
	2018	2017	2016
Beginning balance	\$9,191	\$6,077	\$5,177
Acquired through business acquisition	213	2,282	2,962
Loans transferred to OREO	514	6,585	470
Premises transferred to OREO	1,139	276	2,215
Net OREO gains (losses) and valuation adjustments	(514 )	(850 )	(1,427)
Sales of OREO	(8,483)	(5,179)	(3,320)
Ending balance	\$2,060	\$9,191	\$6,077

## NOTE 6 — PREMISES AND EQUIPMENT

Premises and equipment consisted of the following:

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

	December 31, 2018	December 31, 2017
(Dollars in thousands)		
Land	\$ 13,119	\$ 10,534
Buildings	49,132	45,841
Leasehold improvements	13,191	4,928
Automobiles and aircraft	5,821	—
Furniture, fixtures and equipment	18,815	13,015
	100,078	74,318
Accumulated depreciation	(16,686 )	(11,457 )
	\$ 83,392	\$ 62,861

Depreciation expense was \$5,720,000, \$4,001,000 and \$2,817,000 for the years ended December 31, 2018, 2017 and 2016, respectively.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The Company leases certain properties and equipment under operating leases. Rent expense was \$3,229,000, \$2,261,000 and \$2,053,000 for the years ended December 31, 2018, 2017 and 2016, respectively. Rent commitments at December 31, 2018, before considering renewal options that generally are present, were as follows:

(Dollars in thousands)	
2019	\$3,311
2020	3,299
2021	3,056
2022	2,853
2023	2,896
Thereafter	6,889
	\$22,304

## NOTE 7 - GOODWILL AND INTANGIBLE ASSETS

Goodwill and intangible assets consist of the following:

(Dollars in thousands)	December 31, 2018		December 31, 2017	
	Gross Carrying Amount	Net Carrying Amount	Gross Carrying Amount	Net Carrying Amount
Goodwill	\$ 158,743	\$ 158,743	\$ 44,126	\$ 44,126
Core deposit intangibles	\$43,578	\$ (16,266 )	\$29,511	\$ (11,335 )
Other intangible assets	15,700	(2,338 )	1,764	(288 )
	\$59,278	\$ (18,604 )	\$31,275	\$ (11,623 )

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The changes in goodwill and intangible assets by operating segment during the year are as follows:

(Dollars in thousands)				
December 31, 2018	Banking	Factoring	Corporate	Total
Beginning balance	\$54,910	\$ 8,868	\$ —	\$63,778
Acquired goodwill	72,075	42,975	—	115,050
Acquired intangibles	14,069	13,933	—	28,002
Amortization of intangibles	(5,144 )	(1,836 )	—	(6,980 )
Divestiture of intangibles	(433 )	—	—	(433 )
Ending balance	\$135,477	\$ 63,940	\$ —	\$199,417

(Dollars in thousands)				
December 31, 2017	Banking	Factoring	Corporate	Total
Beginning balance	\$36,139	\$ 8,871	\$ 1,521	\$46,531
Acquired goodwill	16,340	—	—	16,340
Acquired intangibles	9,478	—	—	9,478
Amortization of intangibles	(5,016 )	(3 )	(182 )	(5,201 )
Divestiture of intangibles	—	—	(1,339 )	(1,339 )
Reclass of goodwill to assets held for sale	(1,024 )	—	—	(1,024 )
Reclass of intangibles to assets held for sale	(1,007 )	—	—	(1,007 )
Ending balance	\$54,910	\$ 8,868	\$ —	\$63,778

(Dollars in thousands)				
December 31, 2016	Banking	Factoring	Corporate	Total
Beginning balance	\$17,482	\$ 8,875	\$ 1,497	\$27,854
Acquired goodwill	12,842	—	—	12,842
Acquired intangibles	8,818	—	799	9,617
Amortization of intangibles	(3,003 )	(4 )	(775 )	(3,782 )
Ending balance	\$36,139	\$ 8,871	\$ 1,521	\$46,531

No goodwill or intangibles have been assigned to the Corporate operating segment.

Impairment exists when a reporting unit's carrying value of goodwill exceeds its fair value. The Company assesses goodwill for impairment at its reporting units that contain goodwill, Banking and Factoring. At the measurement date, these reporting units had positive equity and the Company elected to perform qualitative assessments to determine if it was more likely than not that the fair value of the reporting units exceeded their carrying values, including goodwill. The qualitative assessment indicated that it was more likely than not that the fair value of the reporting unit exceeded its carrying value, resulting in no impairment.

After performing an impairment test comparing the carrying value of intangible assets to the fair value of intangible assets during the years ended December 31, 2018 and 2016, it was determined that the fair value of the intangible assets exceeded their carrying amount and thus, no intangible asset impairment was recorded. During the year ended

December 31, 2017, it was determined that the carrying amount of core deposit intangibles related to public funds assigned to the Banking segment exceeded the fair value of these core deposit intangibles, resulting in an impairment charge of \$1,276,000 for the year ended December 31, 2017. The impairment charge was recorded as amortization expense in the consolidated statements of income. The impairment of the core deposit intangibles was a result of the decline in public funds deposit balances caused by the Company's intentional decision to reduce its reliance on the use of public funds.

115

---

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Generally, material acquired intangible assets are being amortized utilizing an accelerated method over their estimated useful lives, which range from 8 to 10 years. The future amortization schedule for the Company's intangible assets is as follows:

(Dollars in thousands)	
2019	\$9,131
2020	7,941
2021	6,670
2022	5,422
2023	4,236
Thereafter	7,274
	\$40,674

## NOTE 8 — VARIABLE INTEREST ENTITIES

## Collateralized Loan Obligation Funds - Closed

The Company, through its subsidiary Triumph Capital Advisors, acted as the asset manager or provided certain middle and back office staffing and services to the asset manager of various CLO funds. TCA earned asset management fees in accordance with the terms of its asset management or staffing and services agreements associated with the CLO funds. TCA earned asset management fees totaling \$1,717,000, and \$6,574,000 for the years ended December 31, 2017, and 2016. On March 31, 2017, the Company sold its membership interests in TCA as discussed in Note 2 – Business Combinations and Divestitures. As a result of the TCA sale, as of March 31, 2017 the Company no longer acted as asset manager or staffing and services provider for any CLO funds.

The Company holds investments in the subordinated notes of the following closed CLO funds:

(Dollars in thousands)	Offering Date	Offering Amount
Trinitas CLO IV, LTD (Trinitas IV)	June 2, 2016	\$406,650
Trinitas CLO V, LTD (Trinitas V)	September 22, 2016	\$409,000
Trinitas CLO VI, LTD (Trinitas VI)	June 20, 2017	\$717,100

The carrying amounts of the Company's investments in the subordinated notes of the CLO funds, which represent the Company's maximum exposure to loss as a result of its involvement with the CLO funds, totaled \$8,487,000 and \$8,557,000 at December 31, 2018 and 2017, respectively, and are classified as held to maturity securities within the Company's consolidated balance sheets.

The Company performed a consolidation analysis to confirm whether the Company was required to consolidate the assets, liabilities, equity or operations of the closed CLO funds in its financial statements. The Company concluded that the closed CLO funds are variable interest entities and that the Company holds variable interests in the entities in the form of its investments in the subordinated notes of the entities. However, the Company also concluded that the Company does not have the power to direct the activities that most significantly impact the entities' economic performance. As a result, the Company is not the primary beneficiary and therefore is not required to consolidate the assets, liabilities, equity or operations of the CLO funds in the Company's financial statements.

#### Collateralized Loan Obligation Funds – Warehouse Phase

From time to time, the Company may invest in the subordinated debt of entities formed to be the issuers of CLO offerings during their warehouse phases. The Company's investments in these CLO funds are repaid when the CLO funds' warehouse phases are closed and the CLO offerings are issued. The Company's maximum exposure to loss as a result of its involvement with these CLO funds is limited to the carrying amount of its investments in the subordinated debt of the CLO funds. The Company did not hold any investments in the subordinated debt of CLO funds during their warehouse phase at December 31, 2018 and 2017, or during the year ended December 31, 2018. Income from the Company's investments in CLO warehouse entities totaled \$2,226,000 and \$3,184,000 during the years ended December 31, 2017 and 2016, respectively, and is included in other noninterest income within the Company's consolidated statements of income.



## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The Company performed a consolidation analysis of CLO funds during their warehouse phases and concluded that the CLO funds were variable interest entities and that the Company held a variable interest in the entities that could potentially be significant to the entities in the form of its investments in the subordinated notes of the entities. However, the Company also concluded that the Company did not have the power to direct the activities that most significantly impact the entities' economic performance. As a result, the Company was not the primary beneficiary and therefore was not required to consolidate the assets, liabilities, equity, or operations of the entities in the Company's financial statements.

## NOTE 9 - Deposits

Deposits are summarized as follows:

	December	December
(Dollars in thousands)	31, 2018	31, 2017
Noninterest bearing demand	\$724,527	\$564,225
Interest bearing demand	615,704	403,244
Individual retirement accounts	115,583	108,505
Money market	443,663	283,969
Savings	369,389	235,296
Certificates of deposit	835,127	837,384
Brokered deposits	346,356	188,725
Total deposits	\$3,450,349	\$2,621,348

At December 31, 2018, scheduled maturities of time deposits, including certificates of deposits, individual retirement accounts and brokered deposits, are as follows:

	December
(Dollars in thousands)	31, 2018
Within one year	\$972,543
After one but within two years	245,696
After two but within three years	45,618
After three but within four years	25,330
After four but within five years	7,879
Total	\$1,297,066

Time deposits, including individual retirement accounts, certificates of deposit, and brokered deposits, with individual balances of \$250,000 and greater totaled \$187,123,000 and \$158,197,000 at December 31, 2018 and 2017, respectively.

## NOTE 10 — BORROWINGS AND BORROWING CAPACITY

## Customer Repurchase Agreements

Customer repurchase agreements are overnight customer sweep arrangements. Information concerning customer repurchase agreements is summarized as follows:

(Dollars in thousands)	December 31, 2018		December 31, 2017	
Amount outstanding at end of the year	\$ 4,485		\$ 11,488	
Weighted average interest rate at end of the year	0.01	%	0.02	%
Average daily balance during the year	\$ 8,648		\$ 12,906	
Weighted average interest rate during the year	0.02	%	0.02	%
Maximum month-end balance during the year	\$ 13,844		\$ 21,041	

Customer repurchase agreements are secured by pledged securities with carrying amounts as follows:

(Dollars in thousands)	December 31, 2018	December 31, 2017
U.S. Government agency obligations	\$ 5,916	\$ 13,460

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## FHLB Advances

FHLB advances are collateralized by assets, including a blanket pledge of certain loans. FHLB advances and weighted average interest rates at end of period by contractual maturity are summarized as follows:

	Fixed Rate		Variable Rate		
	Balance	Weighted Average Interest Rate	Balance	Weighted Average Interest Rate	
(Dollars in thousands)	Outstanding	Rate	Outstanding	Rate	
2019	\$300,000	2.52 %	\$—	—	
2027	—	—	30,000	2.55 %	
	\$300,000	2.52 %	\$30,000	2.55 %	

Information concerning FHLB advances is summarized as follows:

	December 31, 2018	December 31, 2017
(Dollars in thousands)		
Amount outstanding at end of the year	\$330,000	\$365,000
Weighted average interest rate at end of the year	2.52 %	1.39 %
Average daily balance during the year	\$345,388	\$300,451
Weighted average interest rate during the year	1.96 %	1.05 %
Maximum month-end balance during the year	\$455,000	\$385,000

The Company's unused borrowing capacity with the FHLB is as follows:

	December 31, 2018	December 31, 2017
(Dollars in thousands)		
Borrowing capacity	\$846,427	\$596,230
Borrowings outstanding	330,000	365,000
Unused borrowing capacity	\$516,427	\$231,230

## Federal Funds Purchased

The Company had no federal funds purchased at December 31, 2018 or 2017. However, as of December 31, 2018 the Company had unsecured federal funds lines of credit with seven unaffiliated banks totaling \$137,500,000.

## Subordinated Notes

On September 30, 2016, the Company issued \$50,000,000 of Fixed-to-Floating Rate Subordinated Notes due 2026 (the "Notes"). The Notes initially bear interest at 6.50% per annum, payable semi-annually in arrears, to, but excluding, September 30, 2021, and, thereafter and to, but excluding, the maturity date or earlier redemption, interest shall be payable quarterly in arrears, at an annual floating rate equal to three-month LIBOR as determined for the applicable quarterly period, plus 5.345%. The Company may, at its option, beginning on September 30, 2021 and on any scheduled interest payment date thereafter, redeem the Notes, in whole or in part, at a redemption price equal to the outstanding principal amount of the Notes to be redeemed plus accrued and unpaid interest to, but excluding, the date of redemption. The Notes are subordinated in right of payment to the Company's existing and future senior indebtedness and are structurally subordinated to the Company's subsidiaries' existing and future indebtedness and other obligations.

The Notes are included on the consolidated balance sheets as liabilities at their carrying values of \$48,929,000 and \$48,828,000 at December 31, 2018 and 2017, respectively; however, for regulatory purposes, the carrying value of these obligations were eligible for inclusion in Tier 2 regulatory capital.

Issuance costs related to the Notes totaled \$1,324,000, including an underwriting discount of 1.5%, or \$750,000, and have been netted against the subordinated notes liability on the balance sheet. The underwriting discount and other debt issuance costs are being amortized using the effective interest method through maturity and recognized as a component of interest expense.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Junior Subordinated Debentures

The following provides a summary of the Company's junior subordinated debentures:

(Dollars in thousands)	Face Value	Carrying Value	Maturity Date	Variable Interest Rate	Interest Rate At December 31, 2018
National Bancshares Capital Trust II	\$ 15,464	\$ 12,975	September 2033	LIBOR + 3.00%	5.79%
National Bancshares Capital Trust III	17,526	12,576	July 2036	LIBOR + 1.64%	4.08%
ColoEast Capital Trust I	5,155	3,478	September 2035	LIBOR + 1.60%	4.40%
ColoEast Capital Trust II	6,700	4,554	March 2037	LIBOR + 1.79%	4.59%
Valley Bancorp Statutory Trust I	3,093	2,855	September 2032	LIBOR + 3.40%	6.22%
Valley Bancorp Statutory Trust II	3,093	2,645	July 2034	LIBOR + 2.75%	5.54%
	\$51,031	\$39,083			

These debentures are unsecured obligations due to trusts that are unconsolidated subsidiaries. The debentures were issued in conjunction with the trusts' issuances of obligated capital securities. The trusts used the proceeds from the issuances of their capital securities to buy floating rate junior subordinated deferrable interest debentures that bear the same interest rate and terms as the capital securities. These debentures are the trusts' only assets and the interest payments from the debentures finance the distributions paid on the capital securities. These debentures rank junior and are subordinate in the right of payment to all other debt of the Company.

As part of the purchase accounting adjustments made with the National Bancshares, Inc. acquisition on October 15, 2013, the ColoEast acquisition on August 1, 2016, and the Valley acquisition on December 9, 2017, the Company adjusted the carrying value of the junior subordinated debentures to fair value as of the respective acquisition dates. The discount on the debentures will continue to be amortized through maturity and recognized as a component of interest expense.

The debentures may be called by the Company at par plus any accrued but unpaid interest. Interest on the debentures is calculated quarterly. The distribution rate payable on the capital securities is cumulative and payable quarterly in arrears. The Company has the right to defer payments on interest on the debentures at any time by extending the interest payment period for a period not exceeding 20 consecutive quarters with respect to each deferral period, provided that no extension period may extend beyond the redemption or maturity date of the debentures.

The debentures are included on the consolidated balance sheet as liabilities; however, for regulatory purposes, the carrying value of these obligations are eligible for inclusion in Tier I regulatory capital, subject to certain limitations. All of the carrying value of \$39,083,000 and \$38,623,000 was allowed in the calculation of Tier I regulatory capital as of December 31, 2018 and 2017, respectively.

## NOTE 11 — EMPLOYEE BENEFIT PLANS

## 401(k) Plan

The Company sponsors a 401(k) benefit plan that allows employee contributions up to the maximum tax-deferred limitations established by the Internal Revenue Code, which are matched by the Company equal to 100% of the first

4% of the compensation contributed. Expense related to the 401(k) matching contributions for the years ended December 31, 2018, 2017 and 2016 was \$1,838,000, \$1,468,000 and \$1,179,000, respectively.

NOTE 12 — INCOME TAXES

Income tax expense consisted of the following:

(Dollars in thousands)	Years Ended December 31,		
	2018	2017	2016
Income tax expense:			
Current	\$14,091	\$14,714	\$10,922
Deferred	708	10,174	1,941
Change in valuation allowance for deferred tax asset	(7 )	(10 )	(54 )
Income tax expense	\$14,792	\$24,878	\$12,809

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Effective tax rates differ from federal statutory rates applied to income before income taxes due to the following:

(Dollars in thousands)	Years Ended December 31,		
	2018	2017	2016
Tax provision computed at federal statutory rate	\$13,965	\$21,384	\$11,728
Effect of:			
State taxes, net	1,716	1,112	852
Tax reform impact <sup>(1)</sup>	—	2,984	—
Transaction costs	—	—	325
Bank-owned life insurance	(141 )	(246 )	(201 )
Tax exempt interest	(436 )	(545 )	(129 )
Change in valuation allowance for deferred tax asset	(7 )	(10 )	(54 )
Other	(305 )	199	288
Income tax expense	\$14,792	\$24,878	\$12,809

<sup>(1)</sup> On December 22, 2017, the United States enacted tax reform legislation commonly known as the Tax Cuts and Jobs Act (the “Tax Act”), resulting in significant modifications to existing law. As a result of the changes under the Tax Act, the Company recorded incremental income tax expense of \$2,984,000 during the year ended December 31, 2017, which consisted primarily of the remeasurement of deferred tax assets and liabilities at the new federal statutory rate of 21%. Prior to the enactment of the Tax Act, deferred tax assets and liabilities were measured at the previous federal statutory rate of 35%.

Deferred income taxes reflect the net tax effects of temporary differences between the recorded amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company’s deferred tax assets and liabilities are as follows:

(Dollars in thousands)	2018	2017
Deferred tax assets		
Federal net operating loss carryforwards	\$6,111	\$7,180
State net operating loss carryforwards	541	1,338
Acquired loan basis	587	1,159
Other real estate owned	134	394
AMT credit carryforward	2,855	2,855
Allowance for loan losses	6,382	4,825
Unrealized loss on securities available for sale	356	176
Accrued liabilities	1,714	333
Other	1,537	885
Total deferred tax assets	20,217	19,145
Deferred tax liabilities		
Goodwill and intangible assets	1,661	2,233

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Fair value adjustment on junior subordinated debentures	2,468	2,792
Premises and equipment	4,804	2,273
Installment gain on sale of subsidiary	2,292	2,230
Other	299	396
Total deferred tax liabilities	11,524	9,924
Net deferred tax asset before valuation allowance	8,693	9,221
Valuation allowance	(255 )	(262 )
Net deferred tax asset	\$8,438	\$8,959

The Company's federal and state net operating loss carryforwards as of December 31, 2018 were \$29,102,000 and \$16,829,000, respectively, which will expire at various dates from 2021 through 2035. The Company has a Federal Alternative Minimum Tax Credit carryforward of \$2,855,000 as of December 31, 2018 with no expiration. The Company has a valuation allowance on certain net operating loss carryforwards that are not expected to be realized before expiration.

The Company's federal and state net operating loss carryforwards as of December 31, 2017 were \$34,190,000 and \$23,641,000, respectively. The Company had a Federal Alternative Minimum Tax Credit carryforward of \$2,855,000 as of December 31, 2017.



TRIUMPH BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

An Internal Revenue Code Section 382 (“Section 382”) ownership change was triggered as part of previous acquisitions. A significant portion of the deferred tax asset relating to the Company's net operating loss and Alternative Minimum Tax credit carryforwards are subject to the annual limitation rules under Section 382 . The utilization of tax carryforward attributes acquired from the EJ Financial Corp. (2010) acquisition is subject to an annual limitation of \$341,000. The utilization of tax carryforward attributes acquired from the National Bancshares, Inc.(2013) acquisition is subject to an annual limitation of \$2,040,000. Any remaining tax attribute carryforwards generated prior to the Section 382 ownership change in 2013 are subject to an annual limitation of \$3,696,000.

The utilization of deferred tax assets related to the net operating loss and tax credit carryforwards acquired from the 2016 ColoEast stock acquisition are subject to an annual limitation of \$1,906,000 under Section 382 rules.

At December 31, 2018 and 2017, the Company had no amounts recorded for uncertain tax positions and does not expect any material changes in uncertain tax benefits during the next 12 months. The Company recognizes interest and penalties related to income tax matters in income tax expense.

The Company is subject to U.S. federal income tax as well as income tax in various states. The Company is generally not subject to examination by taxing authorities for years prior to 2015.

NOTE 13 - Legal Contingencies

Various legal claims arise from time to time in the normal course of business which, in the opinion of management, will have no material effect on the Company's consolidated financial statements. The Company does not anticipate any material losses as a result of commitments and contingent liabilities.

NOTE 14 - OFF-BALANCE SHEET LOAN COMMITMENTS

From time to time, the Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit. Those instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the balance sheet. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments.

The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments.

The contractual amounts of financial instruments with off-balance sheet risk were as follows:

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

(Dollars in thousands)	December 31, 2018			December 31, 2017		
	Fixed Rate	Variable Rate	Total	Fixed Rate	Variable Rate	Total
Unused lines of credit	\$69,053	\$433,667	\$502,720	\$133,634	\$242,236	\$375,870
Standby letters of credit	\$2,285	\$3,931	\$6,216	\$1,998	\$8,169	\$10,167
Mortgage warehouse commitments	\$—	\$266,458	\$266,458	\$—	\$239,632	\$239,632

121

---

TRIUMPH BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being fully drawn upon, the total commitment amounts disclosed above do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if considered necessary by the Company, upon extension of credit, is based on management's credit evaluation of the customer.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. In the event of nonperformance by the customer, the Company has rights to the underlying collateral, which can include commercial real estate, physical plant and property, inventory, receivables, cash and marketable securities. The credit risk to the Company in issuing letters of credit is essentially the same as that involved in extending loan facilities to its customers.

Mortgage warehouse commitments are unconditionally cancellable and represent the unused capacity on mortgage warehouse facilities the Company has approved. The Company reserves the right to refuse to buy any mortgage loans offered for sale by a customer, for any reason, at the Company's sole and absolute discretion.

The Company records a reserve for loan and lease losses on off-balance sheet lending-related commitments through a charge to other noninterest expense on the Company's consolidated statements of income. At December 31, 2018 and 2017, the reserve for loan and lease losses on off-balance sheet lending-related commitments totaled \$538,000 and \$501,000, respectively, and was included in other liabilities on the Company's consolidated balance sheets.

In addition to the commitments above, the Company had overdraft protection available in the amounts of \$3,087,000 and \$2,397,000 at December 31, 2018 and 2017, respectively.

NOTE 15 - Fair Value Disclosures

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (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. There are three levels of inputs that may be used to measure fair values:

Level 1 – Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2 – Significant other observable inputs other than Level 1 prices such as 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.

Level 3 – Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Assets and liabilities measured at fair value on a recurring basis are summarized in the table below.

(Dollars in thousands)	Fair Value Measurements			Total Fair Value
	Using Level 1	Level 2	Level 3	
December 31, 2018				
Assets measured at fair value on a recurring basis				
Securities available for sale				
U.S. Government agency obligations	\$—	\$92,648	\$—	\$92,648
U.S. Treasury notes	—	1,932	—	1,932
Mortgage-backed securities, residential	—	39,736	—	39,736
Asset backed securities	—	10,145	—	10,145
State and municipal	—	118,451	—	118,451
Corporate bonds	—	68,787	—	68,787
SBA pooled securities	—	4,724	—	4,724
	\$—	\$336,423	\$—	\$336,423
Equity securities				
Mutual fund	\$5,044	\$—	\$—	\$5,044
Loans held for sale	\$—	\$2,106	\$—	\$2,106
Liabilities measured at fair value on a recurring basis				
ICC Contingent consideration	\$—	\$—	\$20,745	\$20,745

(Dollars in thousands)	Fair Value Measurements			Total Fair Value
	Using Level 1	Level 2	Level 3	
December 31, 2017				
Securities available for sale				
U.S. Government agency obligations	\$—	\$109,890	\$—	\$109,890
U.S. Treasury notes	—	1,934	—	1,934
Mortgage-backed securities, residential	—	33,663	—	33,663
Asset backed securities	—	11,845	—	11,845
State and municipal	—	74,391	—	74,391
Corporate bonds	—	15,320	—	15,320
SBA pooled securities	—	3,560	—	3,560
	\$—	\$250,603	\$—	\$250,603
Equity securities				
Mutual fund	\$5,006	\$—	\$—	\$5,006

There were no liabilities measured at fair value on a recurring basis at December 31, 2017.

The Company used the following methods and assumptions to estimate fair value of financial instruments that are measured at fair value on a recurring basis:

Securities available for sale – The fair values of debt securities available for sale are determined by third party matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs).

Equity securities – The fair values of equity securities are determined based on quoted market prices in active markets and are classified in Level 1 of the valuation hierarchy.

Loans held for sale – Loans held for sale represent mortgage loan originations intended to be sold in the secondary market. The fair value of loans held for sale is determined using commitments on hand from investors or prevailing market prices and are classified in Level 2 of the valuation hierarchy.

123

---

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

ICC contingent consideration – The fair value of the ICC contingent consideration is based on a proprietary index designed to approximate the rise and fall of transportation invoice prices subsequent to acquisition and is correlated to monthly movements in average invoice prices historically experienced by ICC. The fair value is classified in Level 3 of the valuation hierarchy. ICC contingent consideration was initially recorded with an acquisition date fair value of \$20,000,000. Subsequent to acquisition, the contingent consideration increased in fair value by \$745,000 to a fair value of \$20,745,000 at December 31, 2018. There were no disposals of contingent consideration during the period. At the end of a 30 month earnout period, a final average index price will be calculated and the contingent consideration will be settled in cash based on the final average index price.

There were no transfers between levels for the years ended December 31, 2018 and 2017.

Assets measured at fair value on a non-recurring basis are summarized in the table below. There were no liabilities measured at fair value on a non-recurring basis at December 31, 2018 and 2017.

(Dollars in thousands)	Fair Value Measurements			Total Fair Value
	Level 1	Level 2	Level 3	
December 31, 2018				
Impaired loans				
Commercial real estate	\$—	\$—	\$5,123	\$5,123
Construction, land development, land	—	—	70	70
1-4 family residential properties	—	—	100	100
Farmland	—	—	842	842
Commercial	—	—	3,277	3,277
Factored receivables	—	—	4,791	4,791
Consumer	—	—	41	41
PCI	—	—	67	67
Other real estate owned <sup>(1)</sup> :				
Commercial	—	—	1,095	1,095
	\$—	\$—	\$15,406	\$15,406

(Dollars in thousands)	Fair Value Measurements			Total Fair Value
	Level 1	Level 2	Level 3	
December 31, 2017				
Impaired loans				
Commercial real estate	\$—	\$—	\$42	\$42
1-4 family residential properties	—	—	85	85
Commercial	—	—	7,785	7,785

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Factored receivables	—	—	3,777	3,777
Consumer	—	—	191	191
Other real estate owned <sup>(1)</sup> :				
Commercial	—	—	138	138
Construction, land development, land	—	—	202	202
	\$—	\$—	\$12,220	\$12,220

<sup>(1)</sup> Represents the fair value of OREO that was adjusted subsequent to its initial classification as OREO.

As of December 31, 2018 and 2017, the only Level 3 assets with material unobservable inputs are associated with impaired loans and OREO.

TRIUMPH BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Impaired Loans with Specific Allocation of ALLL

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due pursuant to the contractual terms of the loan agreement. Impairment is measured by estimating the fair value of the loan based on the present value of expected cash flows, the market price of the loan, or the underlying fair value of the loan's collateral. For real estate loans, fair value of the impaired loan's collateral is determined by third party appraisals, which are then adjusted for the estimated selling and closing costs related to liquidation of the collateral. For this asset class, the actual valuation methods (income, sales comparable, or cost) vary based on the status of the project or property. For example, land is generally based on the sales comparable method while construction is based on the income and/or sales comparable methods. The unobservable inputs may vary depending on the individual assets with no one of the three methods being the predominant approach. The Company reviews the third party appraisal for appropriateness and adjusts the value downward to consider selling and closing costs, which typically range from 5% to 8% of the appraised value. For non-real estate loans, fair value of the impaired loan's collateral may be determined using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business.

OREO

OREO is primarily comprised of real estate acquired in partial or full satisfaction of loans. OREO is recorded at its estimated fair value less estimated selling and closing costs at the date of transfer, with any excess of the related loan balance over the fair value less expected selling costs charged to the ALLL. Subsequent changes in fair value are reported as adjustments to the carrying amount and are recorded against earnings. The Company outsources the valuation of OREO with material balances to third party appraisers. For this asset class, the actual valuation methods (income, sales comparable, or cost) vary based on the status of the project or property. For example, land is generally based on the sales comparable method while construction is based on the income and/or sales comparable methods. The unobservable inputs may vary depending on the individual assets with no one of the three methods being the predominant approach. The Company reviews the third party appraisal for appropriateness and adjusts the value downward to consider selling and closing costs, which typically range from 5% to 8% of the appraised value.



## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The estimated fair values of the Company's financial instruments not measured at fair value on a recurring or non-recurring basis were as follows:

(Dollars in thousands)	December 31, 2018				Total Fair Value
	Carrying Amount	Fair Value Level 1	Measurements Level 2	Using Level 3	
<b>Financial assets:</b>					
Cash and cash equivalents	\$234,939	\$234,939	\$—	\$—	\$234,939
Securities - held to maturity	8,487	—	—	7,326	7,326
Loans not previously presented, gross	3,589,676	—	—	3,505,724	3,505,724
FHLB stock	15,943	N/A	N/A	N/A	N/A
Accrued interest receivable	19,094	19,094	—	—	19,094
<b>Financial liabilities:</b>					
Deposits	3,450,349	—	3,440,570	—	3,440,570
Customer repurchase agreements	4,485	—	4,485	—	4,485
Federal Home Loan Bank advances	330,000	—	330,000	—	330,000
Subordinated notes	48,929	—	50,500	—	50,500
Junior subordinated debentures	39,083	—	40,808	—	40,808
Accrued interest payable	6,722	6,722	—	—	6,722

(Dollars in thousands)	December 31, 2017				Total Fair Value
	Carrying Amount	Fair Value Level 1	Measurements Level 2	Using Level 3	
<b>Financial assets:</b>					
Cash and cash equivalents	\$134,129	\$134,129	\$—	\$—	\$134,129
Securities - held to maturity	8,557	—	—	7,527	7,527
Loans not previously presented, net	2,780,228	—	—	2,800,362	2,800,362
Loans included in assets held for sale, net	68,668	—	—	69,268	69,268
FHLB stock	16,006	N/A	N/A	N/A	N/A
Accrued interest receivable	15,517	15,517	—	—	15,517
<b>Financial liabilities:</b>					
Deposits	2,621,348	—	2,616,034	—	2,616,034
Customer repurchase agreements	11,488	—	11,488	—	11,488
Federal Home Loan Bank advances	365,000	—	365,000	—	365,000
Subordinated notes	48,828	—	52,310	—	52,310
Junior subordinated debentures	38,623	—	41,563	—	41,563
Accrued interest payable	3,323	3,323	—	—	3,323

For those financial instruments not previously described, the following methods and assumptions were used by the Company in estimating the fair values of financial instruments as disclosed herein:

#### Cash and Cash Equivalents

For financial instruments with a shorter term or with no stated maturity, prevailing market rates, and limited credit risk, the carrying amounts approximate fair value and are considered a Level 1 classification.

#### Securities held to maturity

The fair values of the Company's investments in the subordinated notes of Trinitas IV, Trinitas V, and Trinitas VI classified as securities held to maturity are determined based on the securities' discounted projected future cash flows (net present value), resulting in a Level 3 classification.

126

---

TRIUMPH BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The fair values of the Company's other securities held to maturity at December 31, 2016 were determined by third party matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities, resulting in a Level 2 classification. There were no such securities held at December 31, 2017.

Loans

Loans include loans held for investment and loans included in assets held for sale. Loans exclude impaired loans previously described above. For variable rate loans that reprice frequently and have no significant changes in credit risk, excluding previously presented impaired loans measured at fair value on a non-recurring basis, fair values are based on carrying values. Fair values for fixed rate loans are estimated using discounted cash flow analyses. In accordance with ASU 2016-01, which was adopted effective January 1, 2018, the discount rates used to determine the fair value of loans at December 31, 2018 use interest rate spreads that reflect factors such as liquidity, credit, and nonperformance risk of the loans. The discount rates used to determine the fair value of loans at December 31, 2017 were based on interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Loans are considered a Level 3 classification.

FHLB stock

FHLB stock is restricted to member banks and there are restrictions placed on its transferability. As a result, the fair value of FHLB stock was not practicable to determine.

Deposits

The fair values disclosed for demand deposits and non-maturity transaction accounts are, by definition, equal to the amount payable on demand at the reporting date (that is, their carrying amounts) and are considered a Level 2 classification. Fair values for fixed rate time deposits are estimated using a discounted cash flow calculation that applies interest rates currently being offered on time deposits to a schedule of aggregated expected monthly maturities on time deposits resulting in a Level 2 classification.

Customer repurchase agreements

The carrying amount of customer repurchase agreements approximates fair value due to their short term nature. The customer repurchase agreement fair value is considered a Level 2 classification.

Federal Home Loan Bank advances

The Company's FHLB advances have variable rates or a maturity of less than three months and therefore fair value materially approximates carrying value and is considered a Level 2 classification.

Subordinated notes

The subordinated notes were valued based on quoted market prices, but due to limited trading activity for the subordinated notes in these markets, the subordinated notes are considered a Level 2 classification.

Junior subordinated debentures

The junior subordinated debentures were valued by discounting future cash flows using current interest rates for similar financial instruments, resulting in a Level 2 classification.

Accrued Interest Receivable and Accrued Interest Payable

The carrying amounts of accrued interest receivable and accrued interest payable approximate their fair values given the short term nature of the receivables and are considered a Level 1 classification.

127

---

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 16 — RELATED-PARTY TRANSACTIONS

Loans to executive officers, directors, and their affiliates were as follows:

(Dollars in thousands)	Years Ended	
	December 31,	
	2018	2017
Beginning balance	\$26,612	\$29,285
New loans and advances	28,526	14,440
Effect of changes in composition of related parties	—	(15,004)
Repayments and sales	(15,618)	(2,109)
Ending balance	\$39,520	\$26,612

These loans are made in the ordinary course of business and on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other unaffiliated persons and do not involve more than normal risk of collectability.

In December 2018, the Company sold a loan with an aggregate principal balance of \$9,781,000 to an entity in which a director, together with members of his family, have a majority interest. The loan, which was originated as a Regulation O related party loan due to the interests of such director in the borrower for such loan, was sold at a purchase price equal to 100% of the outstanding principal balance of the loan plus accrued interest and therefore, resulted in no gain or loss for the year ended December 31, 2018. The loan was sold by the Company due to credit deterioration at the borrower which would have caused the loan to be classified as a substandard non-performing loan had it remained on the Company's balance sheet as of December 31, 2018.

At December 31, 2018, there were no loans to executive officers, directors, or their affiliates that were considered non-performing or potential problem loans.

Deposits from executive officers, directors, and their affiliates at December 31, 2018 and 2017 were \$6,176,000 and \$9,360,000, respectively.

#### Trinitas Capital Management, LLC

Trinitas Capital Management, LLC ("Trinitas") is an independent CLO asset manager formed in 2015. Prior to the sale of TCA on March 31, 2017, certain of the Company's officers and other personnel served as officers or managers of Trinitas and certain members of the Company's board of directors also hold minority membership interests in Trinitas. The Company does not hold any membership interests in Trinitas.

As described in Note 8 – Variable Interest Entities, the Company, through its subsidiary TCA, provided certain middle and back office staffing and services to Trinitas as the asset manager of various CLO funds issued by Trinitas. For the years ended December 31, 2017 and 2016, TCA earned fees from Trinitas totaling \$521,000 and \$907,000, respectively. No asset management fees were earned by TCA from Trinitas for the year ended December 31, 2018. As a result of the TCA sale, as of March 31, 2017 the Company no longer acts as a staffing and services provider for Trinitas. The Company holds investments in the subordinated notes of Trinitas IV, Trinitas V, and

Trinitas VI, CLOs managed by Trinitas, with a carrying amount of \$8,487,000 and \$8,557,000 at December 31, 2018 and 2017, respectively.

Triumph Consolidated Cos., LLC

As described in Note 18 – Stockholders' Equity, Triumph Consolidated Cos., LLC held a warrant to purchase shares of the Company's common stock which was exercised during the year ended December 31, 2017. Prior to its dissolution during the year ended December 31, 2017, certain of the Company's directors and executive officers were directors, officers, investors, or other interest holders in Triumph Consolidated Cos., LLC.

TRIUMPH BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 17 — REGULATORY MATTERS

The Company (on a consolidated basis) and TBK Bank are subject to various regulatory capital requirements administered by federal and state banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's or TBK Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and TBK Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities, and certain off balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company and TBK Bank to maintain minimum amounts and ratios (set forth in the table below) of total, common equity Tier 1, and Tier 1 capital to risk weighted assets, and of Tier 1 capital to average assets. Management believes, as of December 31, 2018, the Company and TBK Bank meet all capital adequacy requirements to which they are subject.

As of December 31, 2018, TBK Bank's capital ratios exceeded those levels necessary to be categorized as "well capitalized" under the regulatory framework for prompt corrective action. To be categorized as "well capitalized," TBK Bank must maintain minimum total risk based, common equity Tier 1 risk based, Tier 1 risk based, and Tier 1 leverage ratios as set forth in the table below. There are no conditions or events since December 31, 2018 that management believes have changed TBK Bank's category.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The actual capital amounts and ratios for the Company and TBK Bank are presented in the following table:

(Dollars in thousands)	Actual		Minimum for		To Be Well	
	Amount	Ratio	Capital Adequacy Purposes	Ratio	Prompt Corrective	Action Provisions
As of December 31, 2018	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>Total capital (to risk weighted assets)</b>						
Triumph Bancorp, Inc.	\$552,398	13.4%	\$330,970	8.0%	N/A	N/A
TBK Bank, SSB	\$496,526	12.4%	\$320,856	8.0%	\$401,071	10.0%
<b>Tier 1 capital (to risk weighted assets)</b>						
Triumph Bancorp, Inc.	\$475,359	11.5%	\$248,227	6.0%	N/A	N/A
TBK Bank, SSB	\$468,500	11.7%	\$240,642	6.0%	\$320,856	8.0%
<b>Common equity Tier 1 capital (to risk weighted assets)</b>						
Triumph Bancorp, Inc.	\$436,276	10.5%	\$186,170	4.5%	N/A	N/A
TBK Bank, SSB	\$468,500	11.7%	\$180,482	4.5%	\$260,696	6.5%
<b>Tier 1 capital (to average assets)</b>						
Triumph Bancorp, Inc.	\$475,359	11.1%	\$171,619	4.0%	N/A	N/A
TBK Bank, SSB	\$468,500	11.0%	\$170,092	4.0%	\$212,615	5.0%
<b>As of December 31, 2017</b>						
<b>Total capital (to risk weighted assets)</b>						
Triumph Bancorp, Inc.	\$436,036	13.2%	\$264,026	8.0%	N/A	N/A
TBK Bank, SSB	\$361,068	11.4%	\$254,139	8.0%	\$317,674	10.0%
<b>Tier 1 capital (to risk weighted assets)</b>						
Triumph Bancorp, Inc.	\$367,958	11.1%	\$198,019	6.0%	N/A	N/A
TBK Bank, SSB	\$341,910	10.8%	\$190,603	6.0%	\$254,137	8.0%
<b>Common equity Tier 1 capital (to risk weighted assets)</b>						
Triumph Bancorp, Inc.	\$320,265	9.7%	\$148,514	4.5%	N/A	N/A
TBK Bank, SSB	\$341,910	10.8%	\$142,952	4.5%	\$206,486	6.5%
<b>Tier 1 capital (to average assets)</b>						
Triumph Bancorp, Inc.	\$367,958	11.8%	\$124,754	4.0%	N/A	N/A
TBK Bank, SSB	\$341,910	11.1%	\$123,088	4.0%	\$153,860	5.0%



Dividends paid by TBK Bank are limited to, without prior regulatory approval, current year earnings and earnings less dividends paid during the preceding two years.

Beginning in January 2016, the implementation of the capital conservation buffer set forth by the Basel III regulatory capital framework was effective for the Company starting at 0.625% of risk weighted assets above the minimum risk based capital ratio requirements and increasing 0.625% each year thereafter, until it reaches 2.5% on January 1, 2019. The capital conservation buffer was 1.875% and 1.25% at December 31, 2018 and 2017, respectively. The capital conservation buffer is designed to absorb losses during periods of economic stress and requires increased capital levels for the purpose of capital distributions and other payments. Failure to meet the full amount of the buffer will result in restrictions on the Company's ability to make capital distributions, including dividend payments and stock repurchases, and to pay discretionary bonuses to executive officers. At December 31, 2018, the Company's and TBK Bank's risk based capital exceeded the required capital conservation buffer.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 18 – STOCKHOLDERS’ EQUITY

The following summarizes the Company’s capital structure:

## Common Stock

(Dollars in thousands, except per share amounts)	Common Stock December 31,	
	2018	2017
Shares authorized	50,000,000	50,000,000
Shares issued	27,053,999	20,912,396
Treasury shares	104,063	91,951
Shares outstanding	26,949,936	20,820,445
Par value per share	\$0.01	\$0.01

## Preferred Stock

(Dollars in thousands, except per share amounts)	Preferred Stock Series A December 31,		Preferred Stock Series B December 31,	
	2018	2017	2018	2017
Shares authorized	50,000	50,000	115,000	115,000
Shares issued	—	45,500	—	51,076
Shares outstanding	—	45,500	—	51,076
Par value per share	\$0.01	\$0.01	\$0.01	\$0.01
Liquidation preference per share	\$100	\$100	\$100	\$100
Liquidation preference amount	\$—	\$4,550	\$—	\$5,108

## Common Stock Offerings

On April 12, 2018, the Company completed an underwritten common stock offering issuing 5,405,000 shares of the Company’s common stock, including 705,000 shares sold pursuant to the underwriters’ full exercise of their option to purchase additional shares, at \$37.50 per share for total gross proceeds of \$202,688,000. Net proceeds from the offering, after deducting the underwriting discount and offering expenses, were \$192,053,000.

On August 1, 2017, the Company completed an underwritten common stock offering issuing 2,530,000 shares of the Company’s common stock, including 330,000 shares sold pursuant to the underwriters’ full exercise of their option to purchase additional shares, at \$27.50 per share for total gross proceeds of \$69,575,000. Net proceeds from the offering, after deducting the underwriting discounts and offering expenses, were \$65,509,000.

### Stock Repurchase Program

On October 29, 2018, the Company announced that its board of directors had authorized the repurchase of up to \$25,000,000 of its outstanding common stock in open market transactions or through privately negotiated transactions. No repurchases were made under this program during the year ended December 31, 2018. Subsequent to December 31, 2018, the Company has repurchased 247,312 shares into treasury stock at an average price of \$30.51.

### Warrants

During 2012, the Company issued a warrant to Triumph Consolidated Cos., LLC to purchase 259,067 shares of the Company's common stock. The warrant had an exercise price of \$11.58 per share, was immediately exercisable, and had an expiration date of December 12, 2022. TCC exercised the warrant in full on August 2, 2017 and was issued 153,134 shares of common stock, net of shares withheld by the Company to cover the exercise price. The shares of common stock were issued in reliance on Section 4(a)(2) of the Securities Act of 1933, as amended.

TRIUMPH BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Preferred Stock Series A

The following summarizes the terms of the Company's Series A Non-Cumulative Non-Voting Preferred Stock (the "Preferred Stock Series A").

Series A holders are entitled to quarterly cash dividends accruing at the rate per annum of Prime + 2%, with an 8.00% floor, applied to the liquidation preference value of the stock. The Preferred Stock Series A is not redeemable by the holder, ranks pari passu with the Company's Preferred Stock Series B (as described below), and is senior to the Company's common stock. The Preferred Stock Series A became redeemable at liquidation value by the Company subject to regulatory approval at any time on or after October 15, 2018.

On October 26, 2018, the 45,500 Preferred Stock Series A shares outstanding with a liquidation value of \$4,550,000 were converted to 315,773 shares of common stock at the option of the holders at their preferred to common stock conversion ratio of 6.94008. No Preferred Stock Series A shares were converted to common stock during the years ended December 31, 2017 and 2016.

Preferred Stock Series B

The following summarizes the terms of the Company's Series B Non-Cumulative Non-Voting Preferred Stock (the "Preferred Stock Series B").

Series B holders are entitled to quarterly cash dividends accruing at the rate per annum of 8.00% applied to the liquidation value of the stock. The Preferred Stock Series B is not redeemable by the holder, ranks pari passu with the Company's Preferred Stock Series A, and is senior to the Company's common stock. The Preferred Stock Series B became redeemable at liquidation value by the Company subject to regulatory approval at any time on or after October 15, 2018.

On October 26, 2018, the remaining 51,076 Preferred Stock Series B shares outstanding with a liquidation value of \$5,108,000 were converted to 354,463 shares of common stock at the option of the holders at their preferred to common stock conversion ratio of 6.94008. During the year ended December 31, 2017, 880 shares of Preferred Stock Series B with a liquidation value of \$88,000 were converted to 6,106 shares of common stock at the option of the holders. No Preferred Stock Series B shares were converted to common stock during the year ended December 31, 2016.

NOTE 19 — STOCK BASED COMPENSATION

Stock based compensation expense that has been charged against income was \$2,735,000, \$1,801,000 and \$2,367,000 for the years ended December 31, 2018, 2017 and 2016, respectively.

2014 Omnibus Incentive Plan

The Company's 2014 Omnibus Incentive Plan ("Omnibus Incentive Plan") provides for the grant of nonqualified and incentive stock options, stock appreciation rights, restricted stock awards, restricted stock units, and other awards that may be settled in, or based upon the value of, the Company's common stock. The aggregate number of shares of common stock available for issuance under the Omnibus Incentive Plan is 1,200,000 shares.

## Restricted Stock Awards

A summary of changes in the Company's nonvested Restricted Stock Awards ("RSAs") under the Omnibus Incentive Plan for the year ended December 31, 2018 were as follows:

Nonvested RSAs	Shares	Weighted Average Grant Date Fair Value
Nonvested at January 1, 2018	102,776	\$ 18.68
Granted	65,001	40.64
Vested	(64,116 )	20.42
Forfeited	(2,448 )	27.44
Nonvested at December 31, 2018	101,213	\$ 31.47

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

RSAs granted to employees under the Omnibus Incentive Plan generally vest over three to four years, but vesting periods may vary. Nonvested restricted stock awards are included in the Company's common stock outstanding. Compensation expense for RSAs will be recognized over the vesting period of the awards based on the fair value of the stock at the issue date. As of December 31, 2018, there was \$1,778,000 of total unrecognized compensation cost related to nonvested RSAs. The cost is expected to be recognized over a remaining weighted average period of 2.93 years.

## Restricted Stock Units

A summary of changes in the Company's nonvested Restricted Stock Units ("RSUs") under the Omnibus Incentive Plan for the year ended December 31, 2018 were as follows:

Nonvested RSUs	Shares	Weighted Average Grant Date Fair Value
Nonvested at January 1, 2018	—	\$ —
Granted	59,658	38.75
Vested	—	—
Forfeited	—	—
Nonvested at December 31, 2018	59,658	\$ 38.75

RSUs granted to employees under the Omnibus Incentive Plan vest after five years. Compensation expense for the RSUs will be recognized over the vesting period of the awards based on the fair value of the stock at the issue date. As of December 31, 2018, there was \$2,002,000 of unrecognized compensation cost related to the nonvested RSUs. The cost is expected to be recognized over a remaining period of 4.33 years.

## Performance Stock Units

A summary of changes in the Company's nonvested Performance Stock Units ("PSUs") under the Omnibus Incentive Plan for the year ended December 31, 2018 were as follows:

Nonvested PSUs	Shares	Weighted Average Grant Date Fair Value
----------------	--------	---

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Nonvested at January 1, 2018	—	\$ —
Granted	59,658	38.57
Vested	—	—
Forfeited	—	—
Nonvested at December 31, 2018	59,658	\$ 38.57

PSUs granted to employees under the Omnibus Incentive Plan vest after five years. The number of shares issued upon vesting will range from 0% to 175% of the PSUs granted based on the Company’s relative total shareholder return (“TSR”) as compared to the TSR of a specified group of peer banks. Compensation expense for the PSUs will be recognized over the vesting period of the awards based on the fair value of the award at the grant date. The fair value of PSUs granted is estimated using a Monte Carlo simulation. Expected volatilities were determined based on the historical volatilities of the Company and the specified peer group. The risk-free interest rate for the performance period was derived from the Treasury constant maturities yield curve on the valuation date.

	Year Ended December 31, 2018
Grant date	May 1, 2018
Performance period	5.00 Years
Stock price	\$ 38.85
Triumph stock price volatility	29.13 %
Risk-free rate	2.76 %

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

As of December 31, 2018, there was \$1,992,000 of unrecognized compensation cost related to the nonvested PSUs. The cost is expected to be recognized over a remaining period of 4.33 years.

## Stock Options

A summary of changes in the Company's stock options under the Omnibus Incentive Plan for the year ended December 31, 2018 were as follows:

Stock Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (In Years)	Aggregate Intrinsic Value (In Thousands)
Outstanding at January 1, 2018	185,328	\$ 18.97		
Granted	51,952	38.75		
Exercised	(2,556 )	17.16		
Forfeited or expired	(3,257 )	18.91		
Outstanding at December 31, 2018	231,467	\$ 23.43	7.97	\$ 1,921
Fully vested shares and shares expected to vest at December 31, 2018	231,467	\$ 23.43	7.97	\$ 1,921
Shares exercisable at December 31, 2018	75,550	\$ 17.73	7.44	\$ 904

Information related to the stock options for the years ended December 31, 2018, 2017 and 2016

(Dollars in thousands, except per share amounts)	Year Ended December 31,		
	2018	2017	2016
Aggregate intrinsic value of options exercised	\$59	\$251	\$—
Cash received from option exercises	\$—	\$283	\$—
Tax benefit realized from option exercises	\$12	\$88	\$—
Weighted average fair value of options granted	\$13.22	\$8.71	\$5.85

Stock options awarded to employees under the Omnibus Incentive Plan are generally granted with an exercise price equal to the market price of the Company's common stock at the date of grant, vest over four years, and have ten year contractual terms. The fair value of stock options granted is estimated at the date of grant using the Black-Scholes



option-pricing model. Expected volatilities of options granted during the year ended December 31, 2018 and 2017 were determined based on a blend of the Company's historical volatility and historical volatilities of a peer group of companies with a similar size, industry, stage of life cycle, and capital structure. Expected volatilities of options granted during the year ended December 31, 2016 were determined based on historical volatilities of a peer group of companies with a similar size, industry, stage of life cycle, and capital structure. The expected term of the options granted was determined based on the SEC simplified method, which calculates the expected term as the mid-point between the weighted average time to vesting and the contractual term. The risk-free interest rate for the expected term of the options was derived from the Treasury constant maturity yield curve on the valuation date.

The fair value of the stock options granted was determined using the following weighted average assumptions:

	2018	2017	2016
Risk-free interest rate	2.85 %	2.11 %	1.49 %
Expected term	6.25 years	6.25 Years	6.25 Years
Expected stock price volatility	28.07 %	29.70 %	34.96 %
Dividend yield	—	—	—

As of December 31, 2018, there was \$654,000 of unrecognized compensation cost related to nonvested stock options. The cost is expected to be recognized over a remaining weighted average period of 2.88 years.

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 20 — PARENT COMPANY ONLY CONDENSED FINANCIAL INFORMATION

The following tables present parent company only condensed financial information.

## Condensed Parent Company Only Balance Sheets:

(Dollars in thousands)	December 31, 2018	December 31, 2017
<b>ASSETS</b>		
Cash and cash equivalents	\$31,706	\$47,826
Securities - held to maturity	8,487	8,557
Loans	9,912	11,046
Investment in bank subsidiary	670,908	407,050
Investment in non-bank subsidiaries	6,396	12,650
Other assets	3,612	4,880
Total assets	\$731,021	\$492,009
<b>LIABILITIES AND EQUITY</b>		
Subordinated notes	\$48,929	\$48,828
Junior subordinated debentures	39,083	38,623
Intercompany payables	318	10,169
Accrued expenses and other liabilities	6,084	2,691
Total liabilities	94,414	100,311
Stockholders' equity	636,607	391,698
Total liabilities and equity	\$731,021	\$492,009

## Condensed Parent Company Only Statements of Income:

(Dollars in thousands)	Years Ended December 31,		
	2018	2017	2016
Interest income	\$2,014	\$1,415	\$793
Interest expense	(6,092)	(5,300)	(2,262)
Provision for loan losses	8	(91)	—
Gain on sale of subsidiary or division	—	20,860	—
Other income	5	1,572	2,991
Loss on intercompany sale of loans <sup>(1)</sup>	—	—	(794)
Salaries and employee benefits	(523)	(5,686)	(581)
Other expense	(3,710)	(3,138)	(1,940)
Income (loss) before income tax and undistributed subsidiary income	(8,298)	9,632	(1,793)
Income tax (expense) benefit	1,049	(3,087)	(487)
Equity in undistributed subsidiary income	58,957	30,347	22,308
Net income	51,708	36,892	20,028

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Dividends on preferred stock	(578 )	(774 )	(887 )
Net income available to common stockholders	\$51,130	\$36,118	\$19,141
Comprehensive income attributable to Parent	\$51,101	\$35,900	\$20,147

---

135

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## Condensed Parent Company Only Statements of Cash Flows:

(Dollars in thousands)	Years Ended December 31,		
	2018	2017	2016
Cash flows from operating activities:			
Net income	\$51,708	\$36,892	\$20,028
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Equity in undistributed subsidiary income	(58,957 )	(30,347 )	(22,308 )
Net accretion of securities	(983 )	(800 )	(174 )
Amortization of junior subordinated debentures	460	413	325
Amortization of subordinated notes issuance costs	101	94	23
Loss on intercompany sale of loans <sup>(1)</sup>	—	—	794
Loss on sale of loans	—	—	80
Income from CLO warehouse investments	—	(2,226 )	(3,184 )
Change in other assets	1,273	6,689	3,293
Change in accrued expenses and other liabilities	(6,458 )	2,950	(5,279 )
Net cash provided by (used in) operating activities	(12,856 )	13,665	(6,402 )
Cash flows from investing activities:			
Investment in subsidiaries	(58,718 )	(6,199 )	14,295
Purchases of securities held to maturity	—	(5,092 )	(3,342 )
Proceeds from maturities, calls, and pay downs of securities held to maturity	1,053	715	136
Proceeds from sale of loans	—	—	16,058
Net change in loans	1,134	(10,062 )	539
Net cash paid for CLO warehouse investments	—	(10,000 )	(25,000 )
Net proceeds from CLO warehouse investments	—	30,000	25,500
Cash used in acquisition of subsidiaries, net	(137,806 )	(40,075 )	(69,946 )
Net cash provided by (used in) investing activities	(194,337 )	(40,713 )	(41,760 )
Cash flows from financing activities:			
Proceeds from issuance of subordinated notes, net	—	—	48,676
Issuance of common stock, net of issuance costs	192,053	65,509	—
Dividends on preferred stock	(578 )	(774 )	(887 )
Redemption of TARP preferred stock	—	—	(10,500 )
Purchase of treasury stock	(398 )	(366 )	(654 )
Stock option exercises	(4 )	283	—
Net cash provided by (used in) financing activities	191,073	64,652	36,635
Net increase (decrease) in cash and cash equivalents	(16,120 )	37,604	(11,527 )
Cash and cash equivalents at beginning of period	47,826	10,222	21,749
Cash and cash equivalents at end of period	\$31,706	\$47,826	\$10,222

<sup>(1)</sup>During the year ended December 31, 2016, a loss was recorded by the parent company as the result of an intercompany sale of loans to its subsidiary, TBK Bank, at the loans' fair value. The discount on the purchase of the

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

loans recorded by TBK Bank was fully amortized during the year ended December 31, 2017. The parent company loss on sale of the loans and the TBK Bank discount were eliminated in consolidation. The following table presents a reconciliation of parent company net income available to common stockholders to consolidated net income available to common stockholders:

(Dollars in thousands)	Year Ended December 31,		
	2018	2017	2016
Parent company net income available to common stockholders	\$51,130	\$36,118	\$19,141
Parent company loss on intercompany sale of loans	—	—	794
TBK Bank discount accretion	—	(672 )	(122 )
Consolidated net income available to common stockholders	\$51,130	\$35,446	\$19,813

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 21 – EARNINGS PER SHARE

The factors used in the earnings per share computation follow:

(Dollars in thousands)	Years Ended December 31,		
	2018	2017	2016
<b>Basic</b>			
Net income to common stockholders	\$51,130	\$35,446	\$19,813
Weighted average common shares outstanding	24,791,448	19,133,745	17,856,828
Basic earnings per common share	\$2.06	\$1.85	\$1.11
<b>Diluted</b>			
Net income to common stockholders	\$51,130	\$35,446	\$19,813
Dilutive effect of preferred stock	578	774	—
Net income to common stockholders - diluted	\$51,708	\$36,220	\$19,813
Weighted average common shares outstanding	24,791,448	19,133,745	17,856,828
Dilutive effects of:			
Assumed conversion of Preferred A	258,674	315,773	—
Assumed conversion of Preferred B	290,375	354,471	—
Assumed exercises of stock warrants	—	82,567	83,010
Assumed exercises of stock options	84,126	45,653	3,128
Restricted stock awards	52,851	68,079	110,565
Restricted stock units	3,039	—	—
Performance stock units	—	—	—
Average shares and dilutive potential common shares	25,480,513	20,000,288	18,053,531
Diluted earnings per common share	\$2.03	\$1.81	\$1.10

Shares that were not considered in computing diluted earnings per common share because they were antidilutive are as follows:

	Years Ended December 31,		
	2018	2017	2016
Assumed conversion of Preferred A	—	—	315,773
Assumed conversion of Preferred B	—	—	360,578
Stock options	51,952	57,926	—
Restricted stock awards	—	—	—
Restricted stock units	—	—	—
Performance stock units	59,658	—	—



## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## NOTE 22 – BUSINESS SEGMENT INFORMATION

The following presents the Company's operating segments. The accounting policies of the segments are the same as those described in Note 1 – Summary of Significant Accounting Policies. Transactions between segments consist primarily of borrowed funds. Intersegment interest expense is allocated to the Factoring segment based on the Company's prime rate. The provision for loan loss is allocated based on the segment's ALLL determination. Noninterest income and expense directly attributable to a segment are assigned to it. Taxes are paid on a consolidated basis but not allocated for segment purposes. The Factoring segment includes only factoring originated by TBC. General factoring services not originated through TBC are included in the Banking segment. On March 31, 2017, the Company sold its 100% membership interest in Triumph Capital Advisors, LLC ("TCA") and discontinued fee based asset management services. TCA operations for the years ended December 31, 2017 and 2016 are reflected in the Corporate segment, along with the gain on sale of the Company's membership interest in TCA.

(Dollars in thousands)

Year Ended December 31, 2018	Banking	Factoring	Corporate	Consolidated
Total interest income	\$170,871	\$90,092	\$2,013	\$262,976
Intersegment interest allocations	20,191	(20,191)	—	—
Total interest expense	29,834	—	6,092	35,926
Net interest income (expense)	161,228	69,901	(4,079)	227,050
Provision for loan losses	12,373	3,802	(8)	16,167
Net interest income (expense) after provision	148,855	66,099	(4,071)	210,883
Gain on sale of subsidiary or division	1,071	—	—	1,071
Other noninterest income	18,364	3,483	52	21,899
Noninterest expense	119,283	43,495	4,575	167,353
Operating income (loss)	\$49,007	\$26,087	\$(8,594)	\$66,500

(Dollars in thousands)

Year Ended December 31, 2017	Banking	Factoring	Corporate	Consolidated
Total interest income	\$130,480	\$45,346	1,398	\$177,224
Intersegment interest allocations	8,023	(8,023)	—	—
Total interest expense	16,240	—	5,300	21,540
Net interest income (expense)	122,263	37,323	(3,902)	155,684
Provision for loan losses	9,310	2,227	91	11,628
Net interest income (expense) after provision	112,953	35,096	(3,993)	144,056
Gain on sale of subsidiary or division	—	—	20,860	20,860
Other noninterest income	14,336	2,737	2,723	19,796
Noninterest expense	90,632	22,641	10,341	123,614
Operating income (loss)	\$36,657	\$15,192	\$9,249	\$61,098



Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

(Dollars in thousands)

Year Ended December 31, 2016	Banking	Factoring	Corporate	Consolidated
Total interest income	\$90,823	\$ 32,824	\$ 845	\$ 124,492
Intersegment interest allocations	4,583	(4,583 )	—	—
Total interest expense	9,872	—	2,262	12,134
Net interest income (expense)	85,534	28,241	(1,417 )	112,358
Provision for loan losses	6,239	454	—	6,693
Net interest income (expense) after provision	79,295	27,787	(1,417 )	105,665
Noninterest income	9,077	2,256	9,623	20,956
Noninterest expense	65,795	19,551	7,766	93,112
Operating income (loss)	\$22,577	\$ 10,492	\$ 440	\$ 33,509

## TRIUMPH BANCORP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands)

December 31, 2018	Banking	Factoring	Corporate	Eliminations	Consolidated
Total assets	\$4,458,399	\$688,245	\$737,530	\$(1,324,395 )	\$4,559,779
Gross loans held for investment	\$3,523,850	\$588,750	\$10,795	\$(514,751 )	\$3,608,644

(Dollars in thousands)

December 31, 2017	Banking	Factoring	Corporate	Eliminations	Consolidated
Total assets	\$3,444,322	\$360,922	\$504,656	\$(810,867 )	\$3,499,033
Gross loans held for investment	\$2,784,147	\$346,293	\$11,936	\$(331,520 )	\$2,810,856

## NOTE 23 — QUARTERLY FINANCIAL DATA (UNAUDITED)

The following presents quarterly financial data for the years ended December 31, 2018 and 2017.

(Dollars in thousands)	Year Ended December 31, 2018			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Interest income	\$75,850	\$71,759	\$61,249	\$54,118
Interest expense	10,969	9,977	7,992	6,988
Net interest income	64,881	61,782	53,257	47,130
Provision for loan losses	1,910	6,803	4,906	2,548
Net interest income after provision	62,971	54,979	48,351	44,582
Gain on sale of subsidiary	—	—	—	1,071
Other noninterest income	6,794	6,059	4,945	4,101
Noninterest income	6,794	6,059	4,945	5,172
Noninterest expense	46,962	48,946	37,403	34,042
Net income before income taxes	22,803	12,092	15,893	15,712
Income tax expense	4,718	2,922	3,508	3,644
Net income	18,085	9,170	12,385	12,068
Dividends on preferred stock	—	(195 )	(193 )	(190 )
Net income available to common stockholders	\$18,085	\$8,975	\$12,192	\$11,878
Earnings per common share				
Basic	\$0.68	\$0.34	\$0.48	\$0.57
Diluted	\$0.67	\$0.34	\$0.47	\$0.56

(Dollars in thousands)	Year Ended December 31, 2017			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Interest income	\$52,217	\$45,137	\$43,538	\$36,332
Interest expense	6,421	5,625	4,981	4,513

Edgar Filing: Triumph Bancorp, Inc. - Form 10-K

Net interest income	45,796	39,512	38,557	31,819
Provision for loan losses	1,931	572	1,447	7,678
Net interest income after provision	43,865	38,940	37,110	24,141
Gain on sale of subsidiary	—	—	—	20,860
Other noninterest income	3,998	4,171	5,202	6,425
Noninterest income	3,998	4,171	5,202	27,285
Noninterest expense	33,231	28,225	27,321	34,837
Net income before income taxes	14,632	14,886	14,991	16,589
Income tax expense	8,327	5,104	5,331	6,116
Net income	6,305	9,782	9,660	10,473
Dividends on preferred stock	(194 )	(195 )	(193 )	(192 )
Net income available to common stockholders	\$6,111	\$9,587	\$9,467	\$10,281
Earnings per common share				
Basic	\$0.29	\$0.48	\$0.53	\$0.57
Diluted	\$0.29	\$0.47	\$0.51	\$0.55

TRIUMPH BANCORP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 24 — SUBSEQUENT EVENTS

Subsequent to December 31, 2018, the Company has repurchased 247,312 shares of common stock into treasury stock at an average price of \$30.51. See Note 18 – Equity for additional information regarding the stock repurchase program.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

As of the end of the period covered by this Annual Report on Form 10-K, the Company carried out an evaluation, under the supervision and with the participation of its management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management was required to apply judgment in evaluating its controls and procedures. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) were effective as of the end of the period covered by this report.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended December 31, 2018, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Report on Management's Assessment of Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). The Company's internal control system is a process designed to provide reasonable assurance regarding the preparation and fair presentation of published financial statements in accordance with GAAP. All internal control systems, no matter how well designed, have inherent limitations and can only provide reasonable assurance with respect to financial reporting.

As of December 31, 2018, management assessed the effectiveness of the Company's internal control over financial reporting based on the criteria for effective internal control over financial reporting established in "Internal Control-Integrated Framework," issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Management has excluded the operations of The First National Bank of Durango, a subsidiary of First Bancorp of Durango, Inc., acquired during 2018, which is described in Note 2 of the consolidated financial statements of the Company included in this Annual Report on Form 10-K, from the scope this assessment. Based on the assessment, management determined that the Company maintained effective internal control over financial reporting as of December 31, 2018.

Crowe LLP, the independent registered public accounting firm that audited the consolidated financial statements of the Company included in this Annual Report on Form 10-K, has issued an attestation report on the Company's internal control over financial reporting as of December 31, 2018. Their report is included in Part IV, Item 15. Exhibits, Financial Statement Schedules under the heading "Report of Independent Registered Public Accounting Firm."

ITEM 9B. OTHER INFORMATION.

None.

141

---

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE.

The information called for by this Item will be contained in our definitive Proxy Statement for our 2019 Annual Meeting of Stockholders, and is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION.

The information called for by this Item will be contained in our definitive Proxy Statement for our 2019 Annual Meeting of Stockholders, and is incorporated herein by reference.

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

The information called for by this Item will be contained in our definitive Proxy Statement for our 2019 Annual Meeting of Stockholders, and is incorporated herein by reference.

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

The information called for by this Item will be contained in our definitive Proxy Statement for our 2019 Annual Meeting of Stockholders, and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The information called for by this Item will be contained in our definitive Proxy Statement for our 2019 Annual Meeting of Stockholders, and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) Documents filed as part of this Report.

1., 2. Financial Statements and Schedules

The following financial statements of Triumph Bancorp, Inc., incorporated herein by reference to Item 8, Financial Statements and Supplementary Data:

• Report of Independent Registered Public Accounting Firm

• Consolidated Balance Sheets as of December 31, 2018 and 2017

• Consolidated Statements of Income for the Years Ended December 31, 2018, 2017, and 2016

• Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2018, 2017, and 2016

• Consolidated Statements of Changes in Equity for the Years Ended December 31, 2018, 2017, and 2016

• Consolidated Statements of Cash Flows for the Years Ended December 31, 2018, 2017, and 2016

• Notes to Consolidated Financial Statements

Financial statement schedules have been omitted as they are not applicable or the required information is shown in the Consolidated Financial Statements or notes thereto.

3. Exhibits (Exhibits marked with a “†” denote management contracts or compensatory plans or arrangements)
- 2.1 Agreement and Plan of Merger, dated as of April 9, 2018, by and between the Registrant and First Bancorp of Durango, Inc., incorporated by reference to Exhibit 2.1 to Form 8-K filed with the SEC on April 9, 2018.\*
- 2.2 Agreement and Plan of Merger, dated as of April 9, 2018, by and between the Registrant and Southern Colorado Corp., incorporated by reference to Exhibit 2.2 to Form 8-K filed with the SEC on April 9, 2018.\*
- 2.3 Asset Purchase Agreement, dated as of April 9, 2018, by and among the Registrant, Advance Business Capital LLC, Interstate Capital Corporation, and certain affiliates and shareholders of ICC, incorporated by reference to Exhibit 2.3 to Form 8-K filed with the SEC on April 9, 2018.\*
- 2.4 Closing Letter Agreement, dated as of June 2, 2018, as an amendment to Asset Purchase Agreement, dated as of April 9, 2018, by and among the Registrant, Advance Business Capital LLC, Interstate Capital Corporation, and certain affiliates and shareholders of ICC, incorporated by reference to Exhibit 2.2 to Form 8-K filed with the SEC on June 4, 2018.\*
- 2.5 Agreement and Plan of Merger, dated as of July 26, 2017, by and among Valley Bancorp, Inc., the Registrant and James J. O'Dell as Shareholder Representative incorporated by reference to Exhibit 2.1 to Form 8-K filed with the SEC on July 26, 2017.\*
- 2.6 Agreement and Plan of Merger, dated as of March 6, 2016, by and among ColoEast Bankshares, Inc., the Registrant, and Peak Acquisition Corp., incorporated by reference to Exhibit 2.1 to Form 8-K filed with the SEC on March 7, 2016.\*
- 3.1 Second Amended and Restated Certificate of Formation of the Registrant, effective November 7, 2014, incorporated by reference to Exhibit 3.1 to Form 8-K filed with the SEC on November 13, 2014.



- 3.2 Certificate of Amendment to Second Amended and Restated Certificate of Formation of Triumph Bancorp, Inc., incorporated by reference to Exhibit 3.1 to Form 8-K filed with the SEC on May 10, 2018.
- 3.3 Second Amended and Restated Bylaws of the Registrant, effective November 7, 2014, incorporated by reference to Exhibit 3.2 to Form 8-K filed with the SEC on November 13, 2014.

143

---

- 3.4 Amendment No. 1 to Second Amended and Restated Bylaws of Triumph Bancorp, Inc., incorporated by reference to Exhibit 3.2 to Form 8-K filed with the SEC on May 10, 2018.
- 4.1 Specimen common stock certificate of Triumph Bancorp, Inc., incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (File No. 333-198838).
- 4.2 Indenture, dated as of September 30, 2016, between Triumph Bancorp, Inc., as Issuer, and Wells Fargo Bank, National Association, as Trustee, incorporated by reference to Exhibit 4.1 to Form 8-K filed with the SEC on September 30, 2016.
- 4.3 First Supplemental Indenture, dated as of September 30, 2016, between Triumph Bancorp, Inc., as Issuer, and Wells Fargo Bank, National Association, as Trustee, incorporated by reference to Exhibit 4.2 to Form 8-K filed with the SEC on September 30, 2016.
- Pursuant to Item 601(b)(4)(iii)(A) of Regulation S-K, the Company has not filed as an exhibit to this Form 10-K certain instruments defining the rights of the holders of certain additional long-term debt of the Company and its subsidiaries, none of which authorize a total amount of indebtedness in excess of 10% of the total assets of the Company and its subsidiaries on a consolidated basis. The Company agrees to furnish a copy of any of these agreements to the SEC upon request.
- 10.1† Amended and Restated Employment Agreement of Aaron P. Graft dated March 30, 2016, incorporated by reference to Exhibit 10.1 to Form 8-K filed with the SEC on March 30, 2016.
- 10.2† Amended and Restated Employment Agreement of Gail Lehmann dated March 30, 2016, incorporated by reference to Exhibit 10.2 to Form 8-K filed with the SEC on March 30, 2016.
- 10.3† Amended and Restated Employment Agreement of R. Bryce Fowler dated March 30, 2016, incorporated by reference to Exhibit 10.3 to Form 8-K filed with the SEC on March 30, 2016.
- 10.4† Amended and Restated Employment Agreement of Adam D. Nelson, dated March 30, 2016, incorporated by reference to Exhibit 10.4 to Form 10-Q filed with the SEC on May 5, 2016.
- 10.5† Amended and Restated Employment Agreement of Daniel J. Karas, dated March 30, 2016, incorporated by reference to Exhibit 10.1 to Form 10-Q filed with the SEC on August 3, 2016.
- 10.6† Triumph Bancorp, Inc. Senior Executive Incentive Plan, incorporated by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-1 (File No. 333-198838).
- 10.7† Triumph Bancorp, Inc. 2014 Omnibus Incentive Plan, incorporated by reference to Exhibit 10.10 to the Company's Registration Statement on Form S-1 (File No. 333-198838).
- 10.8† Form of Restricted Stock Award Agreement under Triumph Bancorp, Inc. 2014 Omnibus Incentive Plan, incorporated by reference to Exhibit 10.11 to the Company's Registration Statement on Form S-1 (File No. 333-198838).
- 10.9 Triumph Bancorp, Inc. Warrant to Triumph Consolidated Cos., LLC for the Purchase of Common Shares dated December 12, 2012, incorporated by reference to Exhibit 10.13 to the Company's Registration Statement on Form S-1 (File No. 333-198838).
- 10.10† Form of Restricted Stock Award Agreement under Triumph Bancorp, Inc. 2014 Omnibus Incentive Plan, incorporated by reference to Exhibit 10.5 to Form 10-Q filed with the SEC on May 5, 2016.
- 10.11† Form of Nonqualified Option Agreement under Triumph Bancorp, Inc. 2014 Omnibus Incentive Plan, incorporated by reference to Exhibit 10.6 to Form 10-Q filed with the SEC on May 5, 2016.

- 10.12† Form of Director Award Letter under Triumph Bancorp, Inc. 2014 Omnibus Incentive Plan., incorporated by reference to Exhibit 10.7 to Form 10-Q filed with the SEC on May 5, 2016.
- 10.13† Form of Indemnification Agreement, incorporated by reference to Exhibit 10.12 to the Company's Registration Statement on Form S-1 (File No. 333-198838).
- 14.1 Corporate Code of Ethics.
- 21.1 Subsidiaries of Triumph Bancorp, Inc.
- 23.1 Consent of Crowe LLP.
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 XBRL Instance Document.

\*The schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K and will be provided to the SEC upon request.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TRIUMPH BANCORP, INC.  
(Registrant)

Date: February 12, 2019 /s/ Aaron P. Graft  
Aaron P. Graft  
President and Chief Executive Officer

Date: February 12, 2019 /s/ R. Bryce Fowler  
R. Bryce Fowler  
Executive Vice President and Chief Financial Officer

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.

Name	Title	Date
/s/ Aaron P. Graft Aaron P. Graft	Director and President and Chief Executive Officer (Principal Executive Officer) Executive Vice President and	February 12, 2019
/s/ R. Bryce Fowler R. Bryce Fowler	Chief Financial Officer (Principal Financial and Accounting Officer)	February 12, 2019
/s/ Carlos M. Sepulveda, Jr. Carlos M. Sepulveda, Jr.	Director and Chairman	February 12, 2019
/s/ Charles A. Anderson Charles A. Anderson	Director	February 12, 2019
/s/ Richard Davis Richard Davis	Director	February 12, 2019
/s/ Robert Dobrient Robert Dobrient	Director	February 12, 2019
/s/ Douglas M. Kratz Douglas M. Kratz	Director	February 12, 2019
/s/ Maribess L. Miller Maribess L. Miller	Director	February 12, 2019
/s/ Fred Perpall Fred Perpall	Director	February 12, 2019
/s/ Michael P. Rafferty Michael P. Rafferty	Director	February 12, 2019
/s/ C. Todd Sparks C. Todd Sparks	Director	February 12, 2019
/s/ Justin N. Trail	Director	February 12, 2019

Justin N. Trail

146