

PATRIOT NATIONAL BANCORP INC  
Form 10-Q/A  
August 23, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 10-Q/A**

**(Amendment No.1)**

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

**For the quarterly period ended June 30, 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 000-29599**

**PATRIOT NATIONAL BANCORP, INC.**

**(Exact name of registrant as specified in its charter)**

<b>Connecticut</b> <b>(State or other jurisdiction of</b>	<b>06-1559137</b> <b>(I.R.S. Employer</b>
<b>incorporation or organization)</b>	<b>Identification No.)</b>
<b>900 Bedford Street, Stamford, Connecticut</b> <b>(Address of principal executive offices)</b>	<b>06901</b> <b>(Zip Code)</b>

**(203) 324-7500**

**(Registrant's telephone number, including area code)**

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See 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	(Do not check if a smaller reporting company) 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

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:**

Indicate by check mark whether the registrant has filed all documents and reports to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of August 8, 2018, there were 3,904,578 shares of the registrant's common stock outstanding.

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**EXPLANATORY NOTE**

Patriot National Bancorp, Inc. (the “Company”) originally filed its Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 (the “Original Filing”) with the Securities and Exchange Commission (“SEC”) on August 14, 2018. The Company is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q (the “Form 10-Q/A” and, together with the Original Filing, the “Form 10-Q”) solely to correct certain inadvertent errors in the column of Three Months Ended June 30, 2018 in the Consolidated Statements of Comprehensive Income (Loss) (Unaudited) as follows:

<i>(In thousands)</i>	<b>Three Months Ended</b>	
	<b>June 30, 2018 Reported in</b>	
	<b>Original Corrected Filing</b>	
Net income	\$1,036	1,036
Other comprehensive (loss) income		
Unrealized holding loss on securities	(710 )	(403 )
Income tax effect	191	108
Total other comprehensive loss	(519 )	(295 )
<b>Comprehensive income</b>	<b>\$517</b>	<b>741</b>

Except as described above, this Form 10-Q/A does not amend, modify, update or change any other items or disclosures in the Original Filing, which continue to speak as of the date of the Original Filing (including, but not limited to, any forward-looking statements made in the Original Filing, which have not been revised to reflect events that occurred or facts that became known after the Original Filing, and such forward-looking statements should be read in their historical context). Accordingly, this Form 10-Q/A should be read in conjunction with the Original Filing and the Company’s other filings made with the SEC subsequent to the Original Filing.

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**PART I- FINANCIAL INFORMATION****Item 1: Consolidated Financial Statements****PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY****CONSOLIDATED BALANCE SHEETS (Unaudited)**

<i>(In thousands, except share data)</i>	<b>June 30, 2018</b>	<b>December 31, 2017</b>
<b>ASSETS</b>		
Cash and due from banks:		
Noninterest bearing deposits and cash	\$4,589	3,582
Interest bearing deposits	81,052	45,659
Total cash and cash equivalents	85,641	49,241
Investment securities:		
Available-for-sale securities, at fair value	23,982	25,576
Other investments, at cost	4,450	4,450
Total investment securities	28,432	30,026
Federal Reserve Bank stock, at cost	2,564	2,502
Federal Home Loan Bank stock, at cost	5,807	5,889
Loans receivable (net of allowance for loan losses: 2018: \$6,525, 2017: \$6,297)	750,804	713,350
Accrued interest and dividends receivable	3,306	3,496
Premises and equipment, net	35,715	35,358
Other real estate owned	991	-
Deferred tax asset	11,085	10,397
Goodwill	2,100	-
Core deposit intangible, net	534	-
Other assets	3,256	1,821
<b>Total assets</b>	<b>\$930,235</b>	<b>852,080</b>
<b>Liabilities</b>		
Deposits:		
Noninterest bearing deposits	\$83,808	81,197
Interest bearing deposits	628,504	556,242
Total deposits	712,312	637,439
Federal Home Loan Bank and correspondent bank borrowings	110,000	120,000
Senior notes, net	11,740	11,703
Subordinated debt, net	9,576	-
Junior subordinated debt owed to unconsolidated trust	8,090	8,086
Note payable	1,484	1,580

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Advances from borrowers for taxes and insurance	2,876	2,829
Accrued expenses and other liabilities	5,796	3,694
<b>Total liabilities</b>	<b>861,874</b>	<b>785,331</b>

Commitments and Contingencies

**Shareholders' equity**

Preferred stock, no par value; 1,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, \$.01 par value, 100,000,000 shares authorized; 2018: 3,978,319 shares issued; 3,904,578 shares outstanding. 2017: 3,973,416 shares issued; 3,899,675 shares outstanding	40	40
Additional paid-in capital	106,982	106,875
Accumulated deficit	(36,808 )	(38,832 )
Less: Treasury stock, at cost: 2018 and 2017, 73,741 and 73,741 shares, respectively	(1,179 )	(1,179 )
Accumulated other comprehensive loss	(674 )	(155 )
<b>Total shareholders' equity</b>	<b>68,361</b>	<b>66,749</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$930,235</b>	<b>852,080</b>

See Accompanying Notes to Consolidated Financial Statements.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

	<b>Three Months Ended June 30, 2018</b>		<b>Six Months Ended June 30, 2017</b>	
<i>(In thousands, except per share amounts)</i>				
<b>Interest and Dividend Income</b>				
Interest and fees on loans	\$9,201	7,591	17,975	14,198
Interest on investment securities	291	242	557	413
Dividends on investment securities	128	93	249	175
Other interest income	270	19	421	83
<b>Total interest and dividend income</b>	<b>9,890</b>	<b>7,945</b>	<b>19,202</b>	<b>14,869</b>
<b>Interest Expense</b>				
Interest on deposits	1,997	1,129	3,654	2,118
Interest on Federal Home Loan Bank borrowings	502	183	759	261
Interest on senior debt	228	228	457	457
Interest on subordinated debt	112	89	211	174
Interest on note payable	10	8	17	17
<b>Total interest expense</b>	<b>2,849</b>	<b>1,637</b>	<b>5,098</b>	<b>3,027</b>
<b>Net interest income</b>	<b>7,041</b>	<b>6,308</b>	<b>14,104</b>	<b>11,842</b>
<b>Provision (Credit) for Loan Losses</b>	<b>50</b>	<b>260</b>	<b>235</b>	<b>(1,489)</b>
<b>Net interest income after provision (credit) for loan losses</b>	<b>6,991</b>	<b>6,048</b>	<b>13,869</b>	<b>13,331</b>
<b>Non-interest Income</b>				
Loan application, inspection and processing fees	12	15	20	36
Deposit fees and service charges	132	146	266	295
Gains on sale of loans	66	-	66	-
Rental Income	83	91	167	185
Loss on sale of investment securities	-	-	-	(78)
Other income	93	97	189	188
<b>Total non-interest income</b>	<b>386</b>	<b>349</b>	<b>708</b>	<b>626</b>
<b>Non-interest Expense</b>				
Salaries and benefits	2,854	2,497	5,623	4,927
Occupancy and equipment expense	776	807	1,517	1,582
Data processing expense	322	326	639	446
Professional and other outside services	457	550	1,029	1,202
Merger and tax initiative project expenses	592	-	1,115	-
Advertising and promotional expense	59	111	137	185



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Loan administration and processing expense	30	14	43	23
Regulatory assessments	298	163	550	342
Insurance expense	53	56	108	115
Communications, stationary and supplies	110	103	223	190
Other operating expense	410	387	768	696
<b>Total non-interest expense</b>	<b>5,961</b>	<b>5,014</b>	<b>11,752</b>	<b>9,708</b>
<b>Income before income taxes</b>	<b>1,416</b>	<b>1,383</b>	<b>2,825</b>	<b>4,249</b>
<b>Provision for Income Taxes</b>	<b>380</b>	<b>579</b>	<b>724</b>	<b>1,715</b>
<b>Net income</b>	<b>\$1,036</b>	<b>804</b>	<b>2,101</b>	<b>2,534</b>
<b>Basic earnings per share</b>	<b>\$0.27</b>	<b>0.21</b>	<b>0.54</b>	<b>0.65</b>
<b>Diluted earnings per share</b>	<b>\$0.26</b>	<b>0.21</b>	<b>0.54</b>	<b>0.65</b>

See Accompanying Notes to Consolidated Financial Statements.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME (Unaudited)

<i>(In thousands)</i>	<b>Three Months Ended June 30, 2018</b>		<b>Six Months Ended June 30, 2017</b>	
Net income	\$1,036	804	2,101	2,534
Other comprehensive income				
Unrealized holding (loss) gain on securities	(403 )	48	(710 )	287
Income tax effect	108	(18 )	191	(111 )
Reclassification for realized losses on sale of investment securities	-	-	-	(78 )
Income tax effect	-	-	-	30
Total other comprehensive (loss) income	(295 )	30	(519 )	128
<b>Comprehensive income</b>	<b>\$741</b>	<b>834</b>	<b>1,582</b>	<b>2,662</b>

See Accompanying Notes to Consolidated Financial Statements.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (Unaudited)

<i>(In thousands, except shares)</i>	Number of Shares	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Treasury Stock	Accumulated Other Comprehensive Loss	Total
<b>Balance at December 31, 2017</b>	3,899,675	\$ 40	106,875	(38,832 )	(1,179 )	(155 )	66,749
<b>Comprehensive income:</b>							
Net income	-	-	-	2,101	-	-	2,101
Unrealized holding loss on available-for-sale securities, net of tax	-	-	-	-	-	(519 )	(519 )
<b>Total comprehensive income</b>	-	-	-	2,101	-	(519 )	1,582
Common stock dividends				(77 )			(77 )
Share-based compensation expense	-	-	107	-	-	-	107
Vesting of restricted stock	4,903	-	-	-	-	-	-
<b>Balance at June 30, 2018</b>	3,904,578	\$ 40	106,982	(36,808 )	(1,179 )	(674 )	68,361
<b>Balance at December 31, 2016</b>	3,891,897	\$ 40	106,729	(42,902 )	(1,177 )	(120 )	62,570
<b>Comprehensive income:</b>							
Net income	-	-	-	2,534	-	-	2,534
Unrealized holding gain on available-for-sale securities, net of tax	-	-	-	-	-	128	128
<b>Total comprehensive income</b>	-	-	-	2,534	-	128	2,662
Share-based compensation expense	-	-	68	-	-	-	68
Vesting of restricted stock	2,231	-	-	-	-	-	-
<b>Balance at June 30, 2017</b>	3,894,128	\$ 40	106,797	(40,368 )	(1,177 )	8	65,300

See Accompanying Notes to Consolidated Financial Statements.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

<i>(In thousands)</i>	<b>Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2018</b>	<b>2017</b>
<b>Cash Flows from Operating Activities:</b>		
Net income	\$2,101	2,534
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Amortization of investment premiums, net	25	53
Amortization and accretion of purchase loan premiums and discounts	352	260
Amortization of debt issuance costs	41	41
Provision (credit) for loan losses	235	(1,489 )
Depreciation and amortization	716	590
Amortization of core deposit intangible	18	-
Loss on sales of available-for-sale securities	-	78
Share-based compensation	107	68
(Increase) decrease in deferred income taxes	(497 )	1,339
<b>Changes in assets and liabilities:</b>		
Decrease (increase) in accrued interest and dividends receivable	190	(482 )
Decrease (increase) in other assets	871	(184 )
Increase (decrease) in accrued expenses and other liabilities	230	(1,061 )
<b>Net cash provided by operating activities</b>	<b>4,389</b>	<b>1,747</b>
<b>Cash Flows from Investing Activities:</b>		
Proceeds from sales on available-for-sale securities	35,532	13,848
Principal repayments on available-for-sale securities	859	1,244
Purchases of available-for-sale securities	-	(15,567)
Purchases of Federal Reserve Bank stock	(62 )	(315 )
Redemptions (purchases) of Federal Home Loan Bank stock	82	(224 )
Increase in net originations of loans receivable	(16,436)	(21,911)
Purchase of loan pools receivable	-	(73,022)
Purchase of premises and equipment	(1,067 )	(2,302 )
Escrow deposit for pending acquisition	(500 )	-
Net cash used in business combination	(4,736 )	-
<b>Net cash provided by (used in) investing activities</b>	<b>13,672</b>	<b>(98,249)</b>
<b>Cash Flows from Financing Activities:</b>		
Increase in deposits, net	28,689	32,715
Repayments of FHLB and correspondent bank borrowings	(19,800)	(18,000)
Proceeds from issuance of subordinated debt, net	9,576	-
Principal repayments of note payable	(96 )	(94 )
Decrease in advances from borrowers for taxes and insurance	47	435

Dividends paid on common stock	(77 )	-
<b>Net cash provided by financing activities</b>	<i>18,339</i>	<i>15,056</i>
<b>Net Increase (decrease) in cash and cash equivalents</b>	<i>36,400</i>	<i>(81,446)</i>
Cash and cash equivalents at beginning of period	<i>49,241</i>	<i>92,289</i>
<b>Cash and cash equivalents at end of period</b>	<i>\$85,641</i>	<i>10,843</i>
<b>Supplemental Disclosures of Cash Flow Information:</b>		
Cash paid for interest	<i>\$4,205</i>	<i>2,974</i>
Cash paid for income taxes	<i>\$1,243</i>	<i>375</i>
<b>Business Combination Non-Cash Disclosures</b>		
Assets acquired in business combination (net of cash received)	<i>\$60,492</i>	-
Liabilities acquired in business combination	<i>\$56,095</i>	-
Contingent liability assumed in business combination	<i>\$1,761</i>	-

See Accompanying Notes to Consolidated Financial Statements.

## **PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY**

### **Notes to consolidated financial statements (Unaudited)**

#### **Note 1: Basis of Financial Statement Presentation**

The accompanying unaudited condensed consolidated financial statements of Patriot National Bancorp, Inc. (the “Company”) or (“Patriot”) and its wholly-owned subsidiaries including Patriot Bank, N.A. (the “Bank”) (collectively, “Patriot”), have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) have been omitted. The accompanying unaudited interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included on the Form 10-K for the year ended *December 31, 2017*.

The Consolidated Balance Sheet at *December 31, 2017* presented herein has been derived from the audited consolidated financial statements of the Company at that date, but does *not* include all of the information and footnotes required by US GAAP for complete financial statements.

On *May 10, 2018* the Bank completed its acquisition of Prime Bank, a Connecticut bank headquartered in Orange, CT (“Prime Bank”). The closing of the transaction added a new Patriot branch located in the Town of Orange, New Haven County, Connecticut. The results of Prime Bank’s operations were included in the Company’s Consolidated Financial Statements from the date of acquisition.

The preparation of consolidated financial statements in accordance with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and to disclose contingent assets and liabilities. Actual results could differ from those estimates. Management has identified accounting for the allowance for loan losses, the analysis and valuation of its investment securities, the valuation of deferred tax assets, and business combination as certain of Patriot’s more significant accounting policies and estimates, in that they are critical to the presentation of Patriot’s financial condition and results of operations. As they concern matters that are inherently uncertain, these estimates require management to make subjective and complex judgments in the preparation of Patriot’s Consolidated Financial Statements.

The information furnished reflects, in the opinion of management, all normal recurring adjustments necessary for a fair presentation of the results for the interim periods presented. The results of operations for the *three* months ended

*June 30, 2018* are *not* necessarily indicative of the results of operations that *may* be expected for the remainder of 2018.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

### Notes to consolidated financial statements (Unaudited)

#### Note 2: Accounting Policies

##### *New Accounting Policy*

Please refer to the summary of Significant Accounting Policies included in the Company's 2017 Annual Report on Form 10-K for a list of all policies in effect as of *December 31, 2017*. The below summary is intended to provide updates or new policies required as a result of a new accounting standard or a change to the Company's operations or assets that require a new or amended policy.

##### Acquired Loans

Acquired loans are initially recorded at their acquisition date fair values. The carryover of allowance for loan losses is prohibited as any credit losses in the acquired loans are included in the determination of the fair value of the loans at the acquisition date. Fair values for acquired loans are based on a discounted cash flow methodology that involves assumptions and judgments as to credit risk, prepayment risk, liquidity risk, default rates, loss severity, payment speeds, collateral values and discount rate.

##### Acquired Impaired Loans- Purchase Credit Impaired "PCI" Loans

Acquired loans that exhibit evidence of deterioration in credit quality since origination and for which it is probable, at acquisition, that the Company will be unable to collect all contractually required payments are accounted for as PCI loans under Accounting Standards Codification ("ASC") 310-30. The excess of undiscounted cash flows expected at acquisition over the estimated fair value is referred to as the accretable discount and is accreted into interest income over the remaining life of the loans using the interest method. The difference between contractually required payments at acquisition and the undiscounted cash flows expected to be collected at acquisition is referred to as the non-accretable discount. The non-accretable discount represents estimated future credit losses and other contractually required payments that the Company does *not* expect to collect. Subsequent decreases in expected cash flows are recognized as impairments through a charge to the provision for loan losses resulting in an increase in the allowance for loan losses. Subsequent improvements in expected cash flows result in a recovery of previously recorded



allowance for loan losses or a reversal of a corresponding amount of the nonaccretable discount, which the Company then reclassifies as an accretable discount that is accreted into interest income over the remaining life of the loans using the interest method.

PCI loans are initially measured at fair value, which includes estimated future credit losses expected to be incurred over the life of the loan. Accordingly, the associated allowance for credit losses related to these loans is *not* carried over at the acquisition date.

Acquired loans that met the criteria for non-accrual of interest prior to acquisition were *not* considered performing upon acquisition. When the customers resume payments, to make the nonaccrual loans current, the loans *may* return to accrual status, including the impact of any accretable discounts, if the Company can reasonably estimate the timing and amount of the expected cash flows on such loans and if the Company expects to fully collect the new carrying value of the loans.

## **PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY**

### **Notes to consolidated financial statements (Unaudited)**

#### *Acquired Non-impaired Loans*

Acquired loans that do *not* meet the requirements under ASC 310-30 are considered acquired non-impaired loans. The difference between the acquisition date fair value and the outstanding balance represents the fair value adjustment for a loan and includes both credit and interest rate considerations. Fair value adjustments *may* be discounts (or premiums) to a loan's cost basis and are accreted (or amortized) to net interest income (or expense) over the loan's remaining life in accordance with ASC 310-20. Fair value adjustments for revolving loans are accreted (or amortized) using a straight line method. Term loans are accreted (or amortized) using the constant effective yield method.

Subsequent to the purchase date, the methods used to estimate the allowance for loan losses for the acquired non-impaired loans are consistent with the policy for allowance for loan losses described in Note 5.

#### *Intangible Assets*

Intangible assets include core deposit intangibles and goodwill arising from acquisitions. The initial and ongoing carrying value of intangible assets is based upon modeling techniques that require management to make estimates regarding the amount and timing of expected future cash flows. It also requires use of a discount rate that reflects the current return requirements of the market in relation to present risk-free interest rates, required equity market premiums, peer volatility indicators, and company-specific risk indicators.

Core deposit intangibles are amortized on straight-line basis over a 10-year period because that is managements' conservative estimate of the period Patriot will benefit from Prime Bank's stable deposit base comprised of funds associated with long term customer relationships.

The Company will evaluate goodwill for impairment on an annual basis, or more often if events or circumstances indicate there *may* be impairment. The annual impairment test will be conducted as of *November* annually. The implied fair value of a reporting unit's goodwill is compared to its carrying amount and the impairment loss is measured by the excess of the carrying value over fair value. The fair value of each reporting unit is compared to the carrying amount of such reporting unit in order to determine if impairment is indicated.

Contingent Consideration

Contingent consideration represents an estimate of the additional amount of purchase price consideration and is measured based on the probability that certain loans are restructured in accordance with the agreement. Resolution of the contingent consideration will result in a cash payment and will be reflected in the financial statements as a measurement period adjustment as they are finalized. Changes will be recognized as an increase or decrease to goodwill, the valuation of the related loans and the contingent consideration/purchase price.

**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY**

**Notes to consolidated financial statements (Unaudited)**

**New Accounting Standards**

***Accounting Standards Adopted During 2018***

Effective *January 1, 2018*, the following new Accounting Standards Updates (ASUs) were adopted by the Company:

**ASU 2014-09**

ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606) including subsequent ASUs issued to clarify this Topic. The ASU, and subsequent related updates, establish a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most previous revenue recognition guidance, including industry-specific guidance. The ASUs are intended to increase comparability across industries. The core principle of the revenue model is that a company will recognize revenue when it transfers control of goods or services to customers, at an amount that reflects the consideration to which it expects to be entitled in exchange for those goods or services.

The Company adopted the ASU on *January 1, 2018* on a modified retrospective transition approach. The adoption of this guidance did *not* have a material impact on the Company's Consolidated Financial Statements, and there was *no* cumulative effect adjustment to opening retained earnings as *no* material changes were identified in the timing of revenue recognition.

**ASU 2016-01 and ASU 2018-03**

ASU No. 2016-01, Financial Instruments - Overall (Subtopic 825-10) - Recognition and Measurement of Financial Assets and Financial Liabilities, and ASU No. 2018-03, Technical Corrections and Improvements to Financial Instruments - Overall (Subtopic 825-10). The ASUs included targeted amendments in connection with the recognition, measurement, presentation, and disclosure of financial instruments. The main provisions require investments in equity securities to be measured at fair value through net income, unless they qualify for a practical expedient, and require fair value changes arising from changes in instrument-specific credit risk for financial liabilities that are measured under the fair value option to be recognized in other comprehensive income. The provisions also emphasized the existing requirement to use exit prices to measure fair value for disclosure purposes. The Company adopted the ASUs on *January 1, 2018* on a modified retrospective basis. In connection with the adoption of ASU 2016-01 on *January 1,*

2018, we refined our methodology to estimate the fair value of our loan portfolio using an exit price notion resulting in prior-periods *no* longer being comparable.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

### Notes to consolidated financial statements (Unaudited)

#### ASU 2016-15

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments*. ASU 2016-15 addresses the classification of certain specific transactions presented on the Statement of Cash Flows, in order to improve consistency across entities. Debt prepayment or extinguishment, debt-instrument settlement, contingent consideration payments post-business combination, and beneficial interests in securitization transactions are specific items addressed by this ASU that *may* affect the Bank. Additionally, the ASU codifies the predominance principle for classifying separately identifiable cash flows. ASU 2016-15 is effective for fiscal years beginning after *December 15, 2017*, including interim periods within those fiscal years, with early adoption permitted. As of *June 30, 2018*, Patriot did *not* have any debt prepayment or extinguishment, debt-instrument settlement, contingent consideration payments post-business combination, and beneficial interests in securitization transactions. In the future, if Patriot's such transactions warrant present, management does *not* envision any difficulties implementing the requirements of ASU 2016-15, as applicable.

#### ASU 2016-18

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows: Restricted Cash*. The purpose of the standard is to improve consistency and comparability among companies with respect to the reporting of changes in restricted cash and cash equivalents on the Statement of Cash Flows. The ASU requires the Statement of Cash Flows to include all changes in total cash and cash equivalents, including restricted amounts, and to the extent restricted cash and cash equivalents are presented in separate line items on the Balance Sheet, disclosure reconciling the change in total cash and cash equivalents to the amounts shown on the Balance Sheet are required. ASU 2016-18 is effective for fiscal years beginning after *December 15, 2017*, including interim periods within those fiscal years, with early adoption permitted. As of *June 30, 2018* and *December 31, 2017*, Patriot did *not* have restricted cash and cash equivalents separately disclosed on its Balance Sheet. In the future, if Patriot's activities warrant presenting separate line items on its Balance Sheet for restricted cash and cash equivalents, management does *not* envision any difficulties implementing the requirements of ASU 2016-18, as applicable.

#### ASU 2017-09

In May 2017, the FASB issued ASU 2017-09, *Scope of Modification Accounting*, which provide guidance on determining which changes to the terms and conditions of share-based payment awards require an entity to apply modification accounting under Topic 718 Stock compensation. The ASU is effective to all entities for annual periods, including interim periods within those annual periods, beginning after *December 15, 2017*. Early adoption is permitted, including adoption in any interim period. The Company does *not* anticipate this ASU will have a material impact on its Consolidated Financial Statements.

ASU 2018-04

ASU 2018-04 - Investments - Debt Securities (Topic 320) and Regulated Operations (Topic 980): The amendment in this ASU adds, amends and supersedes various paragraphs that contain SEC guidance in ASC 320, Investments-Debt Securities and ASC 980, Regulated Operations. The amendments in this ASU are effective when a registrant adopts ASU 2016-01, which for Patriot, was *January 1, 2018*. This amendment did *not* have an impact on the Company's Consolidated Financial Statements.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

### Notes to consolidated financial statements (Unaudited)

#### *Accounting Standards Issued But Not Yet Adopted*

##### ASU 2016-02

In February 2016, the FASB issued ASU No. 2016-02, *Leases*. This ASU was issued to improve the financial reporting of leasing activities and provide a faithful representation of leasing transactions and improve understanding and comparability of a lessee's financial statements. Under the new accounting guidance, a lessee will be required to recognize assets and liabilities for leases with lease terms of more than 12 months. This ASU will require both finance and operating leases to be recognized on the balance sheet. This ASU will affect all companies and organizations that lease real estate. The FASB issued an update in January 2018 (ASU 2018-01) providing an optional transition practical expedient to not evaluate under Topic 842 land easements that exist or expired before the entity's adoption of Topic 842. This ASU will become effective for interim and annual reporting periods beginning after December 15, 2018. The Company will adopt this new accounting guidance as required. Management is currently evaluating the impact of the new standard on its Consolidated Financial Statements.

##### ASU 2016-13

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments-Credit Losses: Measurement of Credit Losses on Financial Instruments*. The ASU changes the methodology for measuring credit losses on financial instruments measured at amortized cost to a current expected loss ("CECL") model. Under the CECL model, entities will estimate credit losses over the entire contractual term of a financial instrument from the date of initial recognition of the instrument. The ASU also changes the existing impairment model for available-for-sale debt securities. In cases where there is neither the intent nor a more-likely-than-not requirement to sell the debt security, an entity will record credit losses as an allowance rather than a direct write-down of the amortized cost basis. Additionally, ASU 2016-13 notes that credit losses related to available-for-sale debt securities and purchased credit impaired loans should be recorded through an allowance for credit losses. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years, with early adoption permitted for fiscal years beginning after December 15, 2018. Management is currently evaluating the impact that the standard will have on its Consolidated Financial Statements.

##### ASU 2017-04

In January 2017, the FASB issued ASU 2017-04, *Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*. The objective of this guidance is to simplify an entity's required test for impairment of goodwill by eliminating Step 2 from the goodwill impairment test. In Step 2 an entity measured a goodwill impairment loss by comparing the implied fair value of a reporting unit's goodwill with the carrying amount of that



goodwill. In computing the implied fair value of goodwill, an entity had to determine the fair value at the impairment date of its assets and liabilities, including any unrecognized assets and liabilities, following a procedure that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination. Under this Update, an entity should perform its annual or quarterly goodwill impairment test by comparing the fair value of the reporting unit with its carrying amount and record an impairment charge for the excess of the carrying amount over the reporting unit's fair value. The loss recognized should *not* exceed the total amount of goodwill allocated to the reporting unit and the entity must consider the income tax effects from any tax deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss, if applicable. This guidance is effective for a public business entity that is an SEC filer for its annual or any interim goodwill impairment tests in fiscal years beginning after *December 15, 2019*. The adoption of this standard is *not* expected to have a material impact on the Company's Consolidated Financial Statements.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

### Notes to consolidated financial statements (Unaudited)

#### ASU 2017-08

In *March 2017*, the FASB issued ASU 2017-08, *Premium Amortization on Purchased Callable Debt Securities*, which amends the amortization period for certain purchased callable debt securities held at a premium, shortening such period to the earliest call date. The ASU is effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after *December 15, 2018*. For all other entities, the ASU is effective for fiscal years beginning after *December 15, 2019*, and interim periods within fiscal years beginning after *December 15, 2020*. Earlier application is permitted for all entities, including adoption in an interim period. If an entity early adopts the ASU in an interim period, any adjustments must be reflected as of the beginning of the fiscal year that includes that interim period. Management is currently evaluating the impact the adoption of ASU 2017-08 will have on its Consolidated Financial Statements.

#### ASU 2018-02

In *February 2018*, the FASB issued ASU 2018-02, *Income Statement-Reporting Comprehensive Income: Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*, which allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act. Consequently, the amendments eliminated the stranded tax effects resulting from the Tax Cuts and Jobs Act and will improve the usefulness of information reported to financial statement users. The amendments only relate to the reclassification of the income tax effects of the Tax Cuts and Jobs Act, the underlying guidance that requires that the effect of a change in tax laws or rates be included in income from continuing operations is *not* effected. The amendments in this update also require certain disclosures about stranded tax effects. The guidance in this ASU will become effective for reporting periods beginning after *December 15, 2018*, with early adoption permitted, and will be applied either in the period of adoption or retrospectively to each period in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act is recognized. Management is currently evaluating the impact that the standard will have on its Consolidated Financial Statements.

#### ASU 2018-05

ASU 2018-05 - *Income Taxes (Topic 740)*: Amendment to clarify situations where a registrant does *not* have the necessary information available, prepared, or analyzed in reasonable detail to complete the accounting under ASC 740 for certain income tax effects of the Tax Cuts and Jobs Act for the reporting period. As of *December 31, 2017*, the Company partially completed the accounting for the tax effects of enactment of the Tax Cuts and Jobs Act, and management made reasonable estimates of the effects of a reduced federal corporate income tax rate on its existing deferred tax balances. The Company will continue to make and refine its calculations during the *one-year* re-measurement period as additional analysis is completed. In addition, these estimates *may* be affected as management gains a more thorough understanding of the new tax reform legislation.



## **PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY**

### **Notes to consolidated financial statements (Unaudited)**

#### **Note 3: Business Combinations**

Generally, acquisitions are accounted for under the acquisition method of accounting in accordance with ASC 805, Business Combinations. Both the purchased assets and liabilities assumed are recorded at their respective acquisition date fair values. Determining the fair value of assets and liabilities, especially the loan portfolio, is a complicated process involving significant judgment regarding methods and assumptions used to calculate estimated fair values. Fair values are preliminary and subject to refinement for up to *one* year after the closing date of the acquisition as additional information regarding fair values becomes available.

#### **Acquisition of Prime Bank**

On *May 10, 2018* the Company completed its acquisition of Prime Bank, a Connecticut bank headquartered in Orange, CT. The closing of the transaction added a new Patriot branch located in the Town of Orange, New Haven County, Connecticut. On the acquisition date, Prime Bank had assets with a carrying value of approximately \$65 million, including investment securities with a carrying value of \$36 million, loans outstanding with a carrying value of approximately \$23 million, as well as deposits with a carrying value of approximately \$46 million. The results of Prime Bank's operations were included in the Company's Consolidated Statement of Income from the date of acquisition.

The acquisition will enable Patriot to expand its consumer and small business relationships, lending operations, and community presence, all of which will improve key operating metrics. The goodwill recognized results from the expected synergies and potential earnings from this combination, including some future cost savings related to the operations of Prime Bank. Patriot incurred \$383,000 acquisition costs, charged to operations in the *first* half of 2018.

The assets acquired and liabilities assumed from Prime Bank were recorded at their fair value as of the closing date of the merger. Goodwill of \$2.1 million was recorded at the time of the acquisition. The goodwill is all deductible for income taxes over 15 years.

Patriot engaged independent consultants recognized as experts in the field of valuations and fair value measurements for acquisition and merger transactions. Fair values were defined as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date."

Loans were evaluated on an individual basis, considering the loan's underlying characteristics, types, remaining terms, annual interest rates, current market rates, loan to value ratios (LTV), loss exposure and remaining balances. The independent consultants utilized a discounted cash flow model to estimate the fair value of the loans using assumptions for probability of defaults, loss given defaults / recovery rates and foreclosure / recovery lags. ASC 310-30 Purchase Credit Impaired Loans were separately addressed with specific discount rates adjusted for an illiquidity premium.

To estimate the core deposit customer relationships intangible the consultants *first* identified the core deposits and utilized assumptions regarding the account retention rate, growth rate and float and reserve percentages. Retention rates were based on historical attrition rates based on previous transactions, the growth rate assumed *no* new accounts, and 3% increase in existing account balances, while the floats and reserve percentage assumed the market participant would most likely be subject to a reserve requirement given the current level of core deposits.

The fair value of time deposits included segmenting into certificate of deposits (“CDs”) and IRA CDs and CDs less than \$100,000 and those \$100,000 and above. The methodology entailed discounting the contractual cash flows of the instruments over their remaining contractual lives at prevailing market rates.

**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY****Notes to consolidated financial statements (Unaudited)**

The following table summarizes the consideration paid by the Company in the merger with Prime Bank and the estimated fair values of the assets acquired and liabilities assumed recognized at the acquisition date:

<i>(In thousands)</i>	<b>Prime Bank</b>
Consideration Paid	
Cash consideration	\$5,596
Contingent consideration	1,761
Recognized amounts of identifiable assets acquired and liabilities assumed	
Cash and cash equivalents	\$ 1,152
Securities	35,532
Loans, net of allowance	21,605
Premises and equipment, net	6
Other real estate owned	991
Core deposit intangibles	552
Other assets	1,514
<b>Total assets acquired</b>	<b>\$61,352</b>
Deposits	46,184
Borrowings	9,800
Other liabilities	111
<b>Total liabilities assumed</b>	<b>\$56,095</b>
<b>Identifiable net assets acquired</b>	<b>\$5,257</b>
<b>Goodwill resulting from acquisition</b>	<b>\$2,100</b>

All securities acquired in the transaction with Prime Bank were sold at the fair value at acquisition date with *no* recorded gain or loss. Fair value adjustments to assets acquired and liabilities assumed will be amortized on a straight-line basis over periods consistent with the average life, useful life/ or contractual term of related assets and liabilities. The core deposit intangible will be amortized over a 10-year period using the straight-line method.

Under the terms of the agreement, the transaction is accounted for as an asset sale. As a result, tax basis to Prime Bank is *not* carried over to Patriot and deferred tax assets on Prime Bank's books have been written off as part of the purchase accounting adjustments.

The cash consideration is based on the initial calculation of Prime Bank tangible book value in accordance with the agreement. The initial cash payment made totaled \$5.89 million and \$1.0 million of this amount remains with the escrow agent pending resolution of the final closing tangible book value calculation.

Pursuant to a letter agreement, Patriot will make an additional payment (contingent consideration) with the amount to be determined based on the curing of certain loan deficiencies. The maximum amount payable under the letter agreement is \$2.858 million and the liability under the agreement is currently estimated to be \$1.761 million. This estimate has been measured based on Patriot's assessment of the probability that certain loans are cured in accordance with the agreement.

The initial accounting for the business combination includes certain provisional amounts associated with the resolution of the purchase price consideration noted above. In addition, certain other provisional amounts have been included in the determination of the fair value of the acquired assets and liabilities and changes to those underlying estimates will be reflected as measurement period adjustments within the *one*-year measurement period. Those provisional amounts relate to the valuation of loans, other real estate owned, deposits, tax and other accrued liabilities of the acquired company.

## **PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY**

### **Notes to consolidated financial statements (Unaudited)**

#### **Pending Acquisition**

##### **Definitive Purchase Agreement**

On *February 6, 2018*, the Company, Hana Small Business Lending, Inc. (“Hana SBL”), a wholly-owned subsidiary of Hana Financial, Inc. (“Hana Financial”), and *three* wholly-owned subsidiaries of Hana SBL entered into a definitive purchase agreement (“Purchase Agreement”) pursuant to which Patriot will acquire Hana SBL's small business administration (“SBA”) lending business.

Hana SBL is a fully integrated national SBA origination and servicing platform. It has originated nearly \$1 billion of SBA 7(a) loans since its inception in *2006*.

The transaction includes the purchase of approximately \$120 million of SBA 7(a) loans and servicing rights relating to a pool of \$370 million in loans, and the assumption of *two* loan securitization vehicles, currently rated “AA+” (Hana SBL Loan Trust *2014*) and “A-” (Hana SBL Loan Trust *2016*) by Standard and Poor's. Total cash consideration is approximately \$83 million with the assumption of approximately \$41 million of liabilities. The transaction is subject to the satisfactory completion of certain due diligence requirements, purchase price adjustments at closing and the receipt of required governmental and regulatory approvals.

On *August 2, 2018*, the Company, Hana SBL and *three* wholly-owned subsidiaries of Hana SBL, entered into an amendment (the “Amendment”) to the Purchase Agreement. Pursuant to the Amendment, the closing date of the above referenced transaction has been extended from *August 2, 2018* to *August 1, 2019*.

As a result of the proximity of the definitive purchase to the date these consolidated financial statements are being issued, Patriot is still evaluating the estimated fair values of the assets to be acquired and the liabilities to be assumed. Accordingly, the amount of any goodwill and other intangible assets to be recognized in the connection with this transaction, as well as acquisition costs incurred and expected to be incurred, are also yet to be determined. The Company incurred \$313,000 of merger and acquisition expenses related to the Hana SBL acquisition for the *three* months ended *June 30, 2018*. Due to the proximity of the announced amendment the Company is now in process of determining the costs to be incurred under the amended agreement.





## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

## Notes to consolidated financial statements (Unaudited)

## Note 4: Available-for Sale Securities

The amortized cost, gross unrealized gains and losses and approximate fair values of available-for-sale securities at *June 30, 2018* and *December 31, 2017* are as follows:

<i>(In thousands)</i>	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
<b><u>June 30, 2018:</u></b>				
U. S. Government agency mortgage-backed securities	\$ 6,446	-	(217 )	6,229
Corporate bonds	14,000	-	(799 )	13,201
Subordinated notes	4,500	52	-	4,552
	\$ 24,946	52	(1,016 )	23,982
<b><u>December 31, 2017:</u></b>				
U. S. Government agency mortgage-backed securities	\$ 7,330	-	(106 )	7,224
Corporate bonds	14,000	-	(196 )	13,804
Subordinated notes	4,500	48	-	4,548
	\$ 25,830	48	(302 )	25,576

The following table presents the available-for-sale securities' gross unrealized losses and fair value, aggregated by the length of time the individual securities have been in a continuous loss position as of *June 30, 2018* and *December 31, 2017*:

<i>(In thousands)</i>	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized (Loss)	Fair Value	Unrealized (Loss)	Fair Value	Unrealized (Loss)
<b><u>June 30, 2018:</u></b>						
U. S. Government agency mortgage-backed securities	\$3,513	(69 )	2,716	(148 )	6,229	(217 )
Corporate bonds	7,489	(511 )	5,712	(288 )	13,201	(799 )

\$11,002 (580 ) 8,428 (436 ) 19,430 (1,016 )

**December 31, 2017:**

U. S. Government agency mortgage-backed securities	\$4,118	(13 )	3,106	(93 )	7,224	(106 )
Corporate bonds	13,804	(196 )	-	-	13,804	(196 )
	\$17,922	(209 )	3,106	(93 )	21,028	(302 )

At *June 30, 2018* and *December 31, 2017*, *ten* out of *twelve* and *nine* out of *eleven* available-for-sale securities had unrealized losses with an aggregate decline of *5.0%* and *1.4%* from the amortized cost of those securities, respectively.

**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY****Notes to consolidated financial statements (Unaudited)**

Based on its quarterly reviews, management believes that *none* of the losses on available-for-sale securities noted above constitute an other-than-temporary impairment (“OTTI”). The noted losses are considered temporary due to market fluctuations in available interest rates on U.S. Government agency debt, mortgage-backed securities issued by U.S. Government agencies, and corporate debt. Management considers the issuers of the securities to be financially sound, the corporate bonds are investment grade, and the collectability of all contractual principal and interest payments is reasonably expected. Since Patriot is *not* more-likely-than-*not* to be required to sell the investments before recovery of the amortized cost basis and does *not* intend to sell the securities at a loss, *none* of the available-for-sale securities noted are considered to be OTTI as of *June 30, 2018*.

At *June 30, 2018* and *December 31, 2017*, available-for-sale securities of \$6.2 million and \$6.7 million, respectively, were pledged to the Federal Reserve Bank of New York (“FRB”), primarily to secure municipal deposits.

The following summarizes, by class and contractual maturity, the amortized cost and estimated fair value of available-for-sale debt securities held at *June 30, 2018* and *December 31, 2017*. The mortgages underlying the mortgage-backed securities are *not* due at a single maturity date. Additionally, these mortgages often are and generally *may* be pre-paid without penalty, creating a degree of uncertainty that such investments can be held until maturity. For convenience, mortgage-backed securities have been included in the summary as a separate line item.

(In thousands)

	Amortized Cost			Total	Fair Value			
	Due Within 5 years	Due After 5 years through 10 years	Due After 10 years		Due Within 5 years	Due After 5 years through 10 years	Due After 10 years	Total
<b>June 30, 2018:</b>								
Corporate bonds	\$-	9,000	5,000	14,000	-	8,587	4,614	13,201
Subordinated notes	-	4,500	-	4,500	-	4,552	-	4,552
<b>Available-for-sale securities with single maturity dates</b>	-	13,500	5,000	18,500	-	13,139	4,614	17,753
U. S. Government agency mortgage-backed securities	-	2,864	3,582	6,446	-	2,716	3,513	6,229
	\$-	16,364	8,582	24,946	-	15,855	8,127	23,982
<b>December 31, 2017:</b>								
Corporate bonds	\$-	9,000	5,000	14,000	-	8,928	4,876	13,804
Subordinated notes	-	4,500	-	4,500	-	4,548	-	4,548

<b>Available-for-sale securities with single maturity dates</b>	-	13,500	5,000	18,500	-	13,476	4,876	18,352
U. S. Government agency mortgage-backed securities	-	3,200	4,130	7,330	-	3,107	4,117	7,224
	\$-	16,700	9,130	25,830	-	16,583	8,993	25,576

During the year to date period ended *June 30, 2018*, the Company sold \$35.5 million securities acquired in the transaction with Prime Bank, which were sold at the fair value at acquisition date with *no* recorded gain or loss. Other than that, there were *no* sales and purchases of the Bank's available-for-sale securities in the *six*-month period ended *June 30, 2018*. During the year to date period ended *June 30, 2017*, there were \$13.8 million sales and \$15.6 million purchases of available-for-sale securities. A loss on the sale of available-for-sale securities of \$78,000 was recorded during the *six* months ended *June 30, 2017*.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

## Notes to consolidated financial statements (Unaudited)

## Note 5: Loans Receivable and Allowance for Loan Losses

Loans acquired in connection with the Prime Bank merger in *May 2018* are referred to as “acquired” loans as a result of the manner in which they are accounted for. All other loans are referred to as “business activities” loans. Accordingly, selected credit quality disclosures that follow are presented separately for the originated loan portfolio and the acquired loan portfolio.

As of *June 30, 2018* and *December 31, 2017*, loans receivable, net, consists of the following:

<i>(In thousands)</i>	<b>June 30, 2018</b>			<b>December 31, 2017</b>
	<b>Business</b>			<b>Business</b>
<b><u>Loan portfolio segment:</u></b>	<b>Activities</b>	<b>Acquired Loans</b>	<b>Total</b>	<b>Activities</b>
	<b>Loans</b>			<b>Loans</b>
Commercial Real Estate	\$292,508	12,918	305,426	299,925
Residential Real Estate	146,754	-	146,754	146,377
Commercial and Industrial	162,568	8,108	170,676	131,161
Consumer and Other	78,382	882	79,264	87,707
Construction	46,593	-	46,593	47,619
Construction to Permanent - CRE	8,616	-	8,616	6,858
<b>Loans receivable, gross</b>	<b>735,421</b>	<b>21,908</b>	<b>757,329</b>	<b>719,647</b>
Allowance for loan losses	(6,525 )	-	(6,525 )	(6,297 )
<b>Loans receivable, net</b>	<b>\$728,896</b>	<b>21,908</b>	<b>750,804</b>	<b>713,350</b>

Patriot's lending activities are conducted principally in Fairfield and New Haven Counties in Connecticut and Westchester County in New York, and the *five* Boroughs of New York City. Patriot originates commercial real estate loans, commercial business loans, a variety of consumer loans, and construction loans, and has purchased residential loans since *2016*. All commercial and residential real estate loans are collateralized primarily by *first* or *second* mortgages on real estate. The ability and willingness of borrowers to satisfy their loan obligations is dependent to some degree on the status of the regional economy as well as upon the regional real estate market. Accordingly, the ultimate collectability of a substantial portion of the loan portfolio and the recovery of a substantial portion of any

resulting real estate acquired is susceptible to changes in market conditions.

Patriot has established credit policies applicable to each type of lending activity in which it engages and evaluates the creditworthiness of each borrower. Unless extenuating circumstances exist, Patriot limits the extension of credit on commercial real estate loans to 75% of the market value of the underlying collateral. Patriot's loan origination policy for multi-family residential real estate is limited to 80% of the market value of the underlying collateral. In the case of construction loans, the maximum loan-to-value is 75% of the "as completed" appraised value of the real estate project. Management monitors the appraised value of collateral on an on-going basis and additional collateral is requested when warranted. Real estate is the primary form of collateral, although other forms of collateral do exist and *may* include such assets as accounts receivable, inventory, marketable securities, time deposits, and other business assets.

**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY****Notes to consolidated financial statements (Unaudited)**

The carrying amount of the acquired loans at *May 10, 2018* total \$21.6 million. A subset of these loans was determined to have evidence of credit deterioration at the acquisition date, which was accounted for in accordance with ASC 310-30. The purchased credit impaired loans presently maintain a carrying value of \$2.4 million. The loans were evaluated for impairment through the periodic reforecasting of expected cash flows. Loans considered *not* impaired at acquisition date had a carrying amount of \$19.2 million.

***Information about the acquired loan portfolio subject to purchased credit impaired accounting guidance (ASC 310-30):***

<i>(In thousands)</i>	<b>May 10, 2018</b>
Contractually required principal and interest at acquisition	\$5,816
Contractual cash flows not expected to be collected (nonaccretable discount)	(2,951)
Expected cash flows at acquisition	2,865
Interest component of expected cash flows (accretable discount)	(429 )
Fair value of acquired loans	\$2,436

***Risk characteristics of the Company's portfolio classes include the following:***

**Commercial Real Estate Loans**

In underwriting commercial real estate loans, Patriot evaluates both the prospective borrower's ability to make timely payments on the loan and the value of the property securing the loans. Repayment of such loans *may* be negatively impacted should the borrower default, the value of the property collateralizing the loan substantially decline, or there are declines in general economic conditions. Where the owner occupies the property, Patriot also evaluates the business' ability to repay the loan on a timely basis and *may* require personal guarantees, lease assignments, and/or the guarantee of the operating company.



Residential Real Estate Loans

In 2013, Patriot discontinued offering primary mortgages on personal residences. Repayment of residential real estate loans *may* be negatively impacted should the borrower have financial difficulties, should there be a significant decline in the value of the property securing the loan, or should there be declines in general economic conditions.

In *March 2017*, Patriot purchased \$73 million of residential real estate loans, including a premium of \$985,000 over the book value of the loans. *No* residential real estate loans were purchased in the *first* half of 2018.

Commercial and Industrial Loans

Patriot's commercial and industrial loan portfolio consists primarily of commercial business loans and lines of credit to businesses and professionals. These loans are generally for the financing of accounts receivable, purchases of inventory, purchases of new or used equipment, or for other short- or long-term working capital purposes. These loans are generally secured by business assets, but are also occasionally offered on an unsecured basis. In granting these types of loans, Patriot considers the borrower's cash flow as the primary source of repayment, supported by the value of collateral, if any, and personal guarantees, as applicable. Repayment of commercial and industrial loans *may* be negatively impacted by adverse changes in economic conditions, ineffective management, claims on the borrower's assets by others that are superior to Patriot's claims, a loss of demand for the borrower's products or services, or the death or disability of the borrower or other key management personnel.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

### Notes to consolidated financial statements (Unaudited)

#### Consumer and Other Loans

Patriot offers individual consumers various forms of credit including installment loans, credit cards, overdraft protection, and reserve lines of credit. Repayments of such loans are generally dependent on the personal income of the borrower, which *may* be negatively impacted by adverse changes in economic conditions. The Company does *not* place a high emphasis on originating these types of loans.

The Company does *not* have any lending programs commonly referred to as subprime lending. Subprime lending generally targets borrowers with weakened credit histories that are typically characterized by payment delinquencies, previous charge-offs, judgments against the consumer, a history of bankruptcies, or borrowers with questionable repayment capacity as evidenced by low credit scores or high debt-burdened ratios.

#### Construction Loans

Construction loans are of a short-term nature, generally of *eighteen*-months or less, that are secured by land intended for commercial, residential, or mixed-use development. Loan proceeds *may* be used for the acquisition of or improvements to the land under development and funds are generally disbursed as phases of construction are completed.

Included in this category are loans to construct single family homes where *no* contract of sale exists, based upon the experience and financial strength of the builder, the type and location of the property, and other factors. Construction loans tend to be personally guaranteed by the principal(s). Repayment of such loans *may* be negatively impacted by an inability to complete construction, a downturn in the market for new construction, by a significant increase in interest rates, or by decline in general economic conditions.

#### Construction to Permanent – Commercial Real Estate (“CRE”)

One time close of a construction facility with simultaneous conversion to an amortizing mortgage loan. Construction to Permanent loans combine a short term period similar to a construction loan, generally with a variable rate, and a longer term CRE loan typically 20-25 years, resetting every *five* years to the Federal Home Loan Bank (“FHLB”) rate.

Close of the construction facility typically occurs when events dictate, such as receipt of a certificate of occupancy and property stabilization, which is defined as cash flow sufficient to support a pre-defined minimum debt coverage ratio and other conditions and covenants particular to the loan. Construction facilities are typically variable rate instruments that, upon conversion to an amortizing mortgage loan, reset to a fixed rate instrument that is the greater of the in-force variable rate plus a predetermined spread over a reference rate (e.g., prime) or a minimum interest rate.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

## Notes to consolidated financial statements (Unaudited)

Allowance for Loan Losses

The following tables summarize the activity in the allowance for loan losses, allocated to segments of the loan portfolio, for the *three* months ended *June 30, 2018* and *2017*:

<i>(In thousands)</i>	Commercial Real Estate	Residential Real Estate	Commercial and Industrial	Consumer and Other	Construction	Construction to Permanent - CRE	Unallocated	Total
<b>Three months ended June 30, 2018</b>								
<b>Allowance for loan losses:</b>								
March 31, 2018	\$ 2,480	1,073	1,759	546	488	61	78	6,485
Charge-offs	-	-	-	(13 )	-	-	-	(13 )
Recoveries	3	-	-	-	-	-	-	3
Provisions (credits)	(178 )	23	237	(10 )	11	19	(52 )	50
June 30, 2018	\$ 2,305	1,096	1,996	523	499	80	26	6,525
<b>Three months ended June 30, 2017</b>								
<b>Allowance for loan losses:</b>								
March 31, 2017	\$ 2,198	1,073	1,049	583	591	77	126	5,697
Charge-offs	-	-	-	(13 )	-	-	-	(13 )
Recoveries	-	-	-	-	-	-	-	-
Provisions (credits)	20	(32 )	404	23	(101 )	(4 )	(50 )	260
June 30, 2017	\$ 2,218	1,041	1,453	593	490	73	76	5,944

The following tables summarize the activity in the allowance for loan losses, allocated to segments of the loan portfolio, for the *six* months ended *June 30, 2018* and *2017*:

<i>(In thousands)</i>	Commercial Real Estate	Residential Real Estate	Commercial and Industrial	Consumer and Other	Construction	Construction to Permanent	Unallocated	Total
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**- CRE****Six months  
ended****June 30, 2018****Allowance for loan losses:**

December 31, 2017	\$ 2,212	959	2,023	568	481	54	-	6,297
Charge-offs	-	-	-	(13 )	-	-	-	(13 )
Recoveries	6	-	-	-	-	-	-	6
Provisions (credits)	(87 )	137	(27 )	(32 )	18	26	26	235
June 30, 2018	\$ 2,305	1,096	1,996	523	499	80	26	6,525

**Six months  
ended****June 30, 2017****Allowance for loan losses:**

December 31, 2016	\$ 1,853	534	740	641	712	69	126	4,675
Charge-offs	-	-	-	(13 )	-	-	-	(13 )
Recoveries	2	-	2,769	-	-	-	-	2,771
Provisions (credits)	363	507	(2,056 )	(35 )	(222 )	4	(50 )	(1,489)
June 30, 2017	\$ 2,218	1,041	1,453	593	490	73	76	5,944

There was *no* allowance for loan losses on all acquired loans as of *June 30, 2018*.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

## Notes to consolidated financial statements (Unaudited)

The following tables summarize the business activity loans, by loan portfolio segment, the amount of loans receivable evaluated individually and collectively for impairment as of *June 30, 2018* and *December 31, 2017*:

<i>(In thousands)</i>	<b>Commercial Real Estate</b>	<b>Residential Real Estate</b>	<b>Commercial and Industrial</b>	<b>Consumer and Other</b>	<b>Construction and Permanent - CRE</b>	<b>Unallocated</b>	<b>Total</b>
<b>June 30, 2018</b>							
<b>Allowance for loan losses:</b>							
Individually evaluated for impairment	\$ -	-	45	-	-	-	45
Collectively evaluated for impairment	2,305	1,096	1,951	523	499	80	26
Total allowance for loan losses	\$ 2,305	1,096	1,996	523	499	80	26
<b>Loans receivable, gross:</b>							
Individually evaluated for impairment	\$ 4,071	3,524	1,025	770	-	-	-
Collectively evaluated for impairment	288,437	143,230	161,543	77,612	46,593	8,616	-
Total loans receivable, gross	\$ 292,508	146,754	162,568	78,382	46,593	8,616	-

(1) The total loan receivable, gross does *not* include \$21.9 million acquired loans which were all individually evaluated for impairment.

<i>(In thousands)</i>	<b>Commercial Real Estate</b>	<b>Residential Real Estate</b>	<b>Commercial and Industrial</b>	<b>Consumer and Other</b>	<b>Construction and Permanent - CRE</b>	<b>Unallocated</b>	<b>Total</b>
<b>December 31, 2017</b>							
<b>Allowance for loan losses:</b>							
Individually evaluated for impairment	\$ -	-	251	2	-	-	-
	2,212	959	1,772	566	481	54	-
							6,044

Collectively evaluated for impairment								
Total allowance for loan losses	\$ 2,212	959	2,023	568	481	54	-	6,297
<b>Loans receivable, gross:</b>								
Individually evaluated for impairment	\$ 1,977	3,336	748	692	-	-	-	6,753
Collectively evaluated for impairment	297,948	143,041	130,413	87,015	47,619	6,858	-	712,894
Total loans receivable, gross	\$ 299,925	146,377	131,161	87,707	47,619	6,858	-	719,647

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

### Notes to consolidated financial statements (Unaudited)

Patriot monitors the credit quality of its loans receivable on an ongoing basis. Credit quality is monitored by reviewing certain indicators, including loan to value ratios, debt service coverage ratios, and credit scores.

Patriot employs a risk rating system as part of the risk assessment of its loan portfolio. At origination, lending officers are required to assign a risk rating to each loan in their portfolio, which is ratified or modified by the Loan Committee to which the loan is submitted for approval. If financial developments occur on a loan in the lending officer's portfolio of responsibility, the risk rating is reviewed and adjusted, as applicable. In carrying out its oversight responsibilities, the Loan Committee can adjust a risk rating based on available information. In addition, the risk ratings on all commercial loans over \$250,000 are reviewed annually by the Credit Department.

Additionally, Patriot retains a *third-party* objective and independent loan reviewing expert to perform a quarterly analysis of the results of its risk rating process. The quarterly review is based on a randomly selected sample of loans within established parameters (e.g., value, concentration), in order to assess and validate the risk ratings assigned to individual loans. Any changes to the assigned risk ratings, based on the quarterly review, are required to be approved by the Loan Committee.

When assigning a risk rating to a loan, management utilizes the Bank's internal *eleven-point* risk rating system. An asset is considered "special mention" when it has a potential weakness based on objective evidence, but does *not* currently expose the Company to sufficient risk to warrant classification in *one* of the following categories:

**Substandard:** An asset is classified "substandard" if it is *not* adequately protected by the current net worth and paying capacity of the obligor or the collateral pledged, if any. Substandard assets have well defined weaknesses based on objective evidence, and are characterized by the distinct possibility that the Company will sustain some loss, if noted deficiencies are *not* corrected.

**Doubtful:** Assets classified as "doubtful" have all of the weaknesses inherent in those classified as "substandard", with the added characteristic that the identified weaknesses make collection or liquidation-in-full improbable, on the basis of currently existing facts, conditions, and values.

Charge-offs, to reduce the loan to its recoverable value, generally commence after the loan is classified as "doubtful".

In accordance with Federal Financial Institutions Examination Council published policies establishing uniform criteria for the classification of retail credit based on delinquency status, "Open-end" and "Closed-end" credits are charged off when 180 days and 120 days delinquent, respectively.



If an account is classified as “Loss”, the full balance of the loan receivable is charged off, regardless of the potential recovery from a sale of the underlying collateral. Any amount that *may* be recovered on the sale of collateral underlying a loan is recognized as a “recovery” in the period in which the collateral is sold.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

## Notes to consolidated financial statements (Unaudited)

Loan Portfolio Aging Analysis

The following tables summarize performing and non-performing loans receivable by portfolio segment, by aging category, by delinquency status as of *June 30, 2018*.

**Business Activities Loans**

<i>(In thousands)</i>	<b>Performing (Accruing) Loans</b>			<b>Total</b>	<b>Current</b>	<b>Total Performing Loans</b>	<b>Non-accruing Loans</b>	<b>Loans Receivable Gross</b>
	<b>30 - 59 Days Past Due</b>	<b>60 - 89 Days Past Due</b>	<b>90 Days or Greater Past Due</b>					
<b><u>As of June 30, 2018:</u></b>	<b>Days Past Due</b>	<b>Days Past Due</b>	<b>Past Due</b>					
<b>Loan portfolio segment:</b>								
Commercial Real Estate:								
Pass	\$1,858	-	670	2,528	283,402	285,930	-	285,930
Special mention	-	-	-	-	615	615	-	615
Substandard	638	-	1,025	1,663	2,163	3,826	2,137	5,963
	2,496	-	1,695	4,191	286,180	290,371	2,137	292,508
Residential Real Estate:								
Pass	175	-	-	175	141,841	142,016	-	142,016
Special mention	-	-	-	-	-	-	-	-
Substandard	-	-	1,516	1,516	-	1,516	3,222	4,738
	175	-	1,516	1,691	141,841	143,532	3,222	146,754
Commercial and Industrial:								
Pass	2,157	1,767	-	3,924	154,144	158,068	-	158,068
Substandard	-	-	-	-	-	-	1,025	1,025
	2,157	4,517	-	6,674	154,869	161,543	1,025	162,568
Consumer and Other:								
Pass	33	24	-	57	78,245	78,302	-	78,302
Substandard	-	-	-	-	-	-	80	80
	33	24	-	57	78,245	78,302	80	78,382
Construction:								
Pass	-	-	-	-	37,793	37,793	-	37,793

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Substandard	-	-	8,800	8,800	-	8,800	-	8,800
	-	-	8,800	8,800	37,793	46,593	-	46,593
Construction to Permanent - CRE:								
Pass	-	-	-	-	8,616	8,616	-	8,616
<b>Total</b>	<b>\$4,861</b>	<b>4,541</b>	<b>12,011</b>	<b>21,413</b>	<b>707,544</b>	<b>728,957</b>	<b>6,464</b>	<b>735,421</b>
<b>Loans receivable, gross:</b>								
Pass	\$4,223	1,791	670	6,684	704,041	710,725	-	710,725
Special mention	-	2,750	-	2,750	1,340	4,090	-	4,090
Substandard	638	-	11,341	11,979	2,163	14,142	6,464	20,606
<b>Loans receivable, gross</b>	<b>\$4,861</b>	<b>4,541</b>	<b>12,011</b>	<b>21,413</b>	<b>707,544</b>	<b>728,957</b>	<b>6,464</b>	<b>735,421</b>

As of *June 30, 2018*, the loans over 90 days past due and still accruing primarily consists of *one* construction loan. The loan is well secured, and in process of collection. The Company is confident the collateral will serve to ultimately assure full realization of principal and interest.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

## Notes to consolidated financial statements (Unaudited)

## Acquired Loans

<i>(In thousands)</i>	Performing (Accruing) Loans			Total	Current	Total Performing Loans	Non-accruing Loans	Loans Receivable Gross
	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due					
<b>As of June 30, 2018:</b>								
<b>Loan portfolio segment:</b>								
Commercial Real Estate:								
Pass	\$-	-	-	-	8,526	8,526	-	8,526
Special mention	-	-	-	-	2,537	2,537	-	2,537
Substandard	-	-	-	-	1,799	1,799	56	1,855
	-	-	-	-	12,862	12,862	56	12,918
Commercial and Industrial:								
Pass	34	-	-	34	4,346	4,380	-	4,380
Special mention	267	-	-	267	794	1,061	-	1,061
Substandard	-	-	-	-	2,619	2,619	48	2,667
	301	-	-	301	7,759	8,060	48	8,108
Consumer and Other:								
Pass	26	13	-	39	834	873	-	873
Substandard	-	-	-	-	-	-	9	9
	26	13	-	39	834	873	9	882
<b>Total</b>	<b>\$327</b>	<b>13</b>	<b>-</b>	<b>340</b>	<b>21,455</b>	<b>21,795</b>	<b>113</b>	<b>21,908</b>
<b>Loans receivable, gross:</b>								
Pass	\$60	13	-	73	13,706	13,779	-	13,779
Special mention	267	-	-	267	3,331	3,598	-	3,598
Substandard	-	-	-	-	4,418	4,418	113	4,531
<b>Loans receivable, gross</b>	<b>\$327</b>	<b>13</b>	<b>-</b>	<b>340</b>	<b>21,455</b>	<b>21,795</b>	<b>113</b>	<b>21,908</b>

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

## Notes to consolidated financial statements (Unaudited)

The following tables summarize performing and non-performing loans receivable by portfolio segment, by aging category, by delinquency status as of *December 31, 2017*.

## Business Activities Loans

(In thousands)

<u>As of December 31, 2017:</u>	Performing (Accruing) Loans			Total	Current	Total Performing Loans	Non-accruing Loans	Loans Receivable Gross
	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due					
<b>Loan portfolio segment:</b>								
Commercial Real Estate:								
Pass	\$-	-	-	-	286,428	286,428	-	286,428
Special mention	-	1,121	-	1,121	9,317	10,438	-	10,438
Substandard	-	1,688	-	1,688	1,371	3,059	-	3,059
	-	2,809	-	2,809	297,116	299,925	-	299,925
Residential Real Estate:								
Pass	1,068	255	-	1,323	140,497	141,820	-	141,820
Special mention	-	1,529	-	1,529	-	1,529	-	1,529
Substandard	-	-	-	-	-	-	3,028	3,028
	1,068	1,784	-	2,852	140,497	143,349	3,028	146,377
Commercial and Industrial:								
Pass	-	2,000	375	2,375	127,057	129,432	-	129,432
Substandard	-	-	981	981	-	981	748	1,729
	-	2,000	1,356	3,356	127,057	130,413	748	131,161
Consumer and Other:								
Pass	498	-	-	498	87,207	87,705	-	87,705
Substandard	-	-	-	-	-	-	2	2
	498	-	-	498	87,207	87,705	2	87,707
Construction:								
Pass	-	-	-	-	47,619	47,619	-	47,619
Construction to Permanent - CRE:								
Pass	-	-	-	-	6,858	6,858	-	6,858

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<b>Total</b>	\$1,566	6,593	1,356	9,515	706,354	715,869	3,778	719,647
<b>Loans receivable, gross:</b>								
Pass	\$1,566	2,255	375	4,196	695,666	699,862	-	699,862
Special mention	-	2,650	-	2,650	9,317	11,967	-	11,967
Substandard	-	1,688	981	2,669	1,371	4,040	3,778	7,818
<b>Loans receivable, gross</b>	\$1,566	6,593	1,356	9,515	706,354	715,869	3,778	719,647

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## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

## Notes to consolidated financial statements (Unaudited)

The following tables summarize non-performing (i.e., non-accruing) loans by aging category and status, within the applicable loan portfolio segment as of *June 30, 2018*:

## Business Activities Loans

(In thousands)

	Non-accruing Loans			Total Past Due	Current	Total Non-accruing Loans
	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due			
<b>As of June 30, 2018:</b>						
<b>Loan portfolio segment:</b>						
Commercial Real Estate Substandard	\$-	-	2,137	2,137	-	2,137
Residential Real Estate: Substandard	-	-	3,222	3,222	-	3,222
Commercial and Industrial: Substandard	-	-	1,025	1,025	-	1,025
Consumer and Other Substandard	-	80	-	80	-	80
<b>Total non-accruing loans</b>	<b>\$-</b>	<b>80</b>	<b>6,384</b>	<b>6,464</b>	<b>-</b>	<b>6,464</b>

## Acquired Loans

(In thousands)

	Non-accruing Loans			Total Past Due	Current	Total Non-accruing Loans
	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due			
<b>As of June 30, 2018:</b>						
<b>Loan portfolio segment:</b>						
Commercial Real Estate Substandard	\$-	-	56	56	-	56

## Commercial and Industrial:

Substandard	-	-	48	48	-	48
Consumer and Other						
Substandard	-	-	9	9	-	9
<b>Total non-accruing loans</b>	\$-	-	113	113	-	113

If non-accrual loans had been performing in accordance with the original contractual terms, additional interest income of approximately \$103,000 and \$176,000 would have been recognized in income during the *three* and *six* months ended *June 30, 2018*, respectively.



**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY**

**Notes to consolidated financial statements (Unaudited)**

The following tables summarize non-performing (i.e., non-accruing) loans by aging category and status, within the applicable loan portfolio segment as of *December 31, 2017*:

**Business Activities Loans**

(In thousands)

	Non-accruing Loans					
	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Current	Total Non-accruing Loans
<b>As of December 31, 2017:</b>						
<b>Loan portfolio segment:</b>						
Residential Real Estate:						
Substandard	\$-	-	3,028	3,028	-	3,028
Commercial and Industrial:						
Substandard	-	-	748	748	-	748
Consumer and Other:						
Substandard	-	-	2	2	-	2
<b>Total non-accruing loans</b>	<b>\$-</b>	<b>-</b>	<b>3,778</b>	<b>3,778</b>	<b>-</b>	<b>3,778</b>

If non-accrual loans had been performing in accordance with the original contractual terms, additional interest income of approximately \$22,000 and \$43,000 would have been recognized in income during the *three* and *six* months ended *June 30, 2017*, respectively.

Additionally, certain loans for which the borrower cannot demonstrate sufficient cash flow to continue loan payments in the future and certain troubled debt restructurings (“TDRs”) are placed on non-accrual status. During the *three* and *six* months ended *June 30, 2018* and *2017*, *no* interest income was collected and recognized on non-accruing loans.

The accrual of interest on loans is discontinued at the time the loan is 90 days past due for payment unless the loan is well-secured and in process of collection. Consumer installment loans are typically charged off *no* later than 180 days past due. Past due status is based on contractual terms of the loan. In all cases, loans are placed on non-accrual status or charged-off, at an earlier date, if collection of principal or interest is considered doubtful. All interest accrued, but *not* collected for loans that are placed on non-accrual status or charged off, is reversed against interest income. The

interest on these loans is accounted for on the cash-basis method until qualifying for return to accrual status. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current, future payments are reasonably assured, and there is *six* months of performance. Management considers all non-accrual loans and TDRs to be impaired. In most cases, loan payments that are past due less than *90* days, based on contractual terms, are considered collection delays and *not* an indication of loan impairment. The Bank considers consumer installment loans to be pools of smaller homogeneous loan balances, which are collectively evaluated for impairment.

**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY****Notes to consolidated financial statements (Unaudited)****Troubled Debt Restructurings (“TDR”)**

On a case-by-case basis, Patriot *may* agree to modify the contractual terms of a borrower’s loan to assist customers who *may* be experiencing financial difficulty. If the borrower is experiencing financial difficulties and a concession has been made, the loan is classified as a TDR.

Substantially all TDR loan modifications involve lowering the monthly payments on such loans through either a reduction in interest rate below market rate, an extension of the term of the loan, or a combination of adjusting these *two* contractual attributes. TDR loan modifications *may* result in the forgiveness of principal or accrued interest. In addition, when modifying commercial loans, Patriot frequently obtains additional collateral or guarantor support. If the borrower has performed under the existing contractual terms of the loan and Patriot’s underwriters determine that the borrower has the capacity to continue to perform under the terms of the TDR, the loan continues accruing interest. Non-accruing TDRs *may* be returned to accrual status when there has been a sustained period of performance (generally *six* consecutive months of payments) and both principal and interest are reasonably assured of collection.

The recorded investment in TDRs was \$2.9 million at *June 30, 2018* and \$3.0 million at *December 31, 2017*, respectively. All TDRs at *June 30, 2018* and *December 31, 2017* were performing in accordance with their modified terms and therefore, were on accrual status.

**Business Activities Loans**

(In thousands)

	<b>June 30, 2018</b>	<b>December 31, 2017</b>
<b><u>Loan portfolio segment:</u></b>		
Commercial Real Estate	\$1,934	1,977
Residential Real Estate	992	999
<b>Total TDR Loans</b>	<b>2,926</b>	<b>2,976</b>
Less: TDRs included in non-accrual loans	-	-
<b>Total accrual TDR Loans</b>	<b>\$2,926</b>	<b>2,976</b>

There were *no* loans modified as TDRs and *no* defaults of TDRs during the *three* months ended *June 30, 2018* and *2017*. At *June 30, 2018* and *December 31, 2017*, there were *no* commitments to advance additional funds under TDRs.

**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY****Notes to consolidated financial statements (Unaudited)****Impaired Loans**

Impaired loans *may* consist of non-accrual loans and/or performing and non-performing TDRs. As of *June 30, 2018* and *December 31, 2017*, based on the on-going monitoring and analysis of the loan portfolio, impaired loans of *\$9.4* million and *\$6.8* million, respectively, were identified, for which *\$45,000* and *\$253,000* specific reserves were established, respectively. Loans *not* requiring specific reserves had sufficient collateral values, less costs to sell, supporting the net investment in the loan which includes principal balance, unamortized fees and costs and accrued interest, if any. Once a borrower is in default, Patriot is under *no* obligation to advance additional funds on unused commitments.

At *June 30, 2018* and *December 31, 2017*, exposure to the impaired loans was related to *14* and *12* borrowers, respectively. In all cases, appraisal reports of the underlying collateral, if any, have been obtained from independent licensed appraisal firms. For non-performing loans, the independently determined appraised values were reduced by an estimate of the costs to sell the assets, in order to estimate the potential loss, if any, that *may* eventually be realized. Performing loans are monitored to determine when, if at all, additional loan loss reserves *may* be required for a loss of underlying collateral value.

In addition there was *\$2.4* million of PCI loans acquired from Prime Bank; *\$2.0* million of commercial and industrial, and *\$0.4* million of residential real estate. All the acquired loans were considered individually with *no* allowance recorded. The *\$2.4* million PCI loans were originally recorded at fair value by the Bank on the date of acquisition.

The following summarizes the investment in, outstanding principal balance of, and the related allowance, if any, for impaired business activity loans as of *June 30, 2018* and *December 31, 2017*:

**Business Activities Loans***(In thousands)*

	<b>June 30, 2018</b>		<b>December 31, 2017</b>	
	<b>Recorded</b>	<b>Related</b>	<b>Recorded</b>	<b>Related</b>
	<b>Investment</b>	<b>Allowance</b>	<b>Investment</b>	<b>Allowance</b>
	<b>Outstanding</b>		<b>Outstanding</b>	

**With no related allowance recorded:**

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Commercial Real Estate	\$4,071	4,524	-	1,977	2,425	-
Residential Real Estate	3,524	3,557	-	3,336	3,369	-
Commercial and Industrial	980	1,163	-	497	683	-
Consumer and Other	770	842	-	690	818	-
	9,345	10,086	-	6,500	7,295	-

**With a related allowance recorded:**

Commercial Real Estate	-	-	-	-	-	-
Residential Real Estate	-	-	-	-	-	-
Commercial and Industrial	45	51	45	251	251	251
Consumer and Other	-	-	-	2	2	2
	45	51	45	253	253	253

**Impaired Loans, Total:**

Commercial Real Estate	4,071	4,524	-	1,977	2,425	-
Residential Real Estate	3,524	3,557	-	3,336	3,369	-
Commercial and Industrial	1,025	1,214	45	748	934	251
Consumer and Other	770	842	-	692	820	2
<b>Impaired Loans, Total</b>	<b>\$9,390</b>	<b>10,137</b>	<b>45</b>	<b>6,753</b>	<b>7,548</b>	<b>253</b>

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

## Notes to consolidated financial statements (Unaudited)

The following tables summarize additional information regarding impaired loans for the *three* and *six* months ended *June 30, 2018* and *2017*.

## Business Activities Loans

(In thousands)

	Three Months Ended June 30,			
	2018		2017	
	Average Interest Recorded	Investment Recognized	Average Interest Recorded	Investment Recognized
<b><u>With no related allowance recorded:</u></b>				
Commercial Real Estate	\$3,250	25	6,188	75
Residential Real Estate	3,480	3	1,907	3
Commercial and Industrial	980	-	37	-
Consumer and Other	750	8	541	5
	8,460	36	8,673	83
<b><u>With a related allowance recorded:</u></b>				
Commercial Real Estate	-	-	-	-
Residential Real Estate	-	-	-	-
Commercial and Industrial	293	-	232	-
Consumer and Other	3	-	-	-
	296	-	232	-
<b><u>Impaired Loans, Total:</u></b>				
Commercial Real Estate	3,250	25	6,188	75
Residential Real Estate	3,480	3	1,907	3
Commercial and Industrial	1,273	-	269	-
Consumer and Other	753	8	541	5
<b>Impaired Loans, Total</b>	<b>\$8,756</b>	<b>36</b>	<b>8,905</b>	<b>83</b>

(In thousands)

	Six Months Ended June 30,			
	2018		2017	
	Average Interest Recorded	Investment Recognized	Average Interest Recorded	Investment Recognized
<b><u>With no related allowance recorded:</u></b>				
Commercial Real Estate	\$2,770	49	6,213	148
Residential Real Estate	3,421	6	1,909	5

Commercial and Industrial	912	-	37	-
Consumer and Other	725	15	541	10
	7,828	70	8,700	163

**With a related allowance recorded:**

Commercial Real Estate	-	-	-	-
Residential Real Estate	-	-	-	-
Commercial and Industrial	244	-	232	-
Consumer and Other	2	-	-	-
	246	-	232	-

**Impaired Loans, Total:**

Commercial Real Estate	2,770	49	6,213	148
Residential Real Estate	3,421	6	1,909	5
Commercial and Industrial	1,156	-	269	-
Consumer and Other	727	15	541	10
<b>Impaired Loans, Total</b>	<b>\$8,074</b>	<b>70</b>	<b>8,932</b>	<b>163</b>



**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY****Notes to consolidated financial statements (Unaudited)****Note 6: Deposits**

The following table presents the balance of deposits held, by category as of *June 30, 2018* and *December 31, 2017*.

<i>(In thousands)</i>	<b>June 30, 2018</b>	<b>December 31, 2017</b>
Non-interest bearing	\$83,808	\$81,197
<b><u>Interest bearing:</u></b>		
NOW	26,352	25,476
Savings	111,812	135,975
Money market	38,240	16,575
Certificates of deposit, less than \$250,000	205,896	173,221
Certificates of deposit, \$250,000 or greater	68,287	66,866
Brokered deposits	177,917	138,129
Interest bearing, Total	628,504	556,242
<b>Total Deposits</b>	<b>\$712,312</b>	<b>\$637,439</b>

As of *June 30, 2018* total deposits consists of \$44.3 million deposits acquired in connection with the Prime Bank merger.

**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY**

**Notes to consolidated financial statements (Unaudited)**

**Note 7: Share-Based Compensation and Employee Benefit Plan**

The Company maintains the Patriot National Bancorp, Inc. 2012 Stock Plan (the “Plan”) to provide an incentive to directors and employees of the Company by the grant of restricted stock awards (“RSA”), options, or phantom stock units. Since 2013, the Company’s practice is to grant RSAs. As of *June 30, 2018* and *December 31, 2017*, there were *no* options or phantom stock units outstanding, or that have been exercised during the period then ended.

The Plan provides for the issuance of up to 3,000,000 shares of the Company’s common stock subject to certain limitations. As of *June 30, 2018*, 2,869,913 shares of stock are available for issuance under the Plan. In accordance with the terms of the Plan, the vesting of RSAs and options *may* be accelerated at the discretion of the Compensation Committee of the Board of Directors. The Compensation Committee sets the terms and conditions applicable to the vesting of RSAs and stock option grants. RSAs granted to directors and employees generally vest in quarterly or annual installments over a three, *four* or *five* year period from the date of grant.

During the *three* and *six* months ended *June 30, 2018*, the Company granted 0 and 11,200 RSAs to the CEO, 0 and 2,999 RSAs to Executive Vice Presidents, and 4,124 and 4,124 RSAs to directors, respectively. There were 1,968 and 4,903 shares of restricted stock vested, 1,104 and 1,204 shares of restricted stock forfeited, respectively. All RSAs are non-participating grants.

During the *three* and *six* months ended *June 30, 2017*, the Company granted 5,084 RSAs to directors and zero RSAs to employees. There were 0 and 2,231 shares of restricted stock vested, 6,000, and 6,000 shares of restricted stock forfeited, respectively.

The Company recognizes compensation expense for all director and employee share-based compensation awards on a straight-line basis over the requisite service period, which is equal to the vesting schedule of each award, for each vesting portion of an award equal to its grant date fair value.

For the *three* and *six* months ended *June 30, 2018*, the Company recognized total share-based compensation expense of \$54,000 and \$107,000, respectively. The share-based compensation attributable to employees of Patriot amounted

to \$32,000 and \$67,000, respectively, for the *three* and *six* months ended *June 30, 2018*. Included in share-based compensation expense for the *three* and *six* months ended *June 30, 2018* were \$22,000 and \$40,000 attributable to Patriot's external Directors, who received total compensation of \$77,000 and \$159,000 for each of those periods, respectively, which amounts are included in Other Operating Expenses in the Consolidated Statements of Income.

For the *three* and *six* months ended *June 30, 2017*, the Company recognized total share-based compensation expense of \$25,000 and \$68,000, respectively. The share-based compensation attributable to employees of Patriot amounted to \$4,000 and \$32,000, respectively. Included in share-based compensation expense for the *three* and *six* months ended *June 30, 2017* were \$21,000 and \$36,000 attributable to Patriot's external Directors, who received total compensation of \$77,000 and \$146,000 for each of those periods, respectively, which amounts are included in Other Operating Expenses in the Consolidated Statements of Income.

**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY****Notes to consolidated financial statements (Unaudited)**

The following is a summary of the status of the Company's restricted shares as of *June 30, 2018* and *2017* and changes therein during the periods indicated:

	<b>Number of Shares Awarded</b>	<b>Weighted Average Grant Date Fair Value</b>
<b><u>Three months ended June 30, 2018:</u></b>		
Unvested at March 31, 2018	37,034	\$ 14.20
Granted	4,124	\$ 18.55
Vested	(1,968 )	\$ 16.05
Forfeited	(1,104 )	\$ 14.15
Unvested at June 30, 2018	38,086	\$ 14.57

<b><u>Six months ended June 30, 2018:</u></b>		
Unvested at December 31, 2017	25,870	\$ 12.15
Granted	18,323	\$ 18.07
Vested	(4,903 )	\$ 14.93
Forfeited	(1,204 )	\$ 14.26
Unvested at June 30, 2018	38,086	\$ 14.57

	<b>Number of Shares Awarded</b>	<b>Weighted Average Grant Date Fair Value</b>
<b><u>Three months ended June 30, 2017:</u></b>		
Unvested at March 31, 2017	33,033	\$ 12.55
Granted	5,084	\$ 15.05
Forfeited	(6,000 )	\$ 15.50
Unvested at June 30, 2017	32,117	\$ 12.39

<b><u>Six months ended June 30, 2017:</u></b>		
Unvested at December 31, 2016	35,264	\$ 12.84
Granted	5,084	\$ 15.05
Vested	(2,231 )	\$ 13.05
Forfeited	(6,000 )	\$ 15.50
Unvested at June 30, 2017	32,117	\$ 12.39

Unrecognized compensation expense attributable to the unvested restricted shares outstanding as of *June 30, 2018* amounts to *\$485,000*, which amount is expected to be recognized over the weighted average remaining life of the awards of 2.77 years.

RSA Grant - Non-executive Employees

During the *three* and *six* months ended *June 30, 2018*, *0* and *100* granted shares were forfeited, respectively. During the *three* and *six* months ended *June 30, 2017*, *none* of the granted shares were forfeited. The remaining *6,200* shares continue to vest and *\$16,000* of compensation expense is expected to be recognized through the *January 2019* vesting date.

**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY**

**Notes to consolidated financial statements (Unaudited)**

Retirement Plan

The Company offers a *401K* retirement plan (the “*401K*”), which provides for tax-deferred salary deductions for eligible employees. Employees *may* choose to make voluntary contributions to the *401K*, limited to an annual maximum amount as set forth periodically by the Internal Revenue Service. The Company matches 50% of such contributions, up to a maximum of *six* percent of an employee's annual compensation. During the *three* and *six* months ended *June 30, 2018* compensation expense under the *401K* aggregated \$65,000 and \$116,000, respectively. During the *three* and *six* months ended *June 30, 2017* compensation expense under the *401K* aggregated \$60,000 and \$94,000, respectively.

Dividends

On *July 17, 2017*, the Company announced its intention to make quarterly cash dividend payments. For the *three* and *six* months ended *June 30, 2018*, the Company paid cash dividends of \$.01 per share of common stock, or an aggregated of \$39,000 and \$77,000, respectively. *No* dividend was declared and paid for the *three* and *six* months ended *June 30, 2017*.

**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY****Notes to consolidated financial statements (Unaudited)****Note 8: Earnings per share**

The Company is required to present basic earnings per share and diluted earnings per share in its Consolidated Statements of Income. Basic earnings per share amounts are computed by dividing net income by the weighted average number of common shares outstanding. Diluted earnings per share reflects additional common shares that would have been outstanding if potentially dilutive common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Potential common shares that *may* be issued by the Company relate to outstanding unvested RSAs granted to directors and employees. The dilutive effect resulting from these potential shares is determined using the treasury stock method. The Company is also required to provide a reconciliation of the numerator and denominator used in the computation of both basic and diluted earnings per share.

The following table summarizes the computation of basic and diluted earnings per share for the *three* and *six* months ended *June 30, 2018* and *2017*:

<i>(Net income in thousands)</i>	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2018</b>	<b>2017</b>	<b>2018</b>	<b>2017</b>
<b><u>Basic earnings per share:</u></b>				
Net income attributable to Common shareholders	\$1,036	804	2,101	2,534
<b><u>Divided by:</u></b>				
Weighted average shares outstanding	3,903,858	3,894,128	3,902,195	3,893,431
<b>Basic earnings per common share</b>	<b>\$0.27</b>	<b>0.21</b>	<b>0.54</b>	<b>0.65</b>
<b><u>Diluted earnings per share:</u></b>				
Net income attributable to Common shareholders	\$1,036	804	2,101	2,534
Weighted average shares outstanding	3,903,858	3,894,128	3,902,195	3,893,431
Effect of potentially dilutive restricted common shares	13,603	7,400	17,943	5,289
<b><u>Divided by:</u></b>				
Weighted average diluted shares outstanding	3,917,461	3,901,528	3,920,138	3,898,720

<b>Diluted earnings per common share</b>	\$0.26	0.21	0.54	0.65
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**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY****Notes to consolidated financial statements (Unaudited)****Note 9: Financial Instruments with Off-Balance Sheet Risk**

In the normal course of business, Patriot is a party to financial instruments with off-balance-sheet risk to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit and involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the balance sheet. The contractual amounts of these instruments reflect the extent of involvement Patriot has in particular classes of financial instruments.

The contractual amount of commitments to extend credit and standby letters of credit represents the maximum amount of potential accounting loss should: the contract be fully drawn upon; the customer default; and the value of any existing collateral becomes worthless. Patriot applies its credit policies to entering commitments and conditional obligations and, as with its lending activities, evaluates each customer's creditworthiness on a case-by-case basis. Management believes that it effectively mitigates the credit risk of these financial instruments through its credit approval processes, establishing credit limits, monitoring the on-going creditworthiness of recipients and grantees, and the receipt of collateral as deemed necessary.

Financial instruments with credit risk at *June 30, 2018* are as follows:

*(In thousands)*

	<b>As of June 30, 2018</b>
<b><u>Commitments to extend credit:</u></b>	
Unused lines of credit	\$81,743
Undisbursed construction loans	14,136
Home equity lines of credit	20,162
Future loan commitments	14,497
Financial standby letters of credit	1,286
	<b>\$131,824</b>

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 to extend credit generally have fixed expiration dates or other termination

clauses, and *may* require payment of a fee by the borrower. Since these commitments could expire without being drawn upon, the total commitment amounts do *not* necessarily represent future cash requirements. The amount of collateral obtained, if deemed necessary upon extending credit, is based on management's credit evaluation of the customer. Collateral held varies, but *may* include commercial property, residential property, deposits and securities. Patriot has established a \$8,000 reserve for credit loss as of *June 30, 2018*, which is included in accrued expenses and other liabilities.

Standby letters of credit are written commitments issued by Patriot to guarantee the performance of a customer to a *third* party. The credit risk involved in issuing standby letters of credit is essentially the same as that involved in extending loan facilities to customers. Guarantees that are *not* derivative contracts are recorded at fair value and included in the Consolidated Balance Sheet.

**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY**

**Notes to consolidated financial statements (Unaudited)**

**Note 10: Regulatory and Operational Matters**

Federal and State regulatory authorities have adopted standards requiring financial institutions to maintain increased levels of capital. Effective *January 1, 2015*, Federal banking agencies imposed *four* minimum capital requirements on a community bank's risk-based capital ratios consisting of Total Capital, Tier 1 Capital, Common Equity Tier 1 ("*CET1*") Capital, and a Tier 1 Leverage Capital ratio. The risk-based capital ratios measure the adequacy of a bank's capital against the riskiness of its on- and off-balance sheet assets and activities. Failure to maintain adequate capital is a basis for "prompt corrective action" or other regulatory enforcement action. In assessing a bank's capital adequacy, regulators also consider other factors such as interest rate risk exposure, liquidity, funding and market risks, quality and level of earnings, concentrations of credit, quality of loans and investments, nontraditional activity risk, policy effectiveness, and management's overall ability to monitor and control risk.

Capital adequacy is *one* of the most important factors used to determine the safety and soundness of individual banks and the banking system. Under the instituted regulatory framework, to be considered "well capitalized", a financial institution must generally have a Total Capital ratio of at least *10%*, a Tier 1 Capital ratio of at least *8.0%*, a *CET1* Capital ratio at least *6.5%*, and a Tier 1 Leverage Capital ratio of at least *5.0%*. However, regardless of a financial institution's ratios, the Office of Comptroller of the Currency (the "OCC") *may* require increased capital ratios or impose dividend restrictions based on the other factors it considers in assessing a bank's capital adequacy.

Management continuously assesses the adequacy of the Bank's capital in order to maintain its "well capitalized" status.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

## Notes to consolidated financial statements (Unaudited)

The Company's and the Bank's regulatory capital amounts and ratios at *June 30, 2018* and *December 31, 2017* are summarized as follows:

<i>(In thousands)</i>	<b>Patriot National Bancorp, Inc.</b>				<b>Patriot Bank, N.A.</b>			
	<b>June 30, 2018</b>		<b>December 31, 2017</b>		<b>June 30, 2018</b>		<b>December 31, 2017</b>	
	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>	<b>Amount</b>	<b>Ratio</b>
	<b>(\$)</b>	<b>(%)</b>	<b>(\$)</b>	<b>(%)</b>	<b>(\$)</b>	<b>(%)</b>	<b>(\$)</b>	<b>(%)</b>
<b>Total Capital (to risk weighted assets):</b>								
Actual	77,930	9.575	74,264	10.092	95,988	11.852	83,711	11.406
To be Well Capitalized <sup>(1)</sup>	-	-	-	-	80,987	10.000	73,393	10.000
For capital adequacy with Capital Buffer <sup>(2)</sup>	-	-	-	-	79,975	9.875	67,889	9.250
For capital adequacy	65,108	8.000	58,868	8.000	64,790	8.000	58,715	8.000
<b>Tier 1 Capital (to risk weighted assets):</b>								
Actual	71,394	8.772	67,959	9.235	89,451	11.045	77,407	10.547
To be Well Capitalized <sup>(1)</sup>	-	-	-	-	64,790	8.000	58,715	8.000
For capital adequacy with Capital Buffer <sup>(2)</sup>	-	-	-	-	63,777	7.875	53,210	7.250
For capital adequacy	48,831	6.000	44,151	6.000	48,592	6.000	44,036	6.000
<b>Common Equity Tier 1 Capital (to risk weighted assets):</b>								
Actual	63,394	7.789	59,959	8.148	89,451	11.045	77,407	10.547
To be Well Capitalized <sup>(1)</sup>	-	-	-	-	52,642	6.500	47,706	6.500
For capital adequacy with Capital Buffer <sup>(2)</sup>	-	-	-	-	51,629	6.375	42,201	5.750
For capital adequacy	36,623	4.500	33,113	4.500	36,444	4.500	33,027	4.500
<b>Tier 1 Leverage Capital (to average assets):</b>								
Actual	71,394	7.974	67,959	8.219	89,451	10.029	77,407	9.360
To be Well Capitalized <sup>(1)</sup>	-	-	-	-	44,598	5.000	41,351	5.000
For capital adequacy	35,815	4.000	33,072	4.000	35,679	4.000	33,081	4.000

<sup>(1)</sup> Designation as "Well Capitalized" does *not* apply to bank holding companies - - the Company. Such categorization of capital adequacy only applies to insured depository institutions - - the Bank.

<sup>(2)</sup>

The Capital Conservation Buffer implemented by the FDIC began to be phased in beginning *January 1, 2016*. It was *not* applicable to periods prior to that date and does *not* apply to bank holding companies - - the Company.

Under the final capital rules that became effective on *January 1, 2015*, there was a requirement for a *CET1* capital conservation buffer of *2.5%* of risk-weighted assets, which is in addition to the other minimum risk-based capital standards in the rule. Institutions that do *not* maintain this required capital buffer become subject to progressively more stringent limitations on the percentage of earnings that *may* be distributed to shareholders or used for stock repurchases and on the payment of discretionary bonuses to senior executive management.

The capital buffer requirement is being phased in over *three* years beginning in *2016*. The *1.25%* capital conversation buffer for *2017* has been included in the minimum capital adequacy ratios in the *2017* column in the table above. The capital conversation buffer increased to *1.875%* for *2018*, which has been included in the minimum capital adequacy ratios in the *2018* column above.

## **PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY**

### **Notes to consolidated financial statements (Unaudited)**

The capital buffer requirement effectively raises the minimum required Total Capital ratio to *10.5%*, the Tier *1* capital ratio to *8.5%* and the *CET1* capital ratio to *7.0%* on a fully phased-in basis, which will be effective beginning on *January 1, 2019*. Management believes that, as of *June 30, 2018*, Patriot satisfies all capital adequacy requirements under the Basel III Capital Rules on a fully phased-in basis, as if all such requirements were currently in effect.

#### **Note 11: Fair Value and Interest Rate Risk**

Patriot measures the carrying value of certain financial assets and liabilities at fair value, as required by its policies as a financial institution and by US GAAP. The carrying values of certain assets and liabilities are measured at fair value on a recurring basis, such as available-for-sale securities; while other assets and liabilities are measured at fair value on a non-recurring basis due to external factors requiring management's judgment to estimate potential losses of value resulting in asset impairments or the establishment of valuation reserves. Measuring assets and liabilities at fair value *may* result in fluctuations to carrying value that have a significant impact on the results of operations or other comprehensive income for the period and period over period.

Following is a detailed summary of the guidance provided by US GAAP regarding the application of fair value measurements and Patriot's application thereof. Additionally, the following information includes detailed summaries of the effects fair value measurements have on the carrying amounts of asset and liabilities presented in the Consolidated Financial Statements.

The objective of fair value measurement is to value an asset that *may* be sold or a liability that *may* be transferred at the estimated value which might be obtained in a transaction between unrelated parties under current market conditions. US GAAP establishes a framework for measuring assets and liabilities at fair value, as well as certain financial instruments classified in equity. The framework provides a fair value hierarchy, which prioritizes quoted prices in active markets for identical assets and liabilities and minimizes unobservable inputs, which are inputs for which market data are *not* available and that are developed by management using the best information available to develop assumptions about the value market participants might place on the asset to be sold or liability to be transferred.

The *three* levels of the fair value hierarchy consist of:

Level 1 Unadjusted quoted market prices for identical assets or liabilities in active markets that the entity has the ability to access at the measurement date (such as active exchange-traded equity securities and certain U.S. and government agency debt securities).

Observable inputs other than quoted prices included in Level 1, such as:

- Quoted prices for similar assets or liabilities in active markets (such as U.S. agency and government sponsored mortgage-backed securities)

Level

2 - Quoted prices for identical or similar assets or liabilities in less active markets (such as certain U.S. and government agency debt securities, and corporate and municipal debt securities that trade infrequently)

- Other inputs that are observable for substantially the full term of the asset or liability (i.e. interest rates, yield curves, prepayment speeds, default rates, etc.).

Level 3 Valuation techniques that require unobservable inputs that are supported by little or *no* market activity and are significant to the fair value measurement of the asset or liability (such as pricing and discounted cash flow models that typically reflect management's estimates of the assumptions a market participant would use in pricing the asset or liability).

## **PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY**

### **Notes to consolidated financial statements (Unaudited)**

A description of the valuation methodologies used for assets and liabilities recorded at fair value, and for estimating fair value for financial and non-financial instruments *not* recorded at fair value, is set forth below.

#### Cash and due from banks, federal funds sold, short-term investments, and accrued interest receivable and payable

The carrying amount is a reasonable estimate of fair value and accordingly these are classified as Level 1. These financial instruments are *not* recorded at fair value on a recurring basis.

#### Available-for-sale securities

The fair value of securities available for sale (carried at fair value) are determined by obtaining quoted market prices on nationally recognized securities exchanges (Level 1), or matrix pricing (Level 2), which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted market prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted prices, or using unobservable inputs employing various techniques and assumptions (Level 3).

#### Other Investments

The Bank's investment portfolio includes the Solomon Hess SBA Loan Fund totaling \$4.5 million. This investment is utilized by the Bank to satisfy its Community Reinvestment Act ("CRA") lending requirements. As this fund operates as a private fund, shares in the fund are *not* publicly traded but *may* be redeemed with 60 days notice at cost. For that reason, the carrying amount was considered comparable to fair value.

#### Federal Reserve Bank Stock and Federal Home Loan Bank Stock

Shares in the Federal Reserve Bank ("FRB") and Federal Home Loan Bank ("FHLB") are purchased and redeemed based upon their \$100 par value. The stocks are non-marketable equity securities, and as such, are considered restricted securities that are carried at cost.

#### Loans



The fair value of loans are estimated by discounting the future cash flows using the rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. In connection with the adoption of ASU 2016-01 on *January 1, 2018*, we refined our methodology to estimate the fair value of our loan portfolio using an exit price notion resulting in prior periods *no* longer being comparable. The exit price notion requires determination of the price at which willing market participants would transact at the measurement date under current market conditions depending on facts and circumstances, such as origination rates, credit risk, transaction costs, liquidity, national and regional market trends and other adjustments, utilizing publicly available rates and indices. The application of an exit price notion requires the use of significant judgment.

## **PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY**

### **Notes to consolidated financial statements (Unaudited)**

#### Deposits

The fair value of demand deposits, regular savings and certain money market deposits is the amount payable on demand at the reporting date.

The fair value of certificates of deposit and other time deposits is estimated using a discounted cash flow calculation that applies interest rates currently being offered for deposits of similar remaining maturities, estimated using local market data, to a schedule of aggregated expected maturities on such deposits. Patriot does *not* record deposits at fair value on a recurring basis.

#### Senior Notes, Subordinated Notes, and Junior Subordinated Debt

Patriot does *not* record senior notes at fair value on a recurring basis. The fair value of the senior notes was estimated by discounting future cash flows at rates at which similar notes would be made. The carrying value is considered comparable to fair value.

Patriot does *not* record subordinated notes issued in *June 2018* at fair value on a recurring basis. The fair value of the subordinated notes was estimated by discounting future cash flows at rates at which similar notes would be made. The carrying value is considered comparable to fair value.

Patriot does *not* record junior subordinated debt at fair value on a recurring basis. Junior subordinated debt reprices quarterly, as a result, the carrying amount is considered a reasonable estimate of fair value.

#### Federal Home Loan Bank Borrowings

The fair value of FHLB advances is estimated using a discounted cash flow calculation that applies current FHLB interest rates for advances of similar maturity to a schedule of maturities of such advances. Patriot does *not* record FHLB advances at fair value on a recurring basis.

#### Off-balance sheet financial instruments

Off-balance sheet financial instruments are based on interest rate changes and fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The off-balance-sheet financial instruments (i.e., commitments to extend credit) are insignificant and are *not* recorded on a recurring basis.

The following tables detail the financial assets measured at fair value on a recurring basis and the valuation techniques utilized relative to the fair value hierarchy, as of *June 30, 2018* and *December 31, 2017*:

<i>(In thousands)</i>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Total</b>
<b>June 30, 2018:</b>				
U. S. Government agency mortgage-backed securities	\$ -	6,229	-	6,229
Corporate bonds	-	13,201	-	13,201
Subordinated notes	-	4,552	-	4,552
Available-for-sale securities	\$ -	23,982	-	23,982
<b>December 31, 2017:</b>				
U. S. Government agency mortgage-backed securities	\$ -	7,224	-	7,224
Corporate bonds	-	13,804	-	13,804
Subordinated notes	-	4,548	-	4,548
Available-for-sale securities	\$ -	25,576	-	25,576

**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY****Notes to consolidated financial statements (Unaudited)**

Patriot measures certain financial assets and financial liabilities at fair value on a non-recurring basis. When circumstances dictate (e.g., impairment of long-lived assets, other than temporary impairment of collateral value), the carrying values of such financial assets and financial liabilities are adjusted to fair value or fair value less costs to sell, as *may* be appropriate.

The table below presents the valuation methodology and unobservable inputs for level 3 assets measures at fair value on a non-recurring basis as of *June 30, 2018* and *December 31, 2017*:

<i>(In thousands)</i>	<b>Fair Value</b>	<b>Valuation Methodology</b>	<b>Unobservable Inputs</b>	<b>Range of Inputs</b>
<b>June 30, 2018:</b>				
Impaired loans	\$9,345	Real Estate Appraisals	Discount for appraisal type	0%- 8%
Other real estate owned	991	Real Estate Appraisals	Discount for appraisal type	14%
<b>December 31, 2017:</b>				
Impaired loans	\$6,500	Real Estate Appraisals	Discount for appraisal type	0%- 8%

Patriot discloses fair value information about financial instruments, whether or *not* recognized in the Consolidated Balance Sheet, for which it is practicable to estimate that value. Certain financial instruments are excluded from disclosure requirements and, accordingly, the aggregate fair value amounts presented do *not* necessarily represent the complete underlying value of financial instruments included in the Consolidated Financial Statements.

The estimated fair value amounts have been measured as of *June 30, 2018* and *December 31, 2017*, and have *not* been reevaluated or updated for purposes of these consolidated financial statements subsequent to those respective dates. As such, the estimated fair values of the financial instruments measured *may* be different than if they had been subsequently valued.

The information presented should *not* be interpreted as an estimate of the total fair value of Patriot's assets and liabilities, since only a portion of Patriot's assets and liabilities are required to be measured at fair value for financial reporting purposes. Due to the wide range of valuation techniques and the degree of subjectivity used in making the

estimates, comparisons between Patriot's fair value disclosures and those of other bank holding companies *may not* be meaningful.

## PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY

## Notes to consolidated financial statements (Unaudited)

The following table provides a comparison of the carrying amounts and estimated fair values of Patriot's financial assets and liabilities as of *June 30, 2018* and *December 31, 2017*:

<i>(In thousands)</i>	Fair Value Hierarchy	June 30, 2018		December 31, 2017	
		Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
<b>Financial Assets:</b>					
Cash and noninterest bearing balances due from banks	Level 1	\$4,589	4,589	3,582	3,582
Interest-bearing deposits due from banks	Level 1	81,052	81,052	45,659	45,659
U. S. Government agency mortgage-backed securities	Level 2	6,229	6,229	7,224	7,224
Corporate bonds	Level 2	13,201	13,201	13,804	13,804
Subordinated notes	Level 2	4,552	4,552	4,548	4,548
Other investments	Level 2	4,450	4,450	4,450	4,450
Federal Reserve Bank stock	Level 2	2,564	2,564	2,502	2,502
Federal Home Loan Bank stock	Level 2	5,807	5,807	5,889	5,889
Loans receivable, net	Level 3	750,804	734,773	713,350	702,816
Accrued interest receivable	Level 2	3,306	3,306	3,496	3,496
<b>Financial assets, total</b>		<b>\$876,554</b>	<b>860,523</b>	<b>804,504</b>	<b>793,970</b>
<b>Financial Liabilities:</b>					
Demand deposits	Level 2	\$83,808	83,808	81,197	81,197
Savings deposits	Level 2	111,812	111,812	135,975	135,975
Money market deposits	Level 2	38,240	38,240	16,575	16,575
NOW accounts	Level 2	26,352	26,352	25,476	25,476
Time deposits	Level 2	274,183	272,605	240,087	239,219
Brokered deposits	Level 1	177,917	177,503	138,129	137,870
FHLB and correspondent bank borrowings	Level 2	110,000	110,150	120,000	120,218
Senior notes	Level 2	11,740	11,108	11,703	11,249
Subordinated debt	Level 2	9,576	9,576	-	-
Junior subordinated debt owed to unconsolidated trust	Level 2	8,090	8,090	8,086	8,086
Note payable	Level 3	1,484	1,298	1,580	1,416
Accrued interest payable	Level 2	1,422	1,422	569	569
<b>Financial liabilities, total</b>		<b>\$854,624</b>	<b>851,964</b>	<b>779,377</b>	<b>777,850</b>

The carrying amount of cash and noninterest bearing balances due from banks, interest-bearing deposits due from banks, and demand deposits approximates fair value, due to the short-term nature and high turnover of these balances.

These amounts are included in the table above for informational purposes.

In the normal course of its operations, Patriot assumes interest rate risk (i.e., the risk that general interest rate levels will fluctuate). As a result, the fair value of the Patriot's financial assets and liabilities are affected when interest market rates change, which change *may* be either favorable or unfavorable. Management attempts to mitigate interest rate risk by matching the maturities of its financial assets and liabilities. However, borrowers with fixed rate obligations are less likely to prepay their obligations in a rising interest rate environment and more likely to prepay their obligations in a falling interest rate environment. Conversely, depositors receiving fixed rates are more likely to withdraw funds before maturity in a rising interest rate environment and less likely to do so in a falling interest rate environment. Management monitors market rates of interest and the maturities of its financial assets and financial liabilities, adjusting the terms of new loans and deposits in an attempt to minimize interest rate risk. Additionally, management mitigates its overall interest rate risk through its available funds investment strategy.

**PATRIOT NATIONAL BANCORP, INC. AND SUBSIDIARY**

**Notes to consolidated financial statements (Unaudited)**

Off-balance-sheet instruments

Loan commitments on which the committed interest rate is less than the current market rate were insignificant at *June 30, 2018* and *December 31, 2017*. The estimated fair value of fee income on letters of credit at *June 30, 2018* and *December 31, 2017* was insignificant.



**PART II - OTHER INFORMATION**

*Item 6: Exhibits*

No. Description

31(1) Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer

31(2) Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer

32\* Section 1350 Certifications

\* The certification is being furnished and shall not be deemed filed.

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**SIGNATURES**

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Patriot National Bancorp, Inc.

By: /s/ Joseph D. Perillo  
Joseph D. Perillo  
Executive Vice President and Chief  
Financial Officer

Date: August 23, 2018