



2017 ANNUAL REPORT

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2017 ANNUAL REPORT

March 9, 2018

To the Shareholders:

Your HomeTown Bank Board of Directors is pleased to announce a \$1.25 per share cash dividend. The payout is based on a solid 2017 performance and an optimistic 2018 budget that includes aggressive growth in both loans and deposits.

HomeTown Bank loan officers produced a record \$105.5 million in loans last year. These numbers compare favorably to \$103.1 million in 2016 and \$94.9 million in 2015. Net loans increased \$35 million compared to \$26.9 million in 2016, a positive sign for our local economies and the strength of our loan officers and lending staff. With over 85% of our loans secured by some form of real estate, we have to be very good at what we do and I believe our staff is second to none.

Deposit growth for 2017 was \$19 million compared to \$16.3 million in 2016 and \$29.8 million in 2015. The good news is we had a \$24.5 million increase in demand deposits, a strong indication that more households and small businesses are making their daily deposits with us. The growth also validates our continued efforts to balance both personal service and a variety of mobile banking products.

Net earnings after tax were \$6.166 million compared to \$6.230 million in 2016, and \$6.025 million in 2015. The big national news in late December was the new tax bill and the required write-down of deferred assets by our nation's largest corporations. As a "C-Corp" we had our own write-down of \$518,780, a number that deprived us of a record year in net after-tax earnings. The good news is we are now operating under the new corporate tax rate of 21% which should more than offset the 2017 adjustment. Year-end total assets reached \$586.3 million. Capital grew to a record \$62.3 million in 2017 with a record cash dividend of \$3.60 paid to shareholders. All capital ratios exceed regulatory minimums and our goal is to maintain our status as a highly capitalized bank. Loan losses were minimal at \$90,809 or 0.025% of average loans. The loan loss reserve is strong at \$4.27 million or 1.11% of total loans.

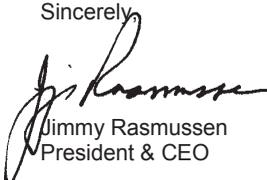
Last year was very difficult for many of our customers and our banking family. Hurricane Harvey flooded customer and employee homes and our bank buildings in League City and Friendswood. We were able to operate out of nearby branches, so assisting our customers and employees was our first priority. Our loan officers made calls to their customers to help with needed items. Many of our employees volunteered to help their fellow man, and not a single employee suffered from lost wages. Our HomeTown team was outstanding and I am very proud of their performance under very difficult circumstances.

As mergers and acquisitions continue to dominate the national news, we stand ready to continue our goal of remaining a strong, locally owned, independent community bank. The new tax law will certainly help our mission, and meaningful regulatory relief from Congress would be the icing on the cake. The community banking industry is getting stronger across our country. We have a different business model than the mega banks as we strive to know our customer and serve their financial needs. As the big banks make the news because of their employee layoffs or bad behavior, community banks quietly strive to grow their local communities by loaning money to small businesses and making charitable donations to local projects.

As I start my sixth and final year on the Dallas Federal Reserve Board of Directors, our nation's economy has tremendous momentum. It is quite a contrast from my first meeting in 2013 when unemployment numbers were high and the discussion topics were dominated by the need for more Fed stimulus. Today the economy is strong and all of the well-known economic indicators are solid. Oil prices are up and that industry is putting people back to work at a torrid pace. Unemployment numbers are at record lows and wage inflation is finally starting to emerge. In our markets, home sales are strong and big cranes and busy construction crews dominate our landscape.

Our 2018 budget remains aggressive with a projected \$28 million growth in both loans and deposits. Net income is projected to be at record levels. I want to thank our directors and staff for another great year, and thank you for your investment in HomeTown Bank.

Sincerely,



Jimmy Rasmussen
President & CEO



2017 Appendix A

Statements of Condition

	December 31,	
	2017	2016
Assets		
Cash and balances due from depository institutions:		
Noninterest-bearing balances, currency and coin	\$ 8,304,331	\$ 7,677,052
Interest-bearing balances	8,227,804	2,741,487
Total cash and cash equivalents	16,532,135	10,418,539
Securities available for sale	171,859,624	198,826,469
Securities held to maturity	1,674,330	1,711,241
Loans, total	385,105,970	349,677,255
Less: Reserve for possible loan losses	(4,272,957)	(4,071,266)
Loans, net	380,833,013	345,605,989
Bank Premises, equipment, furniture, fixtures and autos (net of depreciation)	10,380,532	10,651,537
Letters of Credit	5,186,803	5,376,437
Other Assets	10,488,833	10,762,754
TOTAL ASSETS	\$ 596,955,270	\$ 583,352,966
Liabilities		
Demand deposits	348,950,041	324,435,111
Savings deposits	66,578,179	63,605,085
Time deposits	106,005,001	114,118,070
Federal funds purchased	-	12,000,000
Letters of Credit	5,186,803	5,376,437
Other Liabilities	7,956,255	7,217,915
TOTAL LIABILITIES	\$ 534,676,279	\$ 526,752,618
Equity Capital Accounts		
Common Stock	12/31/17	12/31/16
Number Shares authorized	382,657	382,657
Number Shares outstanding	382,657	382,657
Common Stock (Par Value) \$1.00	\$ 382,657	\$ 382,657
Surplus	415,455	415,455
Undivided Profits	61,480,879	55,802,236
TOTAL EQUITY CAPITAL	\$ 62,278,991	\$ 56,600,348
TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 596,955,270	\$ 583,352,966



2017 Appendix B

Statements of Income

	December 31,		
	2017	2016	2015
Operating Income			
Interest and fees on loans	\$ 18,689,909	\$ 17,144,165	\$ 16,631,061
Income on Federal funds sold and securities purchased under agreements to resell	53,357	25,258	12,928
Interest on Mortgage-backed securities	2,056,478	2,221,175	2,247,113
Interest on obligations of other U.S. Government Agencies and Corporations	155,135	207,361	66,229
Interest on obligations of States and political subdivisions	1,720,275	1,837,723	1,884,655
Dividends on stock	73,028	44,266	19,936
Interest on other investments	54,993	34,633	39,764
Service charges on deposit accounts	203,579	209,208	210,275
Other charges, collection and exchange charges, commissions and fees	657,205	662,246	643,500
Other operating income	1,686,797	1,006,761	996,275
TOTAL OPERATING INCOME	\$ 25,350,756	\$ 23,392,796	\$ 22,751,736
Operating Expenses			
Salaries, wages and other employee benefits	\$ 6,938,578	\$ 6,624,939	\$ 6,206,344
Interest on Time Certificates of Deposit of \$100,000 or more	776,004	856,216	924,002
Interest on other deposits	1,098,140	1,026,479	1,094,179
Occupancy expense of bank premises	1,001,757	890,127	891,909
Furniture and equipment expense (including depreciation of \$388,426, \$474,493, \$544,292)	682,791	738,530	821,753
Provision for possible loan losses	292,500	101,400	50,000
Other expenses	5,379,289	4,619,278	4,553,067
TOTAL OPERATING EXPENSES	\$ 16,169,059	\$ 14,856,969	\$ 14,541,254
Income before income taxes	9,181,697	8,535,827	8,210,482
Income taxes			
Current ⁽¹⁾	3,229,819	2,477,679	2,247,906
Deferred (benefit) expense	(214,247)	(172,122)	(62,976)
Income taxes, net	<u>3,015,572</u>	<u>2,305,557</u>	<u>2,184,930</u>
Net Income	<u>\$ 6,166,125</u>	<u>\$ 6,230,270</u>	<u>\$ 6,025,552</u>
Earnings per common share			
Net Income	<u>\$ 16.11</u>	<u>\$ 16.28</u>	<u>\$ 15.75</u>

(1) Includes additional expense of \$512,462 related to remeasurement of net deferred taxes for changes in tax law.



2017 Appendix C

Statements of Comprehensive Income

	December 31,		
	2017	2016	2015
Net income	\$ 6,166,125	\$ 6,230,270	\$ 6,025,552
Other comprehensive income, net of tax			
Unrealized gains (losses) on securities:			
Change in unrealized gain (loss) on securities available-for-sale, net of deferred income tax (benefit) expense of \$326,755, (\$1,833,511), and (\$241,190)	961,043	(3,559,168)	(468,192)
Reclassification adjustment for realized gains on investment securities available for sale included in net income, net of income taxes of (\$142,393), (\$49,065), and (\$87,760)	(231,642)	(276,409)	(95,245)
Reclassification adjustment for realized losses on investment securities available for sale included in net income, net of income taxes of \$82,776, \$32,500, and \$37,025	<u>160,682</u>	<u>63,087</u>	<u>71,872</u>
Total other comprehensive income	<u>890,083</u>	<u>(3,772,490)</u>	<u>(491,565)</u>
Comprehensive income	<u>\$ 7,056,208</u>	<u>\$ 2,457,780</u>	<u>\$ 5,533,987</u>



2017 Appendix D

Statements of Changes in Stockholders' Equity

	<u>Common Stock</u>	<u>Additional Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Income</u>	<u>Total Stockholders' Equity</u>
Balances - December 31, 2015	\$ 382,657	\$ 415,455	\$ 53,061,783	\$ 1,621,973	\$ 55,481,868
Net Income			6,230,270		6,230,270
Other comprehensive income				(3,772,490)	(3,772,490)
Cash dividends (\$3.50 per share)	-	-	(1,339,300)	-	(1,339,300)
Balances - December 31, 2016	382,657	415,455	57,952,753	(2,150,517)	56,600,348
Net Income			6,166,125		6,166,125
Other comprehensive income				890,083	890,083
Cash dividends (\$3.60 per share)	-	-	(1,377,565)	-	(1,377,565)
Balances - December 31, 2017	<u>\$ 382,657</u>	<u>\$ 415,455</u>	<u>\$ 62,741,313</u>	<u>\$ (1,260,434)</u>	<u>\$ 62,278,991</u>



2017 Appendix E

Statements of Cash Flows Years Ended December 31, 2017, 2016, and 2015 Increase (Decrease) in Cash and Cash Equivalents

	2017	December 31, 2016	2015
Cash flows from operating activities:			
Net income	\$ 6,166,125	\$ 6,230,270	\$ 6,025,552
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	669,631	780,565	855,688
Provisions for possible loan losses	292,500	101,400	50,000
Provisions for ORE write-down	10,000	-	14,800
Gain on sale of investments	(107,526)	(323,215)	(35,414)
Change in deferred tax assets and liabilities	310,191	(180,290)	(172,121)
Accretion of discounts	(35,675)	(32,939)	(29,102)
Amortization of investment premium	2,728,299	3,077,856	2,822,491
Stock dividends - Federal Home Loan Bank	(2,000)	(900)	(800)
Gain on sale of foreclosed assets	(19,037)	(31,614)	(1,314)
Gain on disposal of assets	(119,278)	-	(35,441)
(Increase) decrease in other assets	(307,813)	(45,624)	30,862
(Increase) decrease in accrued interest receivable	(445,307)	(52,437)	(128,879)
Increase (decrease) in accrued interest payable and other liabilities	1,139,188	152,507	180,099
Total adjustments	<u>4,113,173</u>	<u>3,445,309</u>	<u>3,550,869</u>
Net cash provided by operating activities	\$ 10,279,298	\$ 9,675,579	\$ 9,576,421
Cash flows from investing activities:			
Purchases of securities - available for sale	(51,441,808)	(109,335,680)	(65,048,558)
Proceeds from sales, maturities, or calls and principal payments - available for sale	77,211,075	71,810,969	75,545,747
Purchases of securities - held to maturity	-	-	-
Proceeds from principal payments - securities held to maturity	-	-	-
Net increase in loans to customers	(35,808,160)	(27,394,313)	(21,576,915)
Recoveries on loans	-	40,155	37,280
Proceeds from sales of premise and equipment	478,810	-	54,498
Additions to premises and equipment	(758,158)	(300,403)	(269,786)
Proceeds from sales of foreclosed assets	155,147	227,751	280,203
Net cash used by investing activities	\$ (10,163,094)	\$ (64,951,521)	\$ (10,977,531)



2017 Appendix E

Statements of Cash Flows Years Ended December 31, 2017, 2016, and 2015 Increase (Decrease) in Cash and Cash Equivalents (Continued)

	2017	December 31, 2016	2015
<i>Cash flows from financing activities:</i>			
Net increase in demand and savings account deposits	21,497,167	2,916,108	15,880,842
Net increase in time deposit accounts	(2,122,210)	13,375,617	13,942,465
Federal funds purchased	(12,000,000)	12,000,000	-
Cash dividends paid on common stock	(1,377,565)	(1,339,298)	(1,301,034)
Net cash provided by financing activities	\$ 5,997,392	\$ 26,952,427	\$ 28,522,273
Net increase in cash and cash equivalents	6,113,596	(28,323,515)	27,121,163
Cash and cash equivalents beginning of year	<u>10,418,539</u>	<u>38,742,054</u>	<u>11,620,891</u>
Cash and cash equivalents end of year	<u>\$ 16,532,135</u>	<u>\$ 10,418,539</u>	<u>\$ 38,742,054</u>

2017 Appendix F

Reconciliations of Reserve for Possible Loan Losses

	2017	December 31, 2016	2015
Balance at beginning of year	\$ 4,071,266	\$ 4,069,746	\$ 4,110,827
Recoveries credited to reserve	1,857	40,155	37,280
Provision for possible loan losses	292,500	101,400	50,000
TOTAL	\$ 4,365,623	\$ 4,211,301	\$ 4,198,107
Losses charged to Reserve	<u>(92,666)</u>	<u>(140,035)</u>	<u>(128,361)</u>
Balance at the end of year	<u>\$ 4,272,957</u>	<u>\$ 4,071,266</u>	<u>\$ 4,069,746</u>



2017 Appendix G

Notes to Financial Statements Valuation of Securities

	DECEMBER 31, 2017		DECEMBER 31, 2016	
	Book Value	Market Value	Book Value	Market Value
Mortgage-Backed Securities	\$ 102,030,461	\$ 100,043,315	\$ 121,162,172	\$ 118,956,349
Obligations of other U.S. Government Agencies and Corporations	9,856,525	9,629,085	13,077,541	12,635,124
Obligations of State and Political Subdivisions	61,882,389	62,187,224	67,845,116	67,234,995
Other Investments (Restricted)				
Senior Housing Crime Prevention Foundation Lift Fund, Inc.	1,156,459	1,156,459	1,195,370	1,195,370
Federal Home Loan Bank Stock	250,000	250,000	250,000	250,000
Federal Reserve Bank Stock	243,921	243,921	241,921	241,921
	23,950	23,950	23,950	23,950
TOTAL	\$ 175,443,705	\$ 173,533,954	\$ 203,796,070	\$ 200,537,709
Deposits and Profit 2017 and 2016				
TOTAL DEPOSITS	\$ 521,533,222		\$ 502,158,267	
TOTAL PROFIT	\$ 6,166,125		\$ 6,230,270	



2017 Appendix H

Selected Financial Data Summary of Operations

The Bank's operations for the past five fiscal years are summarized as follows:

	DECEMBER 31				
	2017	2016	2015	2014	2013
Net Interest Income	20,929,030	19,631,887	\$ 18,883,505	\$ 18,762,124	\$ 17,604,023
Other Operating Income	2,237,719	1,909,828	1,890,315	2,339,139	1,801,370
Total Operating Income - Net	\$ 23,166,749	\$ 21,541,715	\$ 20,773,820	\$ 21,101,263	\$ 19,405,393
Provisions for possible loan losses	292,500	101,400	50,000	155,000	90,000
Operating Expenses-including interest securities gains	13,800,078	13,227,703	12,548,751	12,408,509	12,335,787
Income before income taxes and applicable income taxes	9,074,171	8,212,612	8,175,069	8,537,754	6,979,606
Income before securities gains	3,015,572	2,305,557	2,184,930	2,279,853	1,735,120
Net Securities gains	6,058,599	5,907,055	5,990,139	6,257,901	5,244,486
Net Income	\$ 6,166,125	\$ 6,230,270	\$ 6,025,552	\$ 6,285,510	\$ 5,265,391
Net Income per share	\$ 16.11	\$ 16.28	\$ 15.75	\$ 16.43	\$ 13.76
Dividends per share	\$ 3.60 cash dividend	\$ 3.50 cash dividend	\$ 3.40 cash dividend	\$ 3.20 cash dividend	\$ 3.00 cash dividend

Management Summary

HomeTown Bank, National Association, engages in the business of general banking in the cities of Galveston, Friendswood, League City, Alvin and Pearland, Texas. The bank's business is oriented toward serving the financial needs of its customers, both business and personal.

The headquarters for HomeTown Bank remains in Galveston. There are twelve competing banks and credit unions with offices on Galveston Island. Only three of the banks are locally owned. The competitive conditions in Galveston are not unusual for a city with a population of approximately 50,180.

The League City, Alvin, Pearland and two Friendswood locations compete for business in northern Galveston, southern Harris, and eastern Brazoria Counties where both large and small banks and credit unions create intense competition. HomeTown Bank has attracted a large number of residential and commercial real estate loans and retail installment loans for the purchase of automobiles and other consumer items. For the fiscal year ending December 31, 2017, HomeTown Bank had approximately \$51.7 million in outstanding loan commitments compared to \$47.7 million in 2016 and \$31.1 million in 2015. All of the loan commitments outstanding as of December 31, 2017 are expected to be exercised during the year 2018.

No material portion of the bank's deposits has been obtained from a single person or from a few persons. HomeTown Bank continues to be a strong real estate lender as 86.7 percent of the bank's loans are secured by some form of real property. The loans are spread across our market area and strict underwriting standards have produced losses well below peer levels. A large percentage of the commercial real estate portfolio is made up of loans to owner-occupied businesses. The bank's business is not seasonal to any significant extent. HomeTown Bank has no foreign source for deposits or loans, as all of the bank's business is local in nature.

The bank employs approximately 105 full time equivalent persons. The bank is engaged in commercial and consumer activities. The bank does not participate in any international, trust or municipal trading services. To the best of our officers' knowledge, local compliance with federal, state, and local provisions, which have been enacted or adopted, regulating the discharge of materials into the environment or otherwise relating to the protection of the environment, have not had a material effect upon the capital expenditures, earnings or competitive position of the bank.

Pursuant to a resolution adopted by the bank's Board of Directors effective January 1, 2006, the bank has established a Stock Appreciation Rights Plan. The plan's purpose is to advance the interest of the bank by motivating key employees to remain in the employ of the bank. The Plan ties a portion of total executive compensation to the maintenance and growth of the value of the bank. The Stock Appreciation Rights Plan has accrued \$288,661 in benefits as of December 31, 2017.

On January 13, 2015, the Board of Directors approved a deferred compensation plan for certain key officers of the bank with an effective date of January 1, 2015. The plan calls for a deferral of compensation for various terms with the benefits to be paid to the participant's annually after a five year vesting period with the balance paid at retirement. The bank accrued \$66,720 and \$59,714 in deferred compensation benefits for the years ended December 31, 2017 and 2016. The balances at December 31, 2017 and 2016 were \$181,003 and \$114,283, respectively.

The bank's common stock is not registered on any stock exchange. There is no market maker and market quotations are not available. As of December 31, 2017, there were 382,657.18 outstanding shares of the common stock of HomeTown Bank, National Association. There were 545 holders of common stock at that date.

Whitley Penn, LLP serves as the bank's outside auditor. The bank's Internal Audit Committee is composed of four outside directors. In addition, the bank employs a full-time internal audit coordinator and auditing consultant who performs specific audits for the bank. HomeTown Bank, N.A. is a national bank and is examined by the Office of the Comptroller of the Currency. The bank is also a member of the Federal Deposit Insurance Corporation, the Federal Reserve System, and files reports quarterly with the Office of Comptroller of the Currency.

Deposits grew 3.86 percent in 2017 compared to 3.35 percent in 2016 and 6.54 percent in 2015. Deposits for 2018 are projected to increase 5.37 percent. The projected deposit increase will place no burden on capital

requirements. Tier 1 Risk Based Capital at year-end 2017 was 15.92 percent compared to 15.96 percent in 2016 and 16.54 percent in 2015. The 2017 Leverage Ratio was 10.92 percent compared to 10.05 percent in 2016 and 9.92 percent in 2015. All capital ratios are substantially above regulatory minimums. A cash dividend of \$3.60 per share totaling \$1,377,563 was paid in 2017. The cash dividend was \$3.50 per share totaling \$1,339,300 in 2016.

As of December 31, 2017, The Baker Group- Oklahoma City, The Independent Bankers Bank- Dallas and Raymond James Fixed Income Capital Markets are the approved vendors for the bank's investment portfolio. The bank's investment portfolio as of December 31, 2017, represents 28.79 percent of total assets compared to 34.08 percent in 2016.

The bank follows the guidance in Accounting Standards Codification 320 Investments - Debt and Equity Securities. Securities that management has the ability and intent to hold to maturity are classified as "Held to Maturity" and carried at cost. Remaining securities are classified as "Available for Sale" and are carried at fair value. Unrealized gains and losses on "Available for Sale" securities are recognized as direct increases or decreases in stockholder's equity

As of December 31, 2017, the "Available for Sale" portion of the portfolio showed an unrealized loss in fair value of (\$1,909,751) with an after-tax adjustment to capital of (\$1,260,434). This compares with an unrealized loss of (\$3,258,360) in 2016 with an after-tax adjustment to capital of (\$2,150,517).

Net income after federal income tax for 2017 was \$6,166,125 compared to \$6,230,270 in 2016 and \$6,025,554 in 2015. Net earnings were down 1.03 percent in 2017 as compared to 2016 due to the "Tax Cuts and Jobs Act" passed on December 22, 2017. The Act reduces the U.S. federal corporate tax rate from 34% to 21% and required the Bank to remeasure certain deferred tax assets and liabilities based on the rates at which it expects to reverse in the future, which is generally 21%. The provisional amount recorded related to the remeasurement of its deferred tax balance was an additional expense of \$512 thousand, which is included as a component of income tax expense in the Statements of Income. New gross loan volume totaled \$105.5 million in 2017 compared to \$103.1 million in 2016 and \$94.9 million in 2015. Income on investment securities was \$4.32 million in 2017 compared to \$4.37 million in 2016.

The loan loss reserve at year-end 2017 totaled \$4,272,957 compared to \$4,071,265 in 2016. As of December 31, 2017, the reserve was 1.11 percent of total loans compared to 1.16 percent in 2016. The reserve is considered adequate by management based on the strong performance of the loan portfolio. The loan loss reserve is reviewed monthly and approved quarterly by the Board of Directors. The 2018 budget will keep the loan loss reserve to total loan ratio in a range from 1.10 to 1.15 percent. As of December 31, 2017, non-accrual loans totaled \$4,637,525 compared to \$6,054,001 in 2016 and \$1,322,591 in 2015. Non-accrual loans as a percentage of total loans on December 31, 2017 were 1.20 percent compared to 1.73 percent in 2016 and 0.41 percent in 2015. Management believes the amount of non-accrual loans is at a manageable level.

The 2018 budget projects an 23.50 percent increase in net income after tax based on strong loan demand, an improvement in investment yield, strong cost controls and lowered tax rate, . Deterioration in economic conditions could have a material adverse impact on the quality of the bank's loan portfolio and the demand for its products and services. These forward-looking statements relate to, among other things, expectations of the business environment in which HomeTown Bank, N.A. operates, projections of future performance, perceived opportunities in the market and statements regarding the bank's mission and vision. The bank's actual results, performance, or achievements may differ significantly from the results, performance, or achievements expressed or implied in such forward-looking statements.

Thank you for your investment in HomeTown Bank.

Jimmy Rasmussen
President and CEO

OFFICERS

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Executive Vice President
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