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

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **October 27, 2026**

NORWOOD FINANCIAL CORP

(Exact Name of Registrant as Specified in its Charter)

Pennsylvania	**0-28364**	**23-2828306**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

717 Main Street, Honesdale, Pennsylvania	**18431**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: **(570) 253-1455**

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of class	Trading symbol(s)	Name of exchange on which registered
Common Stock, $0.10 par value	**NWFL**	**The Nasdaq Stock Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Item 2.02 **Results of Operations and Financial Condition**

On October 27, 2026, Norwood Financial Corp (the "Company"), the holding company for Wayne Bank, issued a press release in which it announced its earnings for the quarter ended September 30, 2026.

A copy of the press release announcing the results is included as Exhibit 99.1 to this Current Report on Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

Item 7.01 **Regulation FD Disclosure**

On October 27, 2026, the Company will host a call with respect to earnings for the quarter ended September 30, 2026 and will use and post an earnings presentation for the quarterly results of operations (the "Earnings Presentation"). This presentation will be used at Investor meetings throughout the quarter. The Earnings Presentation is included as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

The information included in this Current Report pursuant to this Item 7.01 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

Item 9.01 **Financial Statements and Exhibits**

(d) Exhibits:

Exhibit No.	Description
99.1	Press Release, dated October 27, 2026.
99.2	Norwood Financial Corp Earnings Presentation for the Quarter Ended September 30, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

NORWOOD FINANCIAL CORP

DATE: October 27, 2026

By: /s/ John M. McCaffery
John M. McCaffery
Executive Vice President and Chief Financial Officer
(Duly Authorized Representative)

FOR IMMEDIATE RELEASE

Norwood Financial Corp announces Third Quarter Financial Results

Quarterly Highlights:

- Record net income of $11.8 million.
- Record net interest income of $28.0 million.
- Net interest margin 4.01%.
- Diluted earnings per share of $1.08.
- Total assets of $2.95 billion.
- Disciplined execution across the enterprise plus contribution from Presence Bank acquisition contributed to the strong performance.

Honesdale, Pennsylvania – October 27, 2026 - Norwood Financial Corp (the "Company") (Nasdaq Global Market-NWFL), the holding company of Wayne Bank, announced results for the three- and nine-month periods ended September 30, 2026.

Jim Donnelly, President and Chief Executive Officer, stated, "The entire Wayne Bank team continued to perform well in the third quarter, delivering record net income and net interest income for the second consecutive quarter. In addition to strong income growth, we navigated the bankruptcy related to a borrower relationship, resolving the issue with favorable outcome. Net interest margin expanded on disciplined balance sheet management and one-time benefit of the bankruptcy resolution. Our financial position is strong and believe we are poised to extend our performance for long-term shareholder value creation."

(dollars in thousands, except per share data)	Year-Over Year 3 Months Ended			Linked Quarter 3 Months Ended		Year-to-Date 9 Months Ended		
	Sep-26	Sep-25	Change	Jun-26	Change	Sep-26	Sep-25	Change
Net interest income	$ 28,009	$ 20,458	$ 7,551	$ 26,839	$ 1,170	$ 79,402	$ 57,380	$ 22,022
Net interest spread (fte) [1]	3.36%	2.94%	42 bps	3.27%	9 bps	3.23%	2.77%	46 bps
Net interest margin (fte) [1]	4.01%	3.63%	38 bps	3.90%	11 bps	3.87%	3.46%	140 bps
Pre Provision Net Revenue (PPNR) [1]	$ 15,377	$ 10,029	$ 5,348	$ 13,573	$ 1,804	$ 28,223	$ 24,346	$ 3,877
Net income	$ 11,763	$ 8,334	$ 3,429	$ 9,328	$ 2,435	$ 24,821	$ 20,313	$ 4,508
Diluted earnings per share	$ 1.08	$ 0.89	$ 0.19	$ 0.86	$ 0.22	$ 2.29	$ 2.22	$ 0.07
Return on average assets	1.60%	1.40%	20 bps	1.28%	32 bps	1.15%	1.16%	(1 bp)
Return on tangible equity	18.51%	16.76%	175 bps	15.04%	347 bps	13.25%	14.04%	(79 bps)

Excluding merger-related and 2026 BOLI Restructuring Fees (see Non-GAAP reconciliations)

(dollars in thousands, except per share data)	Year-Over Year 3 Months Ended			Linked Quarter 3 Months Ended		Year-to-Date 9 Months Ended		
	Sep-26	Sep-25	Change	Jun-26	Change	Sep-26	Sep-25	Change
Pre Provision Net Revenue (PPNR) [1]	$ 15,377	$ 10,029	$ 5,348	$ 13,573	$ 1,804	$ 35,229	$ 24,346	$ 10,883
Net income	$ 11,763	$ 8,334	$ 3,429	$ 9,328	$ 2,435	$ 24,821	$ 20,313	$ 4,508
Diluted earnings per share	$ 1.08	$ 0.89	$ 0.19	$ 0.86	$ 0.22	$ 2.29	$ 2.22	$ 0.07
Return on average assets	1.60%	1.47%	13 bps	1.08%	52 bps	1.39%	1.20%	19 bps
Returnon average Tangible equity	18.51%	17.66%	85 bps	13.08%	543 bps	16.04%	14.54%	150 bps

Discussion of financial results for the three months ended September 30, 2026 (all comparisons are to third quarter 2025, unless otherwise noted):

- Net income was $11.8 million, an increase of $3.4 million from $8.3 million. Diluted earnings per share were $1.08 compared to $0.89.
- Net interest income was $28.0 million, an increase of $7.6 million from $20.5 million. On a linked-quarter basis, net interest income increased $1.2 million from $26.8 million.
- Net interest margin (fully taxable equivalent) was 4.01% compared to 3.63%. On a linked-quarter basis, NIM increased 11 basis points from 3.90%.
- Pre-provision net revenue (PPNR) was $15.4 million, compared to $10.0 million in the prior year quarter and $13.6 million in the linked quarter.
- Total assets were $2.951 billion, compared to $2.412 billion, an increase of 18.3%.
- Loans receivable were $2.294 billion compared to $1.815 billion, an increase of 20.9%.
- Total deposits were $2.509 billion compared to $2.074 billion, an increase of 17.3%.
- Tangible book value per share was $22.35 compared to $21.19 at September 30, 2025, and decreased $0.61 on a linked-quarter basis from $22.96.
- Allowance for credit losses to total loans was 1.10%. Nonperforming loans to total loans were 0.73% and nonperforming assets to total assets were 0.59%.

Follow-up on Second Quarter Credit Event

During the second quarter of 2026, the Company recorded a $729 thousand charge-off related to a borrower relationship that filed for Chapter 11 bankruptcy protection.

During the third quarter, one of the loans that had been placed on non-accrual, due to the bankruptcy previously disclosed, was purchased by a new entity, as was the underlying business. All past due interest from the previous loan was paid. During the period that the business was in bankruptcy, Wayne Bank advanced debtor-in-possession (DIP) financing to keep the business operating. The DIP financing along with all interest and fees was settled as part of the loan purchase. Accordingly, interest income increased in the third quarter which, in turn, increased our margin during the quarter. Additionally, removing the previous loan from non-accrual status resulted in a lower provision expense for the quarter.

Following the purchase of this loan, there remain two loans related to the borrower with a total exposure of $7.1 million.

About Norwood Financial Corp
Norwood Financial Corp, through its subsidiary, Wayne Bank, operates 33 Community Offices serving Wayne, Pike, Monroe, Lackawanna, Luzerne, Chester, Cumberland, and Lancaster Counties in Pennsylvania, along with Delaware, Sullivan, Otsego, Ontario, and Yates Counties in New York. The Company has total assets of $2.9 billion. The Company's stock is traded on the Nasdaq Global Market under the symbol "NWFL". For more information, visit wayne.bank.

Forward-Looking Statements

In addition to historical information, this earnings release may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which describes the future plans, strategies and expectations of the Company. Forward-looking statements can be identified by the use of words such as "estimate," "project," "believe," "intend," "anticipate," "assume," "plan," "seek," "expect," "will," "may," "should," "indicate," "would," "contemplate," "continue," "target" and words of similar meaning. Forward-looking statements are based on our current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. Accordingly, you should not place undue reliance on such statements. We are under no duty to and do not take any obligation to update any forward-looking statements after the date of this report. Those risks and uncertainties include, among other things, changes in federal and state laws, changes in interest rates, our ability to maintain strong credit quality metrics, our ability to have future performance, our ability to control core operating expenses and costs, demand for real estate, government fiscal and trade policies, cybersecurity and general economic conditions. The Company undertakes no obligation to publicly release the results of any revisions to those forward-looking statements which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Non-GAAP Measures

In addition to presenting information in conformity with accounting principles generally accepted in the United States of America (GAAP), this news release contains financial information determined by methods other than GAAP (non-GAAP). The following measures used in this release, which are commonly utilized by financial institutions, have not been specifically exempted by the Securities and Exchange Commission ("SEC") and may constitute "non-GAAP financial measures" within the meaning of the SEC's rules.

The Company has provided in this news release supplemental disclosures for the calculation of Return on Average Assets, Return on Average Tangible Shareholders' Equity, Basic Earnings per Share, Diluted Earnings per Share, Tangible Book Value and Pre Provision Net Revenue. Management believes that the non-GAAP financial measures disclosed by the Company from time to time are useful in evaluating the Company's performance and that such information should be considered as supplemental in nature and not as a substitute for or superior to the related financial information prepared in accordance with GAAP. Our non-GAAP financial measures may differ from similar measures presented by other companies.

Contact: John M. McCaffery
Executive Vice President &
Chief Financial Officer
NORWOOD FINANCIAL CORP
272-304-3003
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NORWOOD FINANCIAL CORP
Consolidated Balance Sheets
(dollars in thousands, except share and per share data)
(unaudited)

	September 30	
	2026	**2025**
ASSETS		
Cash and due from banks	**$ 19,857**	$ 50,348
Interest-bearing deposits with banks	**52,667**	24,382
Cash and cash equivalents	**72,524**	74,730
Securities available for sale	**429,492**	403,989
Loans receivable	**2,294,467**	1,814,682
Less: Allowance for credit losses	**25,146**	19,911
Net loans receivable	**2,269,321**	1,794,771
Regulatory stock, at cost	**8,460**	6,163
Bank premises and equipment, net	**25,140**	22,292
Bank owned life insurance	**62,738**	45,821
Foreclosed real estate owned	**771**	—
Accrued interest receivable	**10,609**	8,686
Deferred tax assets, net	**22,982**	16,528
Goodwill	**36,375**	29,266
Other intangible assets	**2,992**	109
Other assets	**10,153**	9,596
TOTAL ASSETS	**$ 2,951,557**	$ 2,411,951
LIABILITIES		
Deposits:		
Non-interest bearing demand	**$ 487,753**	$ 424,027
Interest-bearing	**2,021,227**	1,649,941
Total deposits	**2,508,980**	2,073,968
Short-term borrowings	**56,124**	—
Other borrowings	**62,728**	72,071
Accrued interest payable	**10,467**	9,823
Other liabilities	**29,897**	21,184
TOTAL LIABILITIES	**2,668,196**	2,177,046
STOCKHOLDERS' EQUITY		
Preferred Stock, no par value per share, authorized 5,000,000 shares	**—**	—
Common Stock, $.10 par value per share, authorized: 20,000,000 shares, issued: 2026: 11,184,631 shares, 2025: 9,491,558 shares	**1,118**	949
Surplus	**174,650**	127,190
Retained earnings	**154,956**	136,662
Treasury stock, at cost: 2026: 269,841 shares, 2025: 229,233 shares	**(7,390)**	(6,188)
Accumulated other comprehensive loss	**(39,973)**	(23,708)
TOTAL STOCKHOLDERS' EQUITY	**283,361**	234,905
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 2,951,557**	$ 2,411,951

NORWOOD FINANCIAL CORP
Consolidated Statements of Income
(dollars in thousands, except per share data)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
INTEREST INCOME				
Loans receivable, including fees	$ 36,635	$ 28,141	$ 106,093	$ 81,244
Securities	4,472	3,907	13,076	11,648
Other	354	144	1,132	590
Total Interest income	41,461	32,192	120,301	93,482
INTEREST EXPENSE				
Deposits	12,775	10,730	38,462	32,347
Short-term borrowings	37	105	128	774
Other borrowings	640	899	2,309	2,981
Total Interest expense	13,452	11,734	40,899	36,102
NET INTEREST INCOME	28,009	20,458	79,402	57,380
PROVISION FOR (RELEASE OF) CREDIT LOSSES	100	(502)	3,503	1,305
NET INTEREST INCOME AFTER PROVISION FOR (RELEASE OF) CREDIT LOSSES	27,909	20,960	75,899	56,075
OTHER INCOME				
Service charges and fees	2,004	1,660	5,425	4,687
Income from fiduciary activities	265	254	751	805
Gains on sales of loans, net	58	130	188	242
Earnings and proceeds on life insurance policies	334	268	974	820
Other	259	193	824	551
Total other income	2,920	2,505	8,162	7,105
OTHER EXPENSES				
Salaries and employee benefits	8,274	6,696	25,497	19,773
Occupancy, furniture and equipment	1,521	1,361	4,815	4,088
Data processing and related operations	1,650	1,087	4,660	3,361
Taxes, other than income	145	192	521	577
Professional fees	530	400	1,952	1,532
FDIC Insurance assessment	639	368	1,574	1,129
Foreclosed real estate	58	1	125	143
Amortization of intangibles	162	12	493	42
Merger	—	568	4,994	718
Other	2,573	2,249	7,704	6,166
Total other expenses	15,552	12,934	52,335	37,529
INCOME BEFORE TAX EXPENSE	15,277	10,531	31,726	25,651
INCOME TAX EXPENSE	3,514	2,197	6,905	5,338
NET INCOME	$ 11,763	$ 8,334	$ 24,821	$ 20,313
Basic earnings per share	$ 1.08	$ 0.89	$ 2	$ 2.22
Diluted earnings per share	$ 1.08	$ 0.89	$ 2	$ 2.22

NORWOOD FINANCIAL CORP
NET INTEREST MARGIN ANALYSIS
(dollars in thousands)

	For the Quarter Ended								
	September 30, 2026			June 30, 2026			September 30, 2025		
	Average Balance (2)	Interest (1)	Average Rate (3)	Average Balance (2)	Interest (1)	Average Rate (3)	Average Balance (2)	Interest (1)	Average Rate (3)
Assets									
Interest-earning assets:									
Fed funds sold	$ 15	—	— %	$ 1,511	14	3.72 %	$ —	—	— %
Interest-bearing deposits with banks	39,717	$ 354	3.54	43,467	$ 364	3.36	12,485	$ 144	4.58
Securities available for sale:									
Taxable	439,064	4,224	3.82	435,004	4,246	3.92	399,090	3,661	3.64
Tax-exempt (1)	43,956	322	2.91	44,269	315	2.85	44,074	312	2.81
Total securities available for sale (1)	483,020	4,546	3.73	479,273	4,561	3.82	443,164	3,973	3.56
Loans receivable (1) (4) (5)	2,267,664	36,760	6.43	2,253,991	35,700	6.35	1,802,046	28,267	6.22
Total interest-earning assets	2,790,416	41,660	5.92	2,778,242	40,639	5.87	2,257,695	32,384	5.69
Non-interest earning assets:									
Cash and due from banks	19,466			30,147			31,050		
Allowance for credit losses	(26,101)			(24,556)			(21,128)		
Other assets	125,818			129,320			96,142		
Total non-interest earning assets	119,183			134,911			106,064		
Total Assets	$ 2,909,599			$ 2,913,153			$ 2,363,759		
Liabilities and Stockholders' Equity									
Interest-bearing liabilities:									
Interest-bearing demand and money market	$ 741,251	$ 3,519	1.88	$ 727,580	$ 3,460	1.91	$ 579,145	$ 2,900	1.99
Savings	230,456	268	0.46	231,852	200	0.35	200,559	113	0.22
Time	1,045,893	8,989	3.41	1,071,210	9,239	3.46	822,491	7,717	3.72
Total interest-bearing deposits	2,017,600	12,776	2.51	2,030,642	12,899	2.55	1,602,195	10,730	2.66
Short-term borrowings	3,540	36	4.03	3,233	32	3.97	8,740	105	4.77
Other borrowings	63,901	640	3.97	67,802	687	4.06	81,125	899	4.40
Total interest-bearing liabilities	2,085,041	13,452	2.56	2,101,677	13,618	2.60	1,692,060	11,734	2.75
Non-interest bearing liabilities:									
Demand deposits	494,690			486,557			416,150		
Other liabilities	38,244			36,585			28,816		
Total non-interest bearing liabilities	532,934			523,142			444,966		
Stockholders' equity	291,624			288,334			226,733		
Total Liabilities and Stockholders' Equity	$ 2,909,599			$ 2,913,153			$ 2,363,759		
Net interest income/spread (tax equivalent basis)		28,208	3.36 %		27,021	3.27 %		20,650	2.94 %
Tax-equivalent basis adjustment		(199)			(182)			(192)	
Net interest income		$ 28,009			$ 26,839			$ 20,458	
Net interest margin (tax equivalent basis)			4.01 %			3.90 %			3.63 %

(1) Interest and yields are presented on a tax-equivalent basis.
(2) Average balances have been calculated based on daily balances.
(3) Annualized
(4) Loan balances include non-accrual loans and are net of unearned income.
(5) Loan yields include the effect of amortization of deferred fees, net of costs.

NORWOOD FINANCIAL CORP
NET INTEREST MARGIN ANALYSIS
(dollars in thousands)

	Year to Date								
	September 30, 2026			June 30, 2026			September 30, 2025		
	Average Balance (2)	Interest (1)	Average Rate (3)	Average Balance (2)	Interest (1)	Average Rate (3)	Average Balance (2)	Interest (1)	Average Rate (3)
Assets									
Interest-earning assets:									
Fed funds sold	$ 818	25	4.09 %	$ 1,226	25	4.11 %	$ —	—	— %
Interest-bearing deposits with banks	51,908	$ 1,107	2.85	58,074	$ 753	2.61	17,427	$ 590	4.53
Securities available for sale:									
Taxable	429,970	12,328	3.83	425,350	8,104	3.84	403,947	10,907	3.61
Tax-exempt (1)	44,285	955	2.88	44,451	633	2.87	44,157	938	2.84
Total securities available for sale (1)	474,255	13,283	3.74	469,801	8,737	3.75	448,104	11,845	3.53
Loans receivable (1) (4) (5)	2,239,147	106,460	6.36	2,224,699	69,700	6.32	1,776,629	81,636	6.14
Total interest-earning assets	2,766,128	120,875	5.84	2,753,800	79,215	5.80	2,242,160	94,071	5.61
Non-interest earning assets:									
Cash and due from banks	26,719			30,409			30,035		
Allowance for credit losses	(24,691)			(23,976)			(20,675)		
Other assets	128,943			130,526			94,389		
Total non-interest earning assets	130,971			136,959			103,749		
Total Assets	$ 2,897,099			$ 2,890,759			$ 2,345,909		
Liabilities and Stockholders' Equity									
Interest-bearing liabilities:									
Interest-bearing demand and money market	$ 730,956	$ 10,441	1.91	$ 725,787	$ 6,922	1.92	$ 566,762	$ 8,588	2.03
Savings	227,101	605	0.36	225,380	337	0.30	205,552	374	0.24
Time	1,052,670	27,416	3.48	1,056,053	18,427	3.52	812,778	23,385	3.85
Total interest-bearing deposits	2,010,727	38,462	2.56	2,007,220	25,686	2.58	1,585,092	32,347	2.73
Short-term borrowings	4,337	128	3.95	4,782	92	3.88	23,468	774	4.41
Other borrowings	75,503	2,309	4.09	81,395	1,669	4.13	90,110	2,981	4.42
Total interest-bearing liabilities	2,090,567	40,899	2.62	2,093,397	27,447	2.64	1,698,670	36,102	2.84
Non-interest bearing liabilities:									
Demand deposits	479,931			472,412			395,470		
Other liabilities	36,680			35,886			28,978		
Total non-interest bearing liabilities	516,611			508,298			424,448		
Stockholders' equity	289,921			289,064			222,791		
Total Liabilities and Stockholders' Equity	$ 2,897,099			$ 2,890,759			$ 2,345,909		
Net interest income/spread (tax equivalent basis)		79,976	3.23 %		51,768	3.16 %		57,969	2.77 %
Tax-equivalent basis adjustment		(574)			(375)			(589)	
Net interest income		$ 79,402			$ 51,393			$ 57,380	
Net interest margin (tax equivalent basis)			3.87 %			3.79 %			3.46 %

(1) Interest and yields are presented on a tax-equivalent basis.
(2) Average balances have been calculated based on daily balances.
(3) Annualized
(4) Loan balances include non-accrual loans and are net of unearned income.
(5) Loan yields include the effect of amortization of deferred fees, net of costs.

NORWOOD FINANCIAL CORP
Financial Highlights (Unaudited)
(dollars in thousands, except per share data)

For the Three Months Ended September 30	2026	2025
Net interest income	**$ 28,009**	$ 20,458
Net income	**11,763**	8,334
Net interest spread (fully taxable equivalent)	**3.36%**	2.94%
Net interest margin (fully taxable equivalent)	**4.01%**	3.63%
Return on average assets	**1.60%**	1.40%
Return on average equity	**16.00%**	14.58%
Return on average tangible equity	**18.51%**	16.76%
Basic earnings per share	**$ 1.08**	$ 0.89
Diluted earnings per share	**$ 1.08**	$ 0.89
Efficiency ratio	**50.28%**	56.33%
Operating expense/Average assets	**2.14%**	2.19%

For the Nine Months Ended September 30	2026	2025
Net interest income	**79,402**	57,380
Net income	**24,821**	20,313
Net interest spread (fully taxable equivalent)	**3.23%**	2.77%
Net interest margin (fully taxable equivalent)	**3.87%**	3.46%
Return on average assets	**1.15%**	1.16%
Return on average equity	**11.45%**	12.19%
Return on average tangible equity	**13.25%**	14.04%
Basic earnings per share	**2.29**	2.22
Diluted earnings per share	**2.29**	2.22
Efficiency ratio	**59.77%**	58.20%
Operating expense/Average assets	**2.41%**	2.13%

As of September 30	2026	2025
Total assets	**$ 2,951,557**	$ 2,411,951
Total loans receivable	**2,294,467**	1,814,682
Allowance for credit losses	**25,146**	19,911
Total deposits	**2,508,980**	2,073,968
Stockholders' equity	**283,361**	234,905
Trust assets under management	**231,302**	211,563
Book value per share	**$ 25.96**	$ 25.36
Tangible book value per share	**$ 22.35**	$ 22.19
Equity to total assets	**9.60%**	9.74%
Allowance to total loans receivable	**1.10%**	1.10%
Nonperforming loans to total loans	**0.73%**	0.36%
Nonperforming assets to total assets	**0.59%**	0.31%

NORWOOD FINANCIAL CORP
Consolidated Balance Sheets (unaudited)
(dollars in thousands)

	September 30 2026	June 30 2026	March 31 2026	December 31 2025	September 30 2025
ASSETS					
Cash and due from banks	$ 19,857	$ 30,902	$ 25,480	$ 32,118	$ 50,348
Interest-bearing deposits with banks	52,667	29,387	75,258	12,318	24,382
Fed funds sold	—	—	1,835	—	—
Cash and cash equivalents	72,524	60,289	102,573	44,436	74,730
Securities available for sale	429,492	438,967	431,204	408,782	403,989
Loans receivable	2,294,467	2,262,813	2,238,657	1,853,422	1,814,682
Less: Allowance for credit losses	25,146	25,632	24,350	19,882	19,911
Net loans receivable	2,269,321	2,237,181	2,214,307	1,833,540	1,794,771
Regulatory stock, at cost	8,460	6,399	7,161	6,623	6,163
Bank owned life insurance	62,738	55,404	55,078	46,089	45,821
Bank premises and equipment, net	25,140	25,262	25,299	22,971	22,292
Foreclosed real estate owned	771	771	771	771	—
Goodwill and other intangibles	39,367	39,528	39,693	29,364	29,375
Other assets	43,744	44,113	41,168	32,266	34,810
TOTAL ASSETS	$ 2,951,557	$ 2,907,914	$ 2,917,254	$ 2,424,842	$ 2,411,951
LIABILITIES					
Deposits:					
Non-interest bearing demand	$ 487,753	$ 500,383	$ 470,706	$ 419,597	$ 424,027
Interest-bearing deposits	2,021,227	2,013,914	2,035,992	1,659,048	1,649,941
Total deposits	2,508,980	2,514,297	2,506,698	2,078,645	2,073,968
Borrowings	118,852	65,513	88,268	74,133	72,071
Other liabilities	40,364	38,464	38,350	29,907	31,007
TOTAL LIABILITIES	2,668,196	2,618,274	2,633,316	2,182,685	2,177,046
STOCKHOLDERS' EQUITY	283,361	289,640	283,938	242,157	234,905
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 2,951,557	$ 2,907,914	$ 2,917,254	$ 2,424,842	$ 2,411,951

NORWOOD FINANCIAL CORP
Consolidated Statements of Income (unaudited)
(dollars in thousands, except per share data)

Three months ended	September 30 2026	June 30 2026	March 31 2026	December 31 2025	September 30 2025
INTEREST INCOME					
Loans receivable, including fees	$ 36,635	$ 35,585	$ 33,873	$ 28,666	$ 28,141
Securities	4,472	4,495	4,110	3,906	3,907
Other	354	377	400	474	144
Total interest income	41,461	40,457	38,383	33,046	32,192
INTEREST EXPENSE					
Deposits	12,775	12,899	12,787	11,334	10,730
Borrowings	677	719	1,042	768	1,004
Total interest expense	13,452	13,618	13,829	12,102	11,734
NET INTEREST INCOME	28,009	26,839	24,554	20,944	20,458
PROVISION FOR (RELEASE OF) CREDIT LOSSES	100	1,944	1,459	468	(502)
NET INTEREST INCOME AFTER (RELEASE OF) PROVISION FOR CREDIT LOSSES	27,909	24,895	23,095	20,476	20,960
OTHER INCOME					
Service charges and fees	2,004	1,666	1,755	1,734	1,660
Income from fiduciary activities	265	248	238	228	254
Net realized (losses) gains on sales of securities	—	—	—	—	—
Gains on sales of loans, net	58	54	76	83	130
Gains on sales of foreclosed real estate owned	—	—	—	—	—
Earnings and proceeds on life insurance policies	334	326	314	268	268
Other	259	232	332	198	193
Total other income	2,920	2,526	2,715	2,511	2,505
OTHER EXPENSES					
Salaries and employee benefits	8,274	8,674	8,549	7,155	6,696
Occupancy, furniture and equipment, net	1,521	1,569	1,725	1,390	1,361
Foreclosed real estate	58	31	36	—	1
FDIC insurance assessment	639	428	507	423	368
Other	5,060	5,090	10,173	4,651	4,508
Total other expenses	15,552	15,792	20,990	13,619	12,934
INCOME BEFORE TAX (BENEFIT) EXPENSE	15,277	11,629	4,820	9,368	10,531
INCOME TAX (BENEFIT) EXPENSE	3,514	2,301	1,090	1,926	2,197
NET (LOSS) INCOME	$ 11,763	$ 9,328	$ 3,730	$ 7,442	$ 8,334
Basic (loss) earnings per share	$ 1.08	$ 1	$ 0.35	$ 0.81	$ 0.89
Diluted (loss) earnings per share	$ 1.08	$ 1	$ 0.35	$ 0.81	$ 0.89
Book Value per share	$ 25.96	$ 27	$ 26.07	$ 26.06	$ 25.36
Tangible Book Value per share	22.35	23	22.43	22.90	22.19
Return on average assets (annualized)	1.60%	0	0.53%	1.21%	1.40%
Return on average equity (annualized)	16.00%	0	5.22%	12.30%	14.58%
Return on average tangible equity (annualized)	18.51%	0	6.04%	14.01%	16.76%
Net interest spread (fte)	3.36%	0	3.04%	2.93%	2.94%
Net interest margin (fte)	4.01%	0	3.68%	3.60%	3.63%

Allowance for credit losses to total loans	1.10%	0	1.09%	1.07%	1.10%
Net charge-offs to average loans (annualized)	0.13%	0	0.09%	0.13%	0.13%
Nonperforming loans to total loans	0.73%	0	0.46%	0.34%	0.36%
Nonperforming assets to total assets	0.59%	0	0.38%	0.29%	0.31%
Nonperforming loans to total assets	0.57%	0	0.35%	0.26%	0.27%
Loan Loss Reserve/NPAs	143.33%	1	219.93%	279.62%	270.50%

NORWOOD FINANCIAL CORP
NON-GAAP ADJUSTMENTS
(dollars in thousands)

Adjusted Return on Average Assets
(Dollars in thousands)

	Nine Months Ended September 30, 2026	Three Months Ended September 30, 2026	Three Months Ended June 30, 2026	Nine Months Ended September 30, 2025	Three Months Ended September 30, 2025
Net income	$ 24,821	$ 11,763	$ 9,328	$ 20,313	$ 8,334
Average assets	2,897,099	2,909,599	2,913,153	2,345,909	2,363,759
Return on average assets (annualized)	1.15 %	1.60 %	1.28 %	1.16 %	1.40 %
Net income	24,821	11,763	9,328	20,313	8,334
Merger-related expenses	4,994	—	53	718	568
Boli restructuring fee	225	—	—	—	—
Tax effect	—	—	—	—	—
Adjusted net income (Non-GAAP)	30,040	11,763	9,381	21,031	8,902
Average assets	2,897,099	2,909,599	2,913,153	2,345,909	2,363,759
Adjusted return on average assets (annualized) (Non-GAAP)	1.39 %	1.60 %	1.29 %	1.20 %	1.49 %

Adjusted Return on Average Tangible Shareholders' Equity
(Dollars in thousands)

	Nine Months Ended September 30, 2026	Three Months Ended September 30, 2026	Three Months Ended June 30, 2026	Nine Months Ended September 30, 2025	Three Months Ended September 30, 2025
Net income	$ 24,821	$ 11,763	$ 9,328	$ 20,313	$ 8,334
Average shareholders' equity	289,921	291,624	288,334	222,791	226,733
Average intangible assets	39,466	39,455	39,609	29,394	29,380
Average tangible shareholders' equity	250,455	252,169	248,725	193,397	197,353
Return on average tangible shareholders' equity (annualized)	13.25 %	18.51 %	15.04 %	14.04 %	16.76 %
Net income	24,821	11,763	9,328	20,313	8,334
Merger-related expenses	4,994	—	53	718	568
Boli restructuring fee	225	—	—	—	—
Tax effect	—	—	—	—	—
Adjusted net income (Non-GAAP)	30,040	11,763	9,381	21,031	8,902
Average tangible shareholders' equity	250,455	252,169	248,725	193,397	197,353
Adjusted return on average shareholders' equity (annualized) (Non-GAAP)	16.04 %	18.51 %	15.13 %	14.54 %	17.90 %

Adjusted Earnings Per Share
(Dollars in thousands)

	Nine Months Ended September 30, 2026	Three Months Ended September 30, 2026	Three Months Ended June 30, 2026	Nine Months Ended September 30, 2025	Three Months Ended September 30, 2025
GAAP-Based Earnings Per Share, Basic	$ 2.29	$ 1.08	$ 0.86	$ 2.22	$ 0.89
GAAP-Based Earnings Per Share, Diluted	$ 2.29	$ 1.08	$ 0.86	$ 2.22	$ 0.89
Net income	24,821	11,763	9,328	20,313	8,334
Merger-related expenses	4,994	—	53	718	568
Boli restructuring fee	225	—	—	—	—
Tax effect	—	—	—	—	—
Adjusted net income (Non-GAAP)	30,040	11,763	9,381	21,031	8,902
Adjusted Earnings per Share, Basic (Non-GAAP)	$ 2.67	$ 1.08	$ 0.86	$ 2.28	$ 0.94
Adjusted Earnings per Share, Diluted (Non-GAAP)	$ 2.67	$ 1.08	$ 0.86	$ 2.28	$ 0.94

Pre Provision Net Revenue
(Dollars in thousands)

	Nine Months Ended September 30, 2026	Three Months Ended September 30, 2026	Three Months Ended June 30, 2026	Nine Months Ended September 30, 2025	Three Months Ended September 30, 2025
Income before tax expense (GAAP)	$ 31,726	$ 15,277	$ 11,629	$ 25,651	$ 10,531
Provision for credit losses	3,503	100	1,944	1,305	(502)
Pre provision net revenue (PPNR) (Non-GAAP)	35,229	15,377	13,573	26,956	10,029
Merger-related expenses	4,994	—	53	718	568
BOLI restructuring fee	225	—	—	—	—
PPNR adjusted for one time expenses (Non-GAAP)	40,448	15,377	13,626	27,674	10,597

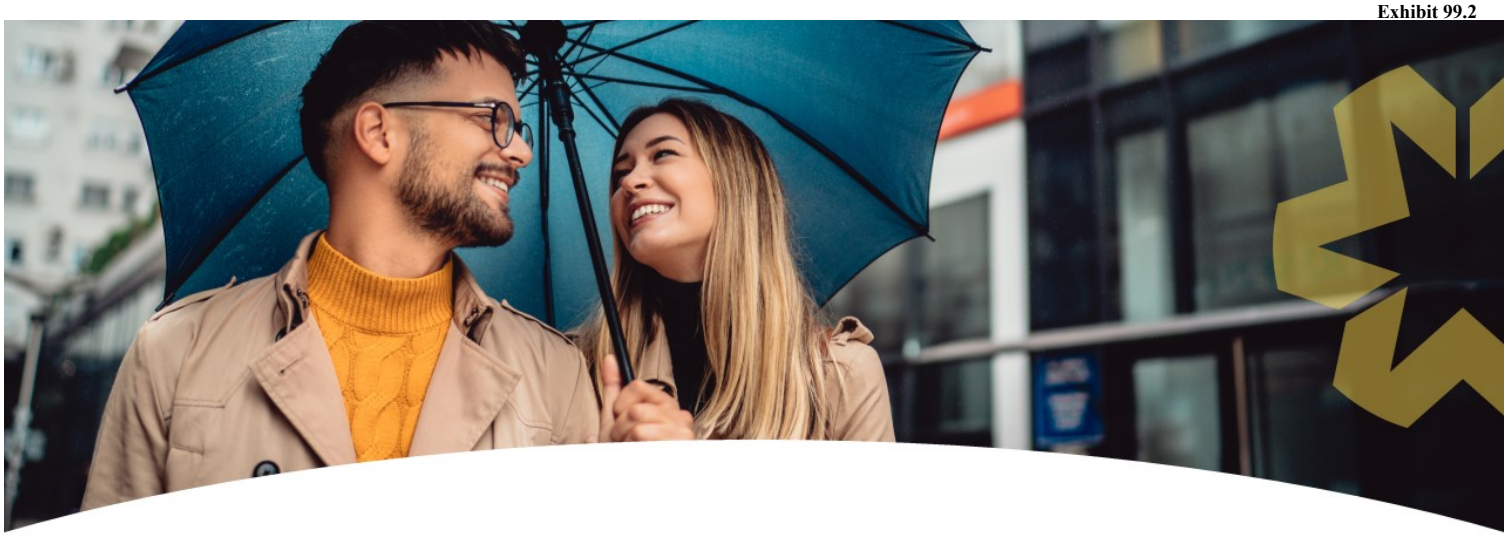
Net Interest Income FTE
(Dollars in thousands)

	Nine Months Ended September 30, 2026	Three Months Ended September 30, 2026	Three Months Ended June 30, 2026	Nine Months Ended September 30, 2025	Three Months Ended September 30, 2025
Net interest income	$ 79,402	$ 28,009	$ 26,839	$ 57,380	$ 20,458
Tax effect at 21%	574	199	182	589	192
Net interest income on a fully taxable equivalent basis	$ 79,976	$ 28,208	$ 27,021	$ 57,969	$ 20,650

Average Tangible Shareholders' Equity
(Dollars in thousands)

	Nine Months Ended September 30, 2026	Three Months Ended September 30, 2026	Three Months Ended June 30, 2026	Nine Months Ended September 30, 2025	Three Months Ended September 30, 2025
Average shareholders' equity	$ 289,921	$ 291,624	$ 288,334	$ 222,791	$ 226,733
Average intangible assets	(39,466)	(39,455)	(39,609)	(29,394)	(29,380)

Exhibit 99.2



Norwood
FINANCIAL CORP

Q3 2026 Investor Presentation

Community Bank Making Every Day Better™

OCTOBER 27, 2026

NASDAQ GLOBAL: NWFL

Forward-looking statements and additional information

This presentation contains forward-looking statements within the meaning of the federal securities laws that are made by Norwood Financial Corp ("Norwood"). All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including all statements regarding the intent, belief or current expectations of Norwood and members of its board of directors and senior management teams. Investors and security holders are cautioned that such statements are predictions, and are not guarantees of future performance. Actual events or results may differ materially. Expected financial results or other plans are subject to a number of known and unknown risks, uncertainties and assumptions that are difficult to assess and are subject to change based on factors which are, in many instances, beyond Norwood's control.

Additional risks and uncertainties may include, but are not limited to, the risk that expected cost savings, revenue synergies and other financial benefits from the recently completed merger with PB Bankshares, Inc. ("PB Bankshares") may not be realized or take longer than expected to realize; the merger may be more expensive to complete than anticipated, including as a result of unexpected factors or events; the integration of PB Bankshares' business and operations with those of Norwood may take longer than anticipated, may be more costly than anticipated and may have unanticipated adverse results relating to Norwood's existing businesses; the anticipated cost savings and other synergies of the merger may take longer to be realized or may not be achieved in their entirety, and attrition in key client, partner and other relationships relating to the merger may be greater than expected; the ability to achieve anticipated merger-related operational efficiencies; the ability to enhance revenue through increased market penetration, expanded lending capacity and product offerings; changes in monetary and fiscal policies of the Federal Reserve Board and the U. S. Government, particularly related to changes in interest rates; changes in general economic conditions, especially the effects of current fluctuations in tariff policies, impacts of workforce deportations, the proliferation of legal actions challenging government policies, and substantial reductions in force of government and non-government organization employees, all of which may put pressure on supply chains and exacerbate market volatility; occurrence of natural or man-made disasters or calamities, including health emergencies, the spread of infectious diseases, pandemics or outbreaks of hostilities, or the effects of climate change, and the ability of Norwood and its customers to deal effectively with disruptions caused by the foregoing; legislative or regulatory changes; downturn in demand for loan, deposit and other financial services in our market area; increased competition from other banks and non-bank providers of financial services; technological changes and increased technology-related costs; and changes in accounting principles, or the application of generally accepted accounting principles.

Due to these and other possible uncertainties and risks, Norwood can give no assurance that the results contemplated in the forward-looking statements will be realized, and readers are cautioned not to place undue reliance on the forward-looking statements contained in this presentation. Forward-looking statements are based on information currently available to Norwood, and Norwood assumes no obligation and disclaim any intent to update any such forward-looking statements. All forward-looking statements, express or implied, included in the presentation are qualified in their entirety by this cautionary statement.

NON-GAAP FINANCIAL MEASURES

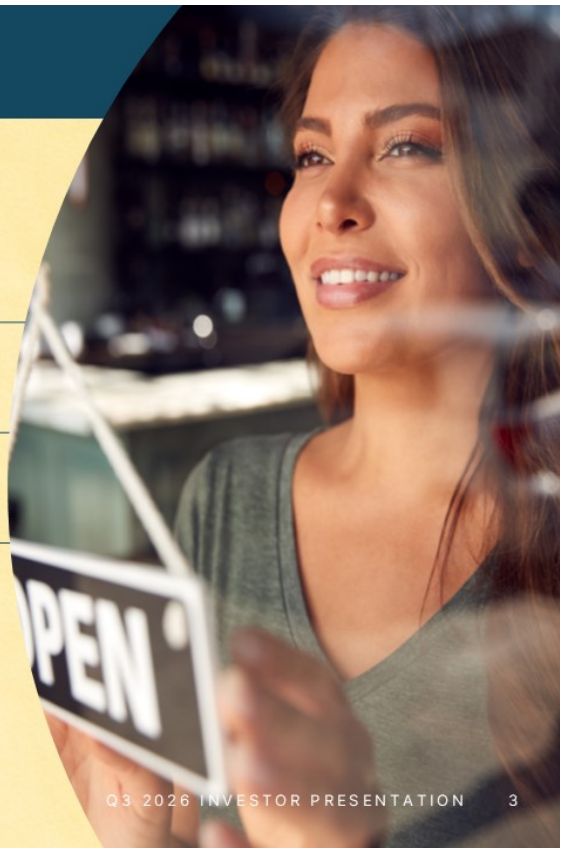
In addition to results presented in accordance with GAAP, this presentation includes certain non-GAAP financial measures. Norwood believes these non-GAAP financial measures provide additional information that is useful to investors in helping to understand underlying financial performance and condition and trends of Norwood.

Non-GAAP financial measures have inherent limitations. Readers should be aware of these limitations and should be cautious with respect to the use of such measures. To compensate for these limitations, non-GAAP measures are used as comparative tools, together with GAAP measures, to assist in the evaluation of operating performance or financial condition. These measures are also calculated using the appropriate GAAP or regulatory components in their entirety and are computed in a manner intended to facilitate consistent period-to-period comparisons. Norwood's method of calculating these non-GAAP measures may differ from methods used by other companies. These non-GAAP measures should not be considered in isolation or as a substitute or an alternative for those financial measures prepared in accordance with GAAP or in-effect regulatory requirements. Numbers in this presentation may not sum due to rounding.

Where non-GAAP financial measures are used, the most directly comparable GAAP or regulatory financial measure, as well as the reconciliation to the most directly comparable GAAP or regulatory financial measure, can be found in this presentation.

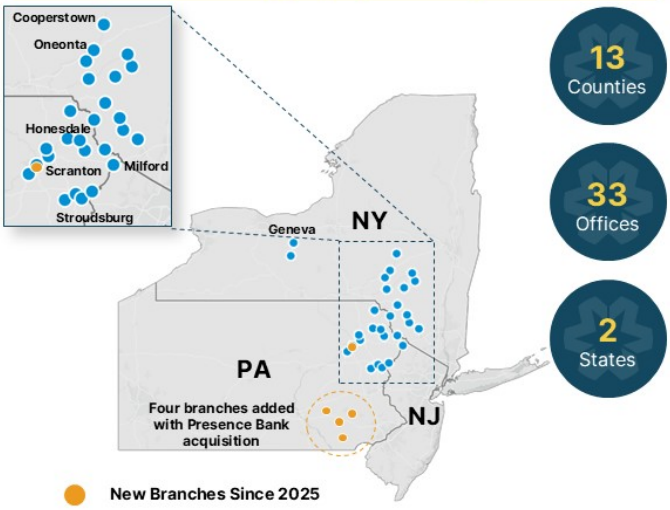
Key messages

1. **Reinforcing strengths and growth trajectory** of a regional bank with a rich history of serving communities since 1871
2. Creating a **high-performance culture** that consistently delivers improving results and increasing returns
3. Executing a **disciplined strategy to achieve 6%+ growth** through market outperformance and strategic M&A
4. Combining improved returns and disciplined capital allocation to **create shareholder value**



Growing and fortifying the Norwood franchise

Adding branch locations to GROW our geographic footprint



13 Counties

33 Offices

2 States

From a strong foundation, we continue to FORTIFY our financial position

NWFL	1871	315	Honesdale, PA
NASDAQ	Founded	Employees	Headquarters

2026 U.S. Innovative Bank Leader

Newsweek's America's Best Regional Banks & Credit Unions 2026

CAGR 2020 TO Q3 2026

Total assets	8%
Net interest income	13%
Net income	17%

Scan QR Code to See Wayne Bank Corporate Overview

Driving consistent execution across the organization to profitably grow and create shareholder value

Positioning the Bank for our next era of growth

Structurally improved our franchise

Repositioned our portfolio

Strengthened and deepened our leadership bench

Expanded and modernized our customer experience

Continued to add quality organizations through strategic M&A

Updated our brand to reflect our vision for the future: Every Day Better™

Strategically accelerating our growth trajectory

Aligning with regions and markets that have durable growth fundamentals

Partnering with small businesses to enable and grow with their success

Maintaining robust financial position with broad asset exposure and disciplined underwriting culture

Using our balance sheet to augment organic growth with strategic M&A



Creating a culture that reliably delivers high-return growth

Executing a disciplined growth strategy to achieve financial targets

Leveraging our strengths to create value

Organic growth

Serving markets and regions that are growing

Aim to outgrow underlying markets by partnering with regional small businesses and expanding with them

Increasing and broadening sources of noninterest income

Strategic M&A

Build on successful track record

Leverage strong balance sheet

Geographic-adjacent expansion

Be the acquisition partner of choice

Strong execution

Maintain diversified portfolio to minimize concentration risk

Disciplined underwriting culture to sustain high credit quality

Financial discipline to manage and optimize balance sheet exposures

Value creation

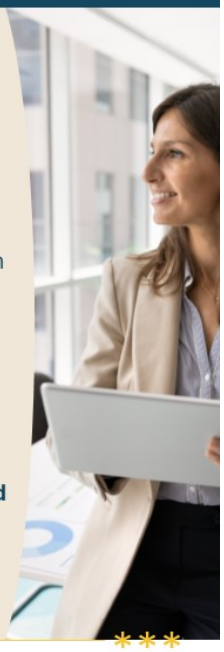
Generate **6%+** asset growth

Drive **double-digit** returns

Targeting **+$5B** in assets (+67% from current level)

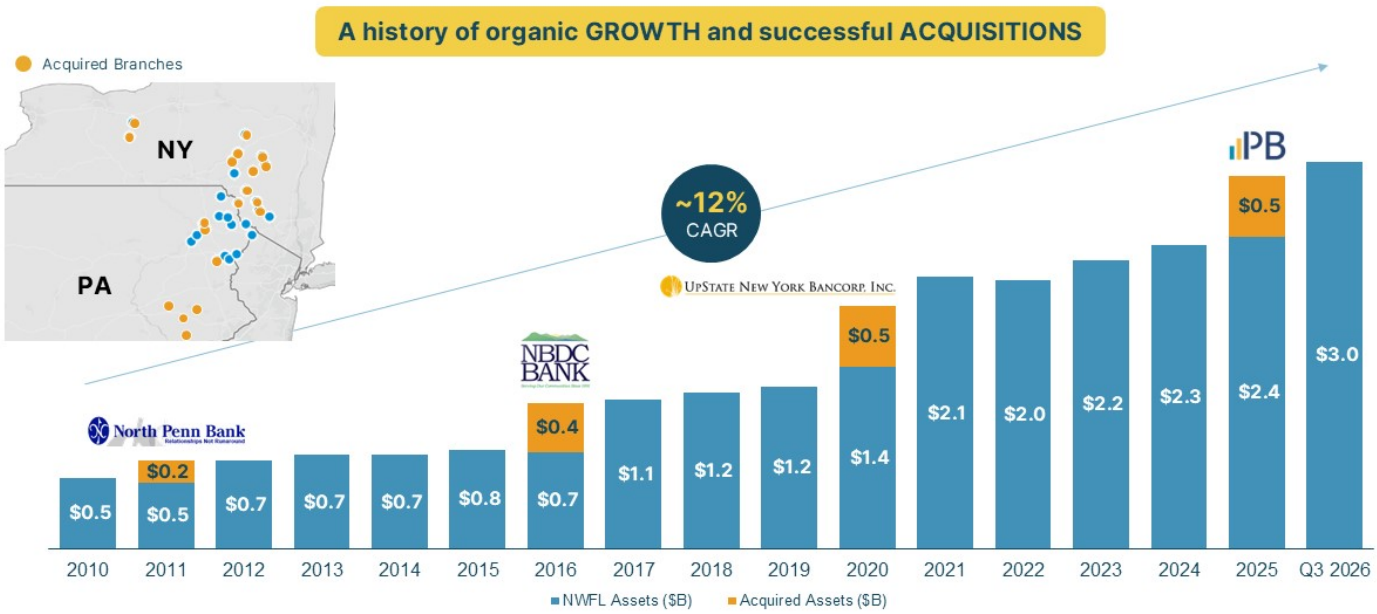
Loans to deposits greater than **90%**

Committed to a **healthy and growing dividend**



Following a defined path to shareholder value creation

Disciplined, opportunistic growth strategy

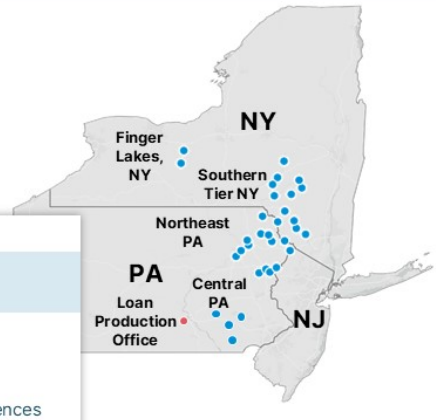


Clear focus on regions with healthy small businesses environment

Community bank targeting opportunity-rich regions

- **Small cities in rural and suburban settings**
- **Growing metro areas that have high credit quality**

Northeast PA	Central PA	Southern Tier NY	Finger Lakes NY
Stable growth	**Mixes towards higher growth**	**Stable growth**	**Stable growth**
Key Industries: • Agribusiness / Food & Beverage Manufacturing • Plastics Manufacturing • Advanced Manufacturing	**Key Industries:** • Advanced Manufacturing • Agriculture and Food Manufacturing • Healthcare	**Key Industries:** • Homeland and Cybersecurity • Cleantech and Renewable Energy • Distribution • Agribusiness	**Key Industries:** • Optics, Photonics and Imaging • Biotech and Life Sciences • Agribusiness • Software and Digital Media



Serving communities that best fit our competitive differentiators

PLACEHOLDER: Additional Information on Regions

Community bank targeting opportunity-rich regions

	Northeast PA	Central PA	Catskills Region NY	Finger Lakes NY
Population	1,035,892[1]	2,574,622[1]	356,309[2]	1,215,000[3]
Median Household Income	$70,503[1]	$76,289[1]	78,972[2]	$73,800[3]
Unemployed	4.6%[9]	3.19%[1]	5.5%[2]	4.1%[8]
	• Northeastern PA Ranks 6th in the Nation for Economic Development[4] • #18 Workforce-Ready Top U.S. Metros (Scranton/Wilkes-Barre MSA) in 2025[5] • 5,285 Manufacturing Establishments in 2025[6]	• Harrisburg Named 3rd Best City on the Rise in 2025[7] • 9,000+ Agricultural Establishments[8]	• 14% of the working population run their own businesses[2] • Tourism to region generating approximately 17,995 jobs in the Catskills in 2024—15.4% of all jobs within the region[10]	• Gross Regional Product (GRP) increased greater than 7.6% annually between 2019 and 2024[3]



[1] https://dced.pa.gov/pennsylvania/?reportname=demographics. [2]https://www.point2homes.com/US/Neighborhood/NY/Catskills-Region-Demographics.html#income [3]https://regionalcouncils.ny.gov/sites/default/files/2025-11/Finger%20Lakes%20REDC%20Annual%20Report%20and%20ACHIEVE%20Submission%202025%20.pdf. [4]https://pennsnortheast.com/news/article/northeastern-pa-ranks-6th-in-the-nation-for-economic-development. [5]https://www.commercialsearch.com/blog/best-metros-for-industrial-workforce-in-us/. [6]https://lightcast.io/products/data/overview. [7]https://www.parealtors.org/blog/harrisburg-named-third-best-city-on-the-rise/. [8]https://dol.ny.gov/system/files/documents/2026/09/finger-lakes.pdf. [9] https://fred.stlouisfed.org/series/SCRA542UR [10] https://www.iloveny.com/thebeat/post/new-data-from-tourism-economics-reflects-tourism-thriving-in-the-sullivan-catskills/

* All data based on website information as of October 2026

Our distinctives give us competitive advantages

We have COMPETITIVE DIFFERENTIATORS that position us to win in our markets

- Strong local ties provide consistent and sound growth opportunities
- Granular loan and deposit portfolio tied to our community
- Attractive financial profile enhanced by recent repositioning
- Disciplined underwriting culture
- Experienced and aligned leadership focused on delivering shareholder return
- Well-positioned to take advantage of market dislocation and M&A opportunities



Enhancing our ability to deliver profitable growth

Management team building on legacy to create shareholder value



James O. Donnelly
President and Chief Executive Officer



Janak Amin
Executive Vice President and Chief Operating Officer



John McCaffery
Executive Vice President and Chief Financial Officer



Vincent G. O'Bell
Executive Vice President and Chief Lending Officer



John F. Carmody
Executive Vice President and Chief Credit Officer



Steven Daniels
Executive Vice President and Chief Consumer Banking Officer



Ryan J. French
Executive Vice President and Chief Human Resources Officer



Tracie A. Young
Executive Vice President and Chief Risk Officer



Larry Witt
Executive Vice President and Chief Information Officer



Douglas Byers
Executive Vice President and Market Executive



Joseph Adams
Senior Vice President and Director of Wealth Management and Investor Services



Joseph Mahon
Executive Vice President and Market Executive



Mike Rollison
Senior Vice President and Commercial Loan Team Leader



Diane M. Wylam
Senior Vice President and Senior Trust Officer



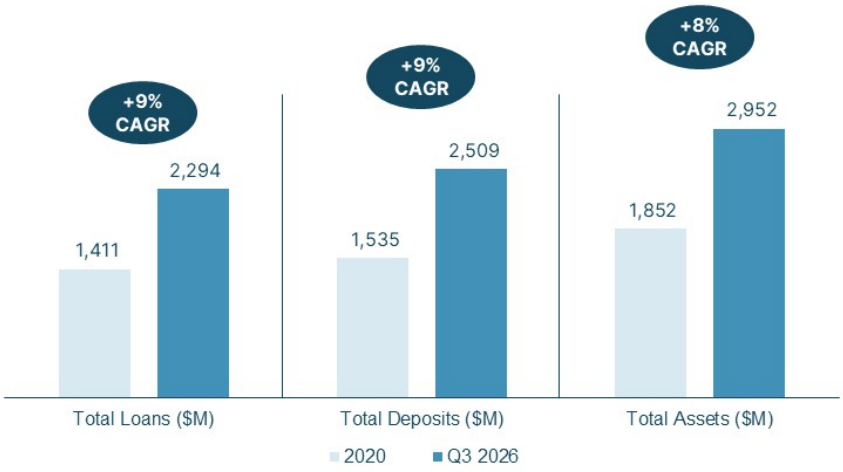
Kristen Lancia
Vice President and Marketing Manager

Combined management team and Board of Directors represent 8.1% ownership*

Executing a clear strategy to accelerate asset growth

Focus on small business lending, granular relationships, and diverse industry exposure

1. Organic growth as we serve and win with the small businesses in our communities
2. Disciplined underwriting process to ensure highest credit quality
3. Maintain loans-to-deposits near 90% target
   - 2020: 91.9%
   - Q3 2026: 91.4%



Achieving balanced growth as we execute our growth initiatives

Upgrading the customer experience to support growth initiatives

Growing deposits as we enable customer engagement



Modernizing our branches to provide the communities we serve with innovative banking technologies and tools

- Forty Fort grand opening and Presence Bank acquisition added five new branches in 2025
- Expanding access to modern technologies
- Promotes customer engagement to support home ownership, small business developments, and commercial development

Digital banking services

- Mobile banking for 24/7 access to advanced features
- Enhanced online account opening platform
- Easier, online mortgage application

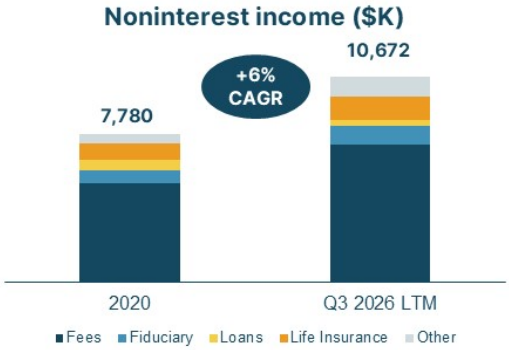
Creating stable foundation for long-term income

Growing noninterest income to enhance earnings quality

Provides diverse, stable income stream

Growing noninterest income more quickly than interest income

- Improve debit card utilization
- Building out mortgage franchise
- Upscale wealth management / trust department
- Leverage strength of franchise to drive growth across the organization



LONG-TERM GOAL **Expand noninterest income from ~12% to 20% of total revenue in next 3-5 years**

Delivering Results: Improving Debit Card Utilization

Deposit growth provides opportunity to extend our service offerings

Strategic initiative to increase retail business and grow debit card fees

We have designed our policies to place more debit cards in customers' hands



Noninterest income is contributing to long-term growth strategy

Capital allocation framework to extend shareholder value creation

Investing in growth

Funding organic growth

Above well-capitalized risk-based ratios
- Total capital: 13.396%
- Tier 1: 12.29%
- CET1: 12.29%

Disciplined underwriting culture

Expanding through strategic M&A

Geographic adjacent

Targeting banks with strong execution, aligned cultures, and disciplined financial management

Returning cash to shareholders

Supporting and growing the dividend

34 years of increasing dividend

Attractive dividend yield 3.7%

Maintain healthy and growing dividend

Repurchasing shares opportunistically

Repurchased $4.2M over last 3 years

Adopted program in August 2026 to repurchase up to ~5% of outstanding shares

Employing balanced approach to maximize shareholder value

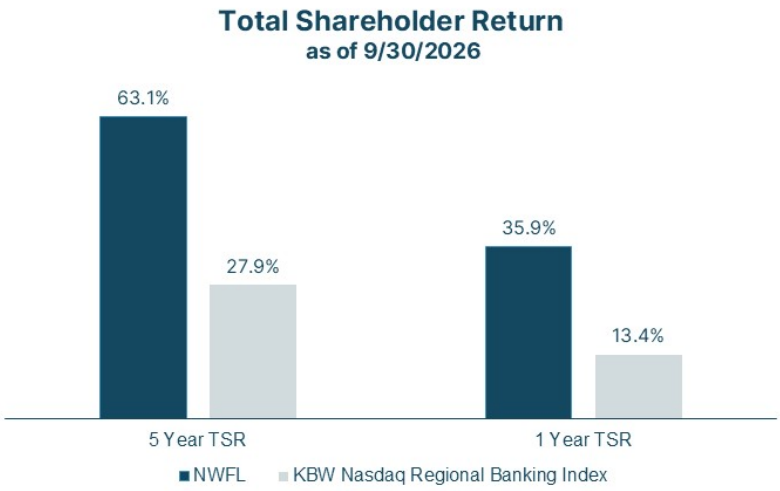
Building on history of generating total shareholder return

Proactively repositioned investment portfolio to perform well in current and future interest rate environment

Strong track record of growing assets organically and through strategic M&A

Financial discipline to grow income and improve returns

Attractive dividend yield as we return cash to shareholders



Executing strategy to extend TSR outperformance into the future

M&A CASE STUDY

Presence Bank as an example of our successful M&A track record

ANNOUNCED

Jul 7, 2025

COMPLETED

Jan 5, 2026

Presence Bank: a growing and respected bank located in attractive Pennsylvania markets

Strategic fit

- Shared values, culture, and commitment to high quality customer service
- Geographic-adjacent expansion into growing metro areas
- Well run bank with high credit quality and strong execution

Combination makes both banks stronger

- Expands NWFL's geographic footprint into attractive Central PA markets
- Enhances PB's customer services and solutions offerings



SUMMARY

Leveraging our distinctives to create shareholder value

1

Reinforcing strengths and growth trajectory of a regional bank with a rich history of serving communities since 1871

2

Creating a **high-performance culture** that consistently delivers improving results and increasing returns

3

Executing a **disciplined strategy to achieve 6%+ growth** through market outperformance and strategic M&A

4

Combining improved returns and disciplined capital allocation to **create shareholder value**

APPENDIX

Every Day Better

QUARTERLY RESULTS

Q3 2026 summary

Selected financial highlights (all comps Y/Y)

$28.0M
Net Interest Income
+37%

3.36%
Net Interest Spread (fte) [1]
+42 bps

4.01%
Net Interest Margin (fte) [1]
+38 bps

$15.4M
Adjusted Pre Provision Net Revenue[1]
+45%

$11.8M
Adjusted Net Income[1]
+34%

$1.08
Adjusted Diluted EPS[1]
+15%

1.60%
Adjusted Return on Average Assets[1]
+13 bps

18.51%
Adjusted Return on Tangible Equity[1]
+85 bps

[1] See appendix for Non-GAAP reconciliation

Key messages

1. **Another strong performance in Q3, achieving record net interest income and record net income,** as the team executes well and extends the momentum we are building towards a brighter future
2. **Grew assets to $3.0B and maintained strong financial position while navigating customer bankruptcy;** rebooked debt with past due interest benefitting income and margin
3. **Poised for growth post-integration**, as combined organization is even better positioned serve communities
4. **Continuing to build momentum in 2026**, through strategic priorities to create a stronger organization with ingrained high-performance culture

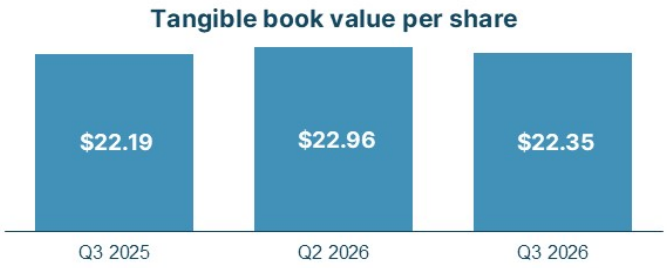
Making progress on our 2026 strategic priorities

Focused on actions that will create value and build momentum

Successfully complete Presence Bank integration	• Completed key integration activity, including core system conversion and brand convergence • Ongoing dialogue to share best practices as we continue to standardize on operations and customer engagement
Increase operating efficiency and elevate the customer experience through AI	• Implemented PB commercial system to drive efficiency, manage risk, and empower employees to do more • Utilize AI embedded in PB processes across the organization as part of integration • Creating 3-year plan to assess AI implementation and pursue highest value opportunities
Strengthen our talent pool and deepen our leadership bench	• Invest in our people to empower them to serve our communities • Cascade strategic priorities throughout organization • Stephanie Abraham joined as SVP and Commercial Team Leader • Promoted Kyle Liner and John Veleber to Commercial Team Leader • Expanded role of Joseph J. Mahon, EVP and Market Executive, to include Greater Scranton
Increase shareholder value	• Executing a clear growth strategy, including organic growth and strategic M&A, along with strong execution to achieve financial targets and deliver increasing shareholder value • Delivered strong Q3 results on strong financial position and performance of our entire team • Grew asset base through increasing deposits, investment decisions, and strategic M&A • Enhance shareholder returns through a reliable and growing dividend

Improving financial performance and positioning for continued growth





[1] See appendix for Non-GAAP reconciliation

EPS improved on record net income due to record net interest income and growth in other income, partially offset by higher expenses due to the acquisition

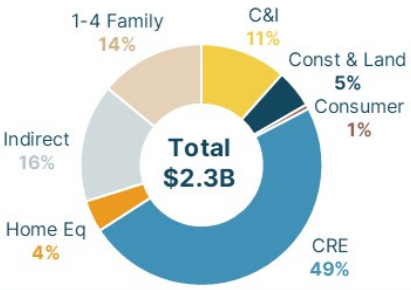
TBV per share decreased from Q2 on decline in Other Comprehensive Income as rise in interest rates depressed market value of Available-for-Sale portfolio

Repositioned portfolio and Presence Bank acquisition continued to further strengthen our financial position and provides us with a larger organization to scale as we serve our communities

Loan portfolio overview

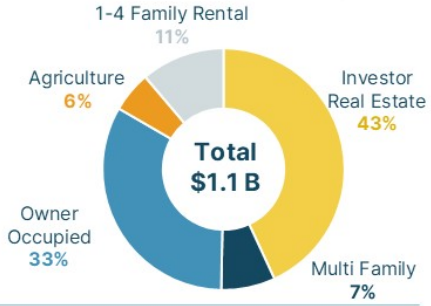
Small business lending, granular relationships and limited industry concentration

Loan portfolio by category



- **$99K** Average Loan Size
- **$333K** Average Commercial Loan Size
- **11%** Adjustable, **44%** Floating, and **45%** Fixed Rate
- Office Exposure: **6 loans for ~$2.8M**
- CRE Ratio: **230%** (as of Q3 2026)

CRE loans by industry



Historical yields



Strong historical credit quality

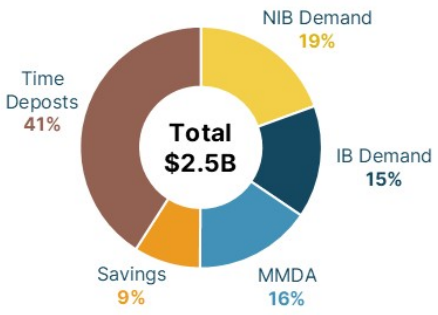
Credit quality ratios

	2022	2023	2024	2025	Q3 2026
Non-performing Loans / Loans	0.08%	0.48%	0.46%	0.34%	0.73%
Net Charge Offs / Loans	0.02%	0.39%	0.10%	0.03%	0.13%
ACL / Loans	1.15%	1.18%	1.16%	1.07%	1.10%
Reserves / NPAs	1,165%	246%	252%	280%	143%

Deposit portfolio overview

Attractive retail franchise bolstered by commercial and municipal relationships

Deposit portfolio by category



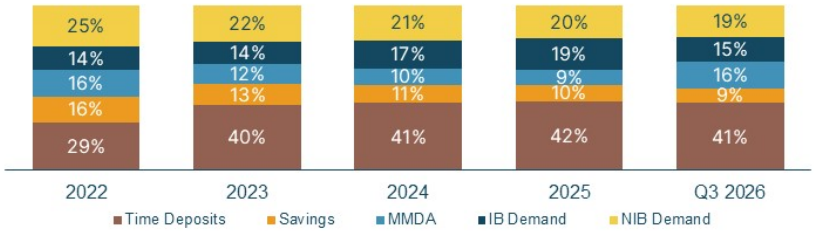
$51K Average Account Size

$524M in Municipal Deposits

Historical funding costs

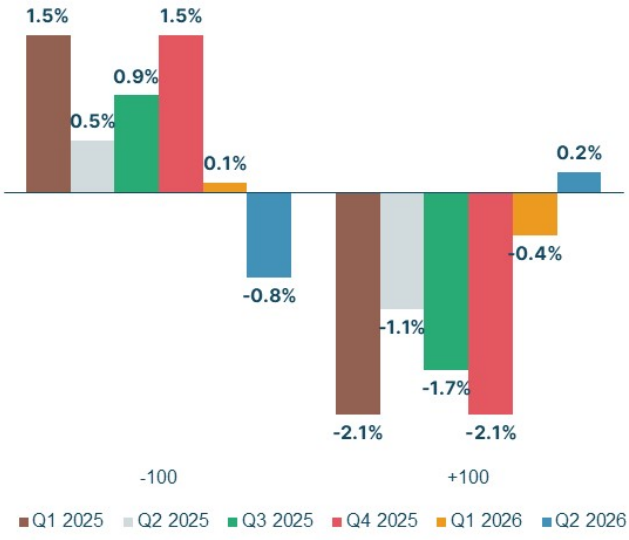


Deposit composition over time



Managing Exposure to Dynamic Interest Rate Environment

Net Interest Income Sensitivity



EXPOSURE TO RATE MOVES

Loan portfolio exposure to interest rates

- **11%** Adjustable
- **44%** Floating
- **45%** Fixed Rate
- **48%** reprice within next 12 months

$691M of CDs that are maturing within 12 months at average rate of 3.27%

$116 million non-maturity tied to indexes

Continued prudent management of capital, liquidity, and interest rate exposure

Strength. Security. Stability.

Customers | Employees | **Key tenets for SUCCESS** | Community | Shareholders

150+ years in business	**UNIFIED BRAND:** Consolidated Wayne Bank, the Bank of Cooperstown, Bank of the Finger Lakes, and Presence Bank under single Wayne Bank brand Committed to the same community banking mission and core values instated upon our founding in 1871
Rewarding shareholders	Focused on achieving above-peer performance targets bolstered by our competitive strength in markets of operation Repositioned the investment portfolio to improve yields in current and future interest rate environment Track record of 34 consecutive years of increasing cash dividends
Growth & expansion	Consistent record of organic growth bolstered by four successful acquisitions between 2011 and 2026, including Presence Bank Focused on expanding noninterest and fee income through product offerings such as wealth and trust management, mortgage, and treasury management services
A community pillar	**MISSION STATEMENT:** "To help our customers and communities build strong financial futures, so that every day, every year, every generation is better than the last." The Bank and its employees are key contributors to several local charities Focused on small business and local relationships

NON-GAAP RECONCILIATIONS

Non-GAAP financial measures

Net Interest Income FTE and Average Tangible Equity

Net Interest Income FTE

(Dollars in thousands)

	Nine Months Ended September 30, 2026	Three Months Ended September 30, 2026	Three Months Ended June 30, 2026	Nine Months Ended September 30, 2025	Three Months Ended September 30, 2025
Net interest income	$ 79,402	$ 28,009	$ 26,839	$ 57,380	$ 20,458
Tax effect at 21%	574	199	182	589	192
Net interest income on a fully taxable equivalent basis	$ 79,976	$ 28,208	$ 27,021	$ 57,969	$ 20,650

Average Tangible Shareholders' Equity

(Dollars in thousands)

	Nine Months Ended September 30, 2026	Three Months Ended September 30, 2026	Three Months Ended June 30, 2026	Nine Months Ended September 30, 2025	Three Months Ended September 30, 2025
Average shareholders' equity	$ 289,921	$ 291,624	$ 288,334	$ 222,791	$ 226,733
Average intangible assets	(39,466)	(39,455)	(39,609)	(29,394)	(29,380)
Average tangible shareholders' equity	$ 250,455	$ 252,169	$ 248,725	$ 193,397	$ 197,353

Non-GAAP financial measures
Pre Provision Net Revenue

Pre Provision Net Revenue
(Dollars in thousands)

	Nine Months Ended September 30, 2026	Three Months Ended September 30, 2026	Three Months Ended June 30, 2026	Nine Months Ended September 30, 2025	Three Months Ended September 30, 2025
Income before tax expense (GAAP)	$ 31,726	$ 15,277	$ 11,629	$ 25,651	$ 10,531
Provision for credit losses	3,503	100	1,944	1,305	(502)
Pre provision net revenue (PPNR) (Non-GAAP)	**35,229**	**15,377**	**13,573**	**26,956**	**10,029**
Merger-related expenses	4,994	0	53	718	568
BOLI restructuring fee	225	0	0	0	0
PPNR adjusted for one time expenses (Non-GAAP)	**40,448**	**15,377**	**13,626**	**27,674**	**10,597**

Non-GAAP financial measures
Adjusted Return on Average Assets

Adjusted Return on Average Assets
(Dollars in thousands)

	Nine Months Ended September 30, 2026	Three Months Ended September 30, 2026	Three Months Ended June 30, 2026	Nine Months Ended September 30, 2025	Three Months Ended September 30, 2025
Net income	$ 24,821	$ 11,763	$ 9,328	$ 20,313	$ 8,334
Average assets	2,897,099	2,909,599	2,913,153	2,345,909	2,363,759
Return on average assets (annualized)	**1.15%**	**1.60%**	**1.28%**	**1.16%**	**1.40%**
Net income	24,821	11,763	9,328	20,313	8,334
Merger-related expenses	4,994	0	53	718	568
Boli restructuring fee	225	0	0	0	0
Tax effect at 21%	(1,096)	0	(11)	(151)	(119)
Adjusted Net Income (Non-GAAP)	28,944	11,763	9,370	20,880	8,783
Average assets	2,897,099	2,909,599	2,913,153	2,345,909	2,363,759
Adjusted return on average assets (annualized) (Non-GAAP)	**1.34%**	**1.60%**	**1.29%**	**1.19%**	**1.47%**

Non-GAAP financial measures

Adjusted Return on Average Tangible Shareholders' Equity and Adjusted Earnings Per Share

Adjusted Return on Average Tangible Shareholders' Equity
(Dollars in thousands)

	Nine Months Ended September 30, 2026	Three Months Ended September 30, 2026	Three Months Ended June 30, 2026	Nine Months Ended September 30, 2025	Three Months Ended September 30, 2025
Net income	$ 24,821	$ 11,763	$ 9,328	$ 20,313	$ 8,334
Average shareholders' equity	289,921	291,624	288,334	222,791	226,733
Average intangible assets	39,466	39,455	39,609	29,394	29,380
Average tangible shareholders' equity	250,455	252,169	248,725	193,397	197,353
Return on average tangible shareholders' equity (annualized)	**13.25%**	**18.51%**	**15.04%**	**14.04%**	**16.76%**
Net income	24,821	11,763	9,328	20,313	8,334
Merger-related expenses	4,994	0	53	718	568
Boli restructuring fee	225	0	0	0	0
Tax effect at 21%	(1,096)	0	(11)	(151)	(119)
Adjusted Net Income (Non-GAAP)	28,944	11,763	9,370	20,880	8,783
Average tangible shareholders' equity	250,455	252,169	248,725	193,397	197,353
Adjusted return on average shareholders' equity (annualized) (Non-GAAP)	**15.45%**	**18.51%**	**15.11%**	**14.43%**	**17.66%**

Adjusted Earnings Per Share
(Dollars in thousands)

	Nine Months Ended September 30, 2026	Three Months Ended September 30, 2026	Three Months Ended June 30, 2026	Nine Months Ended September 30, 2025	Three Months Ended September 30, 2025
GAAP-Based Earnings Per Share, Basic	$ 2.29	$ 1.08	$ 0.86	$ 2.22	$ 0.89
GAAP-Based Earnings Per Share, Diluted	$ 2.29	$ 1.08	$ 0.86	$ 2.22	$ 0.89
Net Income	24,821	11,763	9,328	20,313	8,334
Merger-related expenses	4,994	0	53	718	568
Boli restructuring fee	225	0	0	0	0
Tax effect at 21%	(1,096)	0	(11)	(151)	(119)
Adjusted Net Income (Non-GAAP)	28,944	11,763	9,370	20,880	8,783
Adjusted Earnings per Share, Basic (Non-GAAP)	$ 2.68	$ 1.08	$ 0.86	$ 2.28	$ 0.94
Adjusted Earnings per Share, Diluted (Non-GAAP)	$ 2.67	$ 1.08	$ 0.86	$ 2.28	$ 0.94


Thank you