

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2023 This Form is Open to Public Inspection
--	---	---

Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____ ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan PEOPLESSOUTH BANCSHARES, INC. SECTION 401(K) PROFIT SHARING PLAN
1b	Three-digit plan number (PN) ▶ 002
1c	Effective date of plan 01/01/1973
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) PEOPLESSOUTH BANCSHARES, INC. P.O. BOX 218 COLQUITT, GA 31737 203 CRAWFORD STREET COLQUITT, GA 31737
2b	Employer Identification Number (EIN) 58-1928833
2c	Plan Sponsor's telephone number 229-758-8822
2d	Business code (see instructions) 522110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2024	ERIN STUCKEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 216
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 192 6a(2) 190 6b 4 6c 25 6d 219 6e 0 6f 219 6g(1) 169 6g(2) 183 6h 26
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	---

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached 0
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2023 Form M-1 annual report. If the plan was not required to file the 2023 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan PEOPLESSOUTH BANCSHARES, INC. SECTION 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 PEOPLESSOUTH BANCSHARES, INC.	D Employer Identification Number (EIN) 58-1928833	

Part I	Service Provider Information (see instructions)
--------	---

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

AMERICAN TRUST COMPANY

62-0951563

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 17 24 50	NONE	10722	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

GBA RETIREMENT SERVICES, INC.

58-2449984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	8865	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration		DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 2023 This Form is Open to Public Inspection.	
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023					
A Name of plan PEOPLESSOUTH BANCSHARES, INC. SECTION 401(K) PROFIT SHARING PLAN				B Three-digit plan number (PN) ▶ 002	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 PEOPLESSOUTH BANCSHARES, INC.				D Employer Identification Number (EIN) 58-1928833	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: GBA MASTER PENSION & PROFIT SHARING					
b Name of sponsor of entity listed in (a): GBA RETIREMENT SERVICES, INC.					
c EIN-PN 58-2449984-003		d Entity code E		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4385058	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code			

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs, other than DCGs)

(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan PEOPLESSOUTH BANCSHARES, INC. SECTION 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 PEOPLESSOUTH BANCSHARES, INC.	D Employer Identification Number (EIN) 58-1928833	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)	3866904	4385058
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	2425737	1824497
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	6292641	6209555
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	6292641	6209555

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	281614	
(B) Participants	2a(1)(B)	396446	
(C) Others (including rollovers)	2a(1)(C)	21	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		678081
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		681262
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		19353
d Total income. Add all income amounts in column (b) and enter total	2d		1378696

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1442195	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1442195
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	19587	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		19587
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1461782

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-83086
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **DRAFFIN & TUCKER, LLP**

(2) EIN: **58-0914992**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		☒	
e Was this plan covered by a fidelity bond?	☒		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan PEOPLESSOUTH BANCSHARES, INC. SECTION 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 PEOPLESSOUTH BANCSHARES, INC.	D Employer Identification Number (EIN) 58-1928833	

Part I	Distributions
--------	---------------

All references to distributions relate only to payments of benefits during the plan year.

1	Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	0
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 27-3169253		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.			
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
---------	--

4	Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.				
5	If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6	a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
	b Enter the amount contributed by the employer to the plan for this plan year	6b		
	c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.				
7	Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8	If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
----------	------------

9	If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase	☐ Decrease	☐ Both	☐ No
---	--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
---------	--

10	Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11	a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
	b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12	Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:		
a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	14a	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	
15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	
16 Information with respect to any employers who withdrew from the plan during the preceding plan year:		
a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
----------------	---

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐	
19 If the total number of participants is 1,000 or more, complete lines (a) and (b):	
a Enter the percentage of plan assets held as: Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____% High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%	
b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets: ☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more	
20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.	
a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No	
b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:	
☐ Yes.	
☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.	
☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.	
☐ No. Other. Provide explanation. _____	

Part VII	IRS Compliance Questions
-----------------	---------------------------------

21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No	
21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).	
☐ Design-based safe harbor method	
☐ "Prior year" ADP test	
☒ "Current year" ADP test	
☐ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter <u>06 / 30 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q702488A</u> .	

PEOPLESSOUTH BANCSHARES, INC.
SECTION 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

for the years ended December 31, 2023 and 2022



PEOPLESSOUTH BANCSHARES, INC.
SECTION 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

for the years ended December 31, 2023 and 2022

CONTENTS

	<u>Pages</u>
Independent Auditor's Report	1-4
Financial Statements:	
Statements of Net Assets Available for Benefits	5
Statement of Changes in Net Assets Available for Benefits	6
Notes to Financial Statements	7-21
Supplemental Schedule:	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	22



INDEPENDENT AUDITOR'S REPORT

The Plan Administrator
PeoplesSouth Bancshares, Inc. Section 401(k) Profit Sharing Plan
Colquitt, Georgia

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the Financial Statements

We have performed audits of the financial statements of PeoplesSouth Bancshares, Inc. Section 401(k) Profit Sharing Plan (Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Continued

Let's Think Together.®

Opinion on the Financial Statements

In our opinion, based on our audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section below:

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion on the Financial Statements

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current Plan instrument, including all Plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Continued

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the Financial Statements section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Continued

Other Matters

Supplemental Schedule Required by ERISA

The supplemental schedule of assets (held at end of year) as of December 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including their form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Draffin & Tucker, LLP

Albany, Georgia

October 2, 2024

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Assets:		
Investments:		
Investment in the Georgia Bankers Association Master Pension and Profit Sharing Trust at fair value	\$ 6,209,555	\$ 6,292,641
Receivables:		
Employee contributions	14,998	31,821
Employer contributions	<u>51,024</u>	<u>87,959</u>
Total assets	6,275,577	6,412,421
Liabilities:		
Pending investment purchases and other liabilities	<u>5,245</u>	<u>4,885</u>
Net assets available for benefits	<u>\$ 6,270,332</u>	<u>\$ 6,407,536</u>

See accompanying notes to the financial statements.

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
for the year ended December 31, 2023

Additions:

Additions to net assets attributed to:

Plan interest in interest and dividends from Georgia Bankers Association Master Pension and Profit Sharing Trusts	\$ 190,186
Plan interest in net appreciation from Georgia Bankers Association Master Pension and Profit Sharing Trusts	510,429
Plan interest in investment expenses from Georgia Bankers Association Master Pension and Profit Sharing Trusts	<u>(5,264)</u>
	<u>695,351</u>

Contributions:

Participant	379,623
Employer	<u>244,680</u>

Total contributions	<u>624,303</u>
---------------------	----------------

Total additions	<u>1,319,654</u>
-----------------	------------------

Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	1,442,174
Administrative expenses	<u>14,684</u>

Total deductions	<u>1,456,858</u>
------------------	------------------

Net decrease	(137,204)
--------------	-----------

Net assets available for benefits:

Beginning of year	<u>6,407,536</u>
-------------------	------------------

End of year	<u><u>\$ 6,270,332</u></u>
-------------	----------------------------

See accompanying notes to the financial statements.

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

1. Plan Description

The following description of the PeoplesSouth Bancshares, Inc. Section 401(k) Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was established on January 1, 1973, as a defined contribution plan covering substantially all eligible employees of PeoplesSouth Bancshares, Inc. (Company). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan's assets are held in the Georgia Bankers Association Master Pension and Profit Sharing Trusts (Trusts) along with certain other members of the Georgia Bankers Association. The Plan maintains a proportionate interest in each of the funds in which it participates and shares ratably with the other plans in the income, expense, profits, and losses thereof, except for investments in the Company stock for which the Plan maintains a 100% interest. The Plan's proportionate interest of the Trusts was approximately 1.6% and 1.7% at December 31, 2023 and 2022, respectively. See Note 9, Master Trust Financial Information (Audited), for a description of the methods used to determine the Plan's proportionate interest.

Administration of Plan Assets

Unified Trust Company (Trustee) is a division of American Trust Company and acts as Trustee of Plan assets. Contributions to the Plan are held and managed by the Trustee, which invests cash received and earnings and makes distributions to the participants.

Eligibility

Eligible employees are those employees who have completed three months of service, during which at least 250 hours of service is completed. An eligible employee may enter the Plan on the first day of the month upon which all entry requirements are met.

Contributions

Each year, participants may contribute up to 90% of pretax annual compensation as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

1. Plan Description, Continued

Contributions, Continued

The Company provides a matching contribution equal to 100% of each participant's deferrals up to 3% of a participant's annual eligible compensation. The Company may also make an additional discretionary profit sharing contribution to the Plan. For the year ended December 31, 2023, the Company made a \$42,366 profit sharing contribution to the Plan. Participants direct the investment of their contributions into various investment options offered by the Plan. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's matching contributions, as well as allocations of the Company's profit sharing contributions, administrative expenses, and Plan earnings. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings (losses) thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service.

The following vesting schedule applies to all Company contributions to the Plan:

<u>Years Of Service</u>	<u>Percentage Vested</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

In addition, the Plan provides for immediate vesting of the participant's account in the event of death, permanent disability or attainment of normal retirement age (65).

Continued

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

1. Plan Description, Continued

Hardship Withdrawals

As permitted by the Internal Revenue Code (IRC), a participant may receive a financial hardship withdrawal if they experience a severe financial hardship. A participant must obtain all other currently available distributions under the Plan and all other deferred compensation plans maintained by the Company before the Plan will make a hardship distribution to a participant. The financial hardship withdrawal may not exceed the amount of the financial hardship or the value of the vested portion of the participant's balance, whichever is less.

Payment of Benefits

Upon termination of service due to death, disability, termination or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments through an annuity. If the participant's vested account balance is less than \$5,000, the participant will receive a lump sum distribution from the Plan. If the participant's vested account balance is greater than \$5,000, the participant can elect to leave their balance in the Plan or receive a distribution through the means previously mentioned.

Forfeitures

At December 31, 2023 and 2022, forfeited nonvested accounts totaled \$21,000 and \$20,000, respectively. Forfeitures are used first to pay any restoration contributions, with any remaining forfeitures allocated to the accounts of eligible participants in the same manner profit sharing contributions are allocated. Forfeitures used to pay reduce employer contributions for 2023 were \$18,000.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Continued

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

2. Summary of Significant Accounting Policies, Continued

Use of Estimates

The preparation of the financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value (except for fully benefit-responsive investment contracts, which are reported at contract value). Fair value is 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. See Note 4 for discussions of fair value measurements.

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Plan interest in net appreciation from Georgia Bankers Association Master Pension and Profit Sharing Trust includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefit payments are recorded when paid.

Plan Administrative Expenses

Expenses attributable to general Plan administration shall be paid by the Plan and allocated among the accounts of the participants. Certain investment-related expenses are included in net appreciation in fair value of investments.

Subsequent Events

The Plan has evaluated events through October 2, 2024, the date the financial statements were available to be issued.

Continued

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

3. Information Certified by Trustee

For 2023 and 2022, the Plan administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the amounts certified by American Trust Company (ATC) for investments as of December 31, 2023 and 2022, and net appreciation in fair value of investments and interest and dividends for the year ended December 31, 2023, except for agreeing or deriving such information certified as complete and accurate by ATC, to information included in the Plan's financial statements and supplemental schedule.

4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Classification within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Continued

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

4. Fair Value Measurements, Continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022.

- *Common stock*: The fair value of the Company's common stock is determined by an annual independent appraisal. This appraisal was based on a combination of the market and income valuation methods, consistent with prior years. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables, and estimated fair value of Company assets and liabilities.
- *Mutual funds and money market funds*: The fair value of the mutual funds (registered investment companies) is reported using quoted market prices in active markets and are classified within Level 1 in the fair value hierarchy table below.
- *Common collective trusts*: Valued at the net asset value (NAV) of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The fund invests in guaranteed investment contracts and debt securities and provides for redemptions by the Plan at reported net asset value per share.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

4. Fair Value Measurements, Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's interest in the underlying securities of its investments in the Georgia Banker's Association Master Pension and Profit Sharing Trust's fair value measurement at December 31, 2023 and 2022:

	Assets at Fair Value as of December 31, 2023			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common stock	\$ -	\$ -	\$ 1,824,497	\$ 1,824,497
Mutual funds and money market funds	<u>3,461,224</u>	<u>-</u>	<u>-</u>	<u>3,461,224</u>
Investments in fair value hierarchy	<u>\$ 3,461,224</u>	<u>\$ -</u>	<u>\$ 1,824,497</u>	5,285,721
Investments at NAV				<u>923,834</u>
Total assets at fair value				<u>\$ 6,209,555</u>

	Assets at Fair Value as of December 31, 2022			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common stock	\$ -	\$ -	\$ 2,425,737	\$ 2,425,737
Mutual funds and money market funds	<u>2,951,270</u>	<u>-</u>	<u>-</u>	<u>2,951,270</u>
Investments in fair value hierarchy	<u>\$ 2,951,270</u>	<u>\$ -</u>	<u>\$ 2,425,737</u>	5,377,007
Investments at NAV				<u>915,634</u>
Total assets at fair value				<u>\$ 6,292,641</u>

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

4. Fair Value Measurements, Continued

The following table presents a summary of changes in fair value of the Plan's Level 3 investments:

	Level 3 Assets <u>Year Ended December 31</u> Investment in Company <u>Common Stock</u>
Balance, beginning of year	\$ 2,425,737
Increase in fair value	26,719
Sales	(627,959)
Purchases	<u>-</u>
Balance, end of year	<u>\$ 1,824,497</u>

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

5. Investments Measured Using the Net Asset Value Per Share Practical Expedient

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2023 and 2022, respectively. The common collective trust is a direct filing entity. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

<u>Investment Type</u>	<u>As of December 31, 2023</u>			
	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common collective trust	<u>\$ 923,834</u>	<u>\$ -</u>	Daily	N/A
<u>Investment Type</u>	<u>As of December 31, 2022</u>			
	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common collective trust	<u>\$ 915,634</u>	<u>\$ -</u>	Daily	N/A

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

7. Income Tax Status

The IRS has determined and informed the Company by a letter dated June 30, 2020, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by the relevant taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to possible examinations by the taxing authorities. For federal income tax purposes, the tax returns essentially remain open for possible examination for a period of three years after the respective filing deadlines of those returns.

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

8. Related Party and Party-In-Interest Transactions

Certain Plan investments are shares of common stock of the Company and cash and equivalents managed by the Trustee. The Trustee is the custodian of the Plan investments and, therefore, those transactions qualify as party-in-interest, which are exempt from the prohibited transaction rules. Investments in cash and equivalents managed by the Trustee as part of the Trusts totaled \$0 and \$0 at December 31, 2023 and 2022, respectively.

During the year ended December 31, 2023, the Plan sold 16,486 shares of Company common stock at a cost of \$627,959. During the year ended December 31, 2022, the Plan sold 31,934 shares of Company common stock at a cost of \$1,251,174. During the year ended December 31, 2023, there were no purchases of Company stock. During the year ended December 31, 2022, the Plan purchased 2,913 shares of Company common stock at a cost of \$114,131. The estimated fair value of the Plan's investments in Company common stock is as follows:

	<u>2023</u>	<u>2022</u>
Number of shares	<u>47,390</u>	<u>63,684</u>
Cost	<u>\$ 424,319</u>	<u>\$ 1,044,990</u>
Estimated fair value	<u>\$ 1,824,497</u>	<u>\$ 2,425,737</u>

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

9. Master Trust Financial Information (Audited)

The Plan's interest in Master Trust Balances as of December 31, 2023 and 2022 Trusts' statements of trust balances as of December 31, 2023 and 2022, and the related statement of changes in trust balances for the year ended December 31, 2023, are as follows:

Georgia Bankers Association Master Pension and Profit Sharing Trusts
Statements of Trust Balances

	2023	
	Master Trust Balance	Plan's interest in Master Trust Balances
Assets:		
Cash and equivalents	\$ -	\$ -
Investments at fair value:		
Mutual funds and money market funds	182,646,471	3,461,224
Stable value funds	62,242,624	-
U.S. Treasuries	1,416,569	-
U.S. Government Bonds	2,448,813	-
Common collective trusts	16,957,032	923,834
Company stocks	2,087,983	1,824,497
Total investments at fair value	267,799,492	6,209,555
Investment at contract value	503,393	-
Receivables:		
Employer contributions receivable	2,163,719	51,024
Employee contributions receivable	233,504	14,998
Notes receivable from participants	1,936,572	-
Total receivables	4,333,795	66,022
Total assets	272,636,680	6,275,577
Liabilities:		
Accrued expenses	135,503	5,245
Trust balances	\$ 272,501,177	\$ 6,270,332

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

9. Master Trust Financial Information (Audited), Continued

Georgia Bankers Association Master Pension and Profit Sharing Trusts
Statements of Trust Balances, Continued

	2022	
	Master Trust <u>Balance</u>	Plan's interest in Master <u>Trust Balances</u>
Assets:		
Cash and equivalents	\$ 273,739	\$ -
Investments:		
Mutual funds	157,922,690	2,951,270
Stable value funds	60,817,369	-
U.S. Treasuries	-	-
U.S. Government Bonds	-	-
Common collective trust	13,838,448	915,634
Company stock	2,632,710	2,425,737
Total investments	235,211,217	6,292,641
Investment at contract value	780,836	-
Receivables:		
Employer contributions receivable	1,677,689	87,959
Employee contributions receivable	314,575	31,821
Notes receivable from participants	1,686,568	-
Total receivables	3,678,832	119,780
Total assets	239,944,624	6,412,421
Liabilities:		
Accrued expenses	123,008	4,885
Trust balances	\$ 239,821,616	\$ 6,407,536

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

9. Master Trust Financial Information (Audited), Continued

Georgia Bankers Association Master Pension and Profit Sharing Trusts
Statement of Changes in Trust Balances

	2023	
	<u>Master Trust Balance</u>	<u>Plan's interest in Master Trust Balances</u>
Additions:		
Net investment income:		
Net appreciation of investments	\$ 26,438,861	\$ 510,429
Interest and dividends	<u>4,282,065</u>	<u>190,186</u>
Investment income	30,720,926	700,615
Investment expenses	<u>(105,231)</u>	<u>(5,264)</u>
Net investment income	<u>30,615,695</u>	<u>695,351</u>
Interest from notes receivable from participants	<u>110,519</u>	<u>-</u>
Contributions:		
Employer contributions	10,288,026	244,680
Participant contributions	16,129,145	379,623
Participant rollover deposits	<u>4,053,173</u>	<u>-</u>
Total contributions	<u>30,470,344</u>	<u>624,303</u>
Total additions	<u>61,196,558</u>	<u>1,319,654</u>
Deductions from net assets attributed to:		
Distributions to participants	20,827,341	1,442,174
Trust administration expenses	434,292	14,684
Withdrawals from trust	<u>7,255,364</u>	<u>-</u>
Total deductions	<u>28,516,997</u>	<u>1,456,858</u>
Decrease in trust balances	32,679,561	(137,204)
Trust balances, beginning of year	<u>239,821,616</u>	<u>6,407,536</u>
Trust balances, end of year	<u>\$ 272,501,177</u>	<u>\$ 6,270,332</u>

Continued

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

9. Master Trust Financial Information (Audited), Continued

Ownership of all assets of the Trusts is vested with the Trustee. Each pension and profit sharing plan maintains a proportionate interest in each of the funds in which it participates and shares ratably with the other plans in the income, expenses, profits and losses thereof, except for investments in the Company stock, certificate of deposit and insurance policies for which only those participating members maintain an interest in these options. The Trusts' fair value is determined at each valuation date, which is the last regular business day of each calendar month.

Every year, each participating member of a pension plan may designate the percentage of funding contributions to be invested in each fund. A participating member may make the same designation for investment of profit sharing plan funds unless the member has elected a 401(k) feature and permits each participant to make such a determination within the 401(k) profit sharing plan.

Net investment income is allocated monthly based on the proportionate interest held by each plan, and includes the gain or loss on the sale of securities, unrealized appreciation or depreciation on securities held, dividend and interest income, and expenses relating to the services of investment counsel and investment custodian.

Expenses incurred directly by a plan are allocated 100% to that plan. All other expenses are allocated to the participating plans based on each plan's proportionate interest in the Trusts.

10. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

11. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2023 and 2022, to Form 5500:

	<u>2023</u>	<u>2022</u>
Net assets available for benefits per the financial statements	\$ 6,270,332	\$ 6,407,536
Employer contributions receivable	(51,024)	(87,959)
Employee contributions receivable	(14,998)	(31,821)
Accrued expenses	<u>5,245</u>	<u>4,885</u>
Net assets available for benefits per Form 5500	<u>\$ 6,209,555</u>	<u>\$ 6,292,641</u>

The following is a reconciliation of benefits paid to participants per the financial statements to Form 5500 for the year ended December 31, 2023:

Benefits paid to participants per the financial statements	\$ 1,442,174
Miscellaneous reconciling items	<u>21</u>
Benefits paid to participants per Form 5500	<u>\$ 1,442,195</u>

SUPPLEMENTAL SCHEDULE

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
EMPLOYER ID NUMBER: 58-1928833 PLAN NUMBER: 002
December 31, 2023

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Unified Trust Company	Federated Prime Cash Obligs Instl Svc, 2,768 shares	**	<u>\$ 27,684</u>
		<u>Mutual funds:</u>		
	Dimensional Fund Advisors	Emerging Markets I, 2,709 shares	**	74,568
	Dimensional Fund Advisors	US Targeted Value I, 3,086 shares	**	98,417
	Dodge and Cox	Income Fund, 40,522 shares	**	511,384
	Fidelity	International Index Fund, 4,101 shares	**	194,167
	American Funds	US Government Sec R6, 272 shares	**	3,311
	Vanguard	Explorer Adm, 266 shares	**	27,482
	Vanguard	500 Index Admiral, 2,015 shares	**	886,385
	Vanguard	REIT Index Adm, 728 shares	**	91,077
	Vanguard	Growth Index Adm, 1,637 shares	**	261,970
	Vanguard	Mid Cap Index Adm, 801 shares	**	230,647
	Vanguard	Mid Cap Growth Index Adm, 1,459 shares	**	137,944
	Vanguard	Mid Cap Value Index Adm, 2,083 shares	**	156,377
	Vanguard	Small Cap Index Admiral, 956 shares	**	97,698
	Vanguard	International Value Inv, 3,288 shares	**	132,700
	Vanguard	Value Index Adm, 9,082 shares	**	<u>529,413</u>
		Total mutual funds		<u>3,433,540</u>
*	Unified Trust Company	Stable Value Trust, 43,777 shares	**	<u>923,834</u>
*	PeoplesSouth Bancshares, Inc.	Common stock, \$38.50 per share at December 31, 2023	**	<u>1,824,497</u>
		Total assets held at end of year		<u><u>\$ 6,209,555</u></u>
*	Represents a party-in-interest to the Plan.			
**	Cost omitted for participant-directed investments.			

See auditor's report.

PEOPLESSOUTH BANCSHARES, INC.
SECTION 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

for the years ended December 31, 2023 and 2022



PEOPLESSOUTH BANCSHARES, INC.
SECTION 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

for the years ended December 31, 2023 and 2022

CONTENTS

	<u>Pages</u>
Independent Auditor's Report	1-4
Financial Statements:	
Statements of Net Assets Available for Benefits	5
Statement of Changes in Net Assets Available for Benefits	6
Notes to Financial Statements	7-21
Supplemental Schedule:	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	22



INDEPENDENT AUDITOR'S REPORT

The Plan Administrator
PeoplesSouth Bancshares, Inc. Section 401(k) Profit Sharing Plan
Colquitt, Georgia

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the Financial Statements

We have performed audits of the financial statements of PeoplesSouth Bancshares, Inc. Section 401(k) Profit Sharing Plan (Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Continued

Let's Think Together.®

Opinion on the Financial Statements

In our opinion, based on our audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section below:

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion on the Financial Statements

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current Plan instrument, including all Plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Continued

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the Financial Statements section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Continued

Other Matters

Supplemental Schedule Required by ERISA

The supplemental schedule of assets (held at end of year) as of December 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including their form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Draffin & Tucker, LLP

Albany, Georgia
October 2, 2024

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Assets:		
Investments:		
Investment in the Georgia Bankers Association Master Pension and Profit Sharing Trust at fair value	\$ 6,209,555	\$ 6,292,641
Receivables:		
Employee contributions	14,998	31,821
Employer contributions	<u>51,024</u>	<u>87,959</u>
Total assets	6,275,577	6,412,421
Liabilities:		
Pending investment purchases and other liabilities	<u>5,245</u>	<u>4,885</u>
Net assets available for benefits	<u>\$ 6,270,332</u>	<u>\$ 6,407,536</u>

See accompanying notes to the financial statements.

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
for the year ended December 31, 2023

Additions:

Additions to net assets attributed to:

Plan interest in interest and dividends from Georgia Bankers Association Master Pension and Profit Sharing Trusts	\$ 190,186
Plan interest in net appreciation from Georgia Bankers Association Master Pension and Profit Sharing Trusts	510,429
Plan interest in investment expenses from Georgia Bankers Association Master Pension and Profit Sharing Trusts	<u>(5,264)</u>
	<u>695,351</u>

Contributions:

Participant	379,623
Employer	<u>244,680</u>

Total contributions	<u>624,303</u>
---------------------	----------------

Total additions	<u>1,319,654</u>
-----------------	------------------

Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	1,442,174
Administrative expenses	<u>14,684</u>

Total deductions	<u>1,456,858</u>
------------------	------------------

Net decrease	(137,204)
--------------	-----------

Net assets available for benefits:

Beginning of year	<u>6,407,536</u>
-------------------	------------------

End of year	<u><u>\$ 6,270,332</u></u>
-------------	----------------------------

See accompanying notes to the financial statements.

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

1. Plan Description

The following description of the PeoplesSouth Bancshares, Inc. Section 401(k) Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan was established on January 1, 1973, as a defined contribution plan covering substantially all eligible employees of PeoplesSouth Bancshares, Inc. (Company). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan's assets are held in the Georgia Bankers Association Master Pension and Profit Sharing Trusts (Trusts) along with certain other members of the Georgia Bankers Association. The Plan maintains a proportionate interest in each of the funds in which it participates and shares ratably with the other plans in the income, expense, profits, and losses thereof, except for investments in the Company stock for which the Plan maintains a 100% interest. The Plan's proportionate interest of the Trusts was approximately 1.6% and 1.7% at December 31, 2023 and 2022, respectively. See Note 9, Master Trust Financial Information (Audited), for a description of the methods used to determine the Plan's proportionate interest.

Administration of Plan Assets

Unified Trust Company (Trustee) is a division of American Trust Company and acts as Trustee of Plan assets. Contributions to the Plan are held and managed by the Trustee, which invests cash received and earnings and makes distributions to the participants.

Eligibility

Eligible employees are those employees who have completed three months of service, during which at least 250 hours of service is completed. An eligible employee may enter the Plan on the first day of the month upon which all entry requirements are met.

Contributions

Each year, participants may contribute up to 90% of pretax annual compensation as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

1. Plan Description, Continued

Contributions, Continued

The Company provides a matching contribution equal to 100% of each participant's deferrals up to 3% of a participant's annual eligible compensation. The Company may also make an additional discretionary profit sharing contribution to the Plan. For the year ended December 31, 2023, the Company made a \$42,366 profit sharing contribution to the Plan. Participants direct the investment of their contributions into various investment options offered by the Plan. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's matching contributions, as well as allocations of the Company's profit sharing contributions, administrative expenses, and Plan earnings. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings (losses) thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service.

The following vesting schedule applies to all Company contributions to the Plan:

<u>Years Of Service</u>	<u>Percentage Vested</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

In addition, the Plan provides for immediate vesting of the participant's account in the event of death, permanent disability or attainment of normal retirement age (65).

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

1. Plan Description, Continued

Hardship Withdrawals

As permitted by the Internal Revenue Code (IRC), a participant may receive a financial hardship withdrawal if they experience a severe financial hardship. A participant must obtain all other currently available distributions under the Plan and all other deferred compensation plans maintained by the Company before the Plan will make a hardship distribution to a participant. The financial hardship withdrawal may not exceed the amount of the financial hardship or the value of the vested portion of the participant's balance, whichever is less.

Payment of Benefits

Upon termination of service due to death, disability, termination or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments through an annuity. If the participant's vested account balance is less than \$5,000, the participant will receive a lump sum distribution from the Plan. If the participant's vested account balance is greater than \$5,000, the participant can elect to leave their balance in the Plan or receive a distribution through the means previously mentioned.

Forfeitures

At December 31, 2023 and 2022, forfeited nonvested accounts totaled \$21,000 and \$20,000, respectively. Forfeitures are used first to pay any restoration contributions, with any remaining forfeitures allocated to the accounts of eligible participants in the same manner profit sharing contributions are allocated. Forfeitures used to pay reduce employer contributions for 2023 were \$18,000.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Continued

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

2. Summary of Significant Accounting Policies, Continued

Use of Estimates

The preparation of the financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value (except for fully benefit-responsive investment contracts, which are reported at contract value). Fair value is 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. See Note 4 for discussions of fair value measurements.

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Plan interest in net appreciation from Georgia Bankers Association Master Pension and Profit Sharing Trust includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefit payments are recorded when paid.

Plan Administrative Expenses

Expenses attributable to general Plan administration shall be paid by the Plan and allocated among the accounts of the participants. Certain investment-related expenses are included in net appreciation in fair value of investments.

Subsequent Events

The Plan has evaluated events through October 2, 2024, the date the financial statements were available to be issued.

Continued

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

3. Information Certified by Trustee

For 2023 and 2022, the Plan administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, as permitted under such election, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the amounts certified by American Trust Company (ATC) for investments as of December 31, 2023 and 2022, and net appreciation in fair value of investments and interest and dividends for the year ended December 31, 2023, except for agreeing or deriving such information certified as complete and accurate by ATC, to information included in the Plan's financial statements and supplemental schedule.

4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology include:
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Classification within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Continued

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

4. Fair Value Measurements, Continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022.

- *Common stock*: The fair value of the Company's common stock is determined by an annual independent appraisal. This appraisal was based on a combination of the market and income valuation methods, consistent with prior years. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables, and estimated fair value of Company assets and liabilities.
- *Mutual funds and money market funds*: The fair value of the mutual funds (registered investment companies) is reported using quoted market prices in active markets and are classified within Level 1 in the fair value hierarchy table below.
- *Common collective trusts*: Valued at the net asset value (NAV) of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The fund invests in guaranteed investment contracts and debt securities and provides for redemptions by the Plan at reported net asset value per share.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

4. Fair Value Measurements, Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's interest in the underlying securities of its investments in the Georgia Banker's Association Master Pension and Profit Sharing Trust's fair value measurement at December 31, 2023 and 2022:

	Assets at Fair Value as of December 31, 2023			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common stock	\$ -	\$ -	\$ 1,824,497	\$ 1,824,497
Mutual funds and money market funds	<u>3,461,224</u>	<u>-</u>	<u>-</u>	<u>3,461,224</u>
Investments in fair value hierarchy	<u>\$ 3,461,224</u>	<u>\$ -</u>	<u>\$ 1,824,497</u>	5,285,721
Investments at NAV				<u>923,834</u>
Total assets at fair value				<u>\$ 6,209,555</u>

	Assets at Fair Value as of December 31, 2022			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common stock	\$ -	\$ -	\$ 2,425,737	\$ 2,425,737
Mutual funds and money market funds	<u>2,951,270</u>	<u>-</u>	<u>-</u>	<u>2,951,270</u>
Investments in fair value hierarchy	<u>\$ 2,951,270</u>	<u>\$ -</u>	<u>\$ 2,425,737</u>	5,377,007
Investments at NAV				<u>915,634</u>
Total assets at fair value				<u>\$ 6,292,641</u>

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

4. Fair Value Measurements, Continued

The following table presents a summary of changes in fair value of the Plan's Level 3 investments:

	Level 3 Assets <u>Year Ended December 31</u> Investment in Company <u>Common Stock</u>
Balance, beginning of year	\$ 2,425,737
Increase in fair value	26,719
Sales	(627,959)
Purchases	<u>-</u>
Balance, end of year	<u>\$ 1,824,497</u>

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

5. Investments Measured Using the Net Asset Value Per Share Practical Expedient

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2023 and 2022, respectively. The common collective trust is a direct filing entity. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

<u>Investment Type</u>	<u>As of December 31, 2023</u>			
	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common collective trust	<u>\$ 923,834</u>	<u>\$ -</u>	Daily	N/A
<u>Investment Type</u>	<u>As of December 31, 2022</u>			
	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Common collective trust	<u>\$ 915,634</u>	<u>\$ -</u>	Daily	N/A

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their employer contributions.

7. Income Tax Status

The IRS has determined and informed the Company by a letter dated June 30, 2020, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore believes that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by the relevant taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to possible examinations by the taxing authorities. For federal income tax purposes, the tax returns essentially remain open for possible examination for a period of three years after the respective filing deadlines of those returns.

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

8. Related Party and Party-In-Interest Transactions

Certain Plan investments are shares of common stock of the Company and cash and equivalents managed by the Trustee. The Trustee is the custodian of the Plan investments and, therefore, those transactions qualify as party-in-interest, which are exempt from the prohibited transaction rules. Investments in cash and equivalents managed by the Trustee as part of the Trusts totaled \$0 and \$0 at December 31, 2023 and 2022, respectively.

During the year ended December 31, 2023, the Plan sold 16,486 shares of Company common stock at a cost of \$627,959. During the year ended December 31, 2022, the Plan sold 31,934 shares of Company common stock at a cost of \$1,251,174. During the year ended December 31, 2023, there were no purchases of Company stock. During the year ended December 31, 2022, the Plan purchased 2,913 shares of Company common stock at a cost of \$114,131. The estimated fair value of the Plan's investments in Company common stock is as follows:

	<u>2023</u>	<u>2022</u>
Number of shares	<u>47,390</u>	<u>63,684</u>
Cost	<u>\$ 424,319</u>	<u>\$ 1,044,990</u>
Estimated fair value	<u>\$ 1,824,497</u>	<u>\$ 2,425,737</u>

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

9. Master Trust Financial Information (Audited)

The Plan's interest in Master Trust Balances as of December 31, 2023 and 2022 Trusts' statements of trust balances as of December 31, 2023 and 2022, and the related statement of changes in trust balances for the year ended December 31, 2023, are as follows:

Georgia Bankers Association Master Pension and Profit Sharing Trusts
Statements of Trust Balances

	2023	
	Master Trust <u>Balance</u>	Plan's interest in Master <u>Trust Balances</u>
Assets:		
Cash and equivalents	\$ -	\$ -
Investments at fair value:		
Mutual funds and money market funds	182,646,471	3,461,224
Stable value funds	62,242,624	-
U.S. Treasuries	1,416,569	-
U.S. Government Bonds	2,448,813	-
Common collective trusts	16,957,032	923,834
Company stocks	2,087,983	1,824,497
Total investments at fair value	267,799,492	6,209,555
Investment at contract value	503,393	-
Receivables:		
Employer contributions receivable	2,163,719	51,024
Employee contributions receivable	233,504	14,998
Notes receivable from participants	1,936,572	-
Total receivables	4,333,795	66,022
Total assets	272,636,680	6,275,577
Liabilities:		
Accrued expenses	135,503	5,245
Trust balances	\$ 272,501,177	\$ 6,270,332

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

9. Master Trust Financial Information (Audited), Continued

Georgia Bankers Association Master Pension and Profit Sharing Trusts
Statements of Trust Balances, Continued

	2022	
	Master Trust <u>Balance</u>	Plan's interest in Master <u>Trust Balances</u>
Assets:		
Cash and equivalents	\$ 273,739	\$ -
Investments:		
Mutual funds	157,922,690	2,951,270
Stable value funds	60,817,369	-
U.S. Treasuries	-	-
U.S. Government Bonds	-	-
Common collective trust	13,838,448	915,634
Company stock	2,632,710	2,425,737
Total investments	235,211,217	6,292,641
Investment at contract value	780,836	-
Receivables:		
Employer contributions receivable	1,677,689	87,959
Employee contributions receivable	314,575	31,821
Notes receivable from participants	1,686,568	-
Total receivables	3,678,832	119,780
Total assets	239,944,624	6,412,421
Liabilities:		
Accrued expenses	123,008	4,885
Trust balances	\$ 239,821,616	\$ 6,407,536

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

9. Master Trust Financial Information (Audited), Continued

Georgia Bankers Association Master Pension and Profit Sharing Trusts
Statement of Changes in Trust Balances

	2023	
	<u>Master Trust Balance</u>	<u>Plan's interest in Master Trust Balances</u>
Additions:		
Net investment income:		
Net appreciation of investments	\$ 26,438,861	\$ 510,429
Interest and dividends	<u>4,282,065</u>	<u>190,186</u>
Investment income	30,720,926	700,615
Investment expenses	<u>(105,231)</u>	<u>(5,264)</u>
Net investment income	<u>30,615,695</u>	<u>695,351</u>
Interest from notes receivable from participants	<u>110,519</u>	<u>-</u>
Contributions:		
Employer contributions	10,288,026	244,680
Participant contributions	16,129,145	379,623
Participant rollover deposits	<u>4,053,173</u>	<u>-</u>
Total contributions	<u>30,470,344</u>	<u>624,303</u>
Total additions	<u>61,196,558</u>	<u>1,319,654</u>
Deductions from net assets attributed to:		
Distributions to participants	20,827,341	1,442,174
Trust administration expenses	434,292	14,684
Withdrawals from trust	<u>7,255,364</u>	<u>-</u>
Total deductions	<u>28,516,997</u>	<u>1,456,858</u>
Decrease in trust balances	32,679,561	(137,204)
Trust balances, beginning of year	<u>239,821,616</u>	<u>6,407,536</u>
Trust balances, end of year	<u>\$ 272,501,177</u>	<u>\$ 6,270,332</u>

Continued

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

9. Master Trust Financial Information (Audited), Continued

Ownership of all assets of the Trusts is vested with the Trustee. Each pension and profit sharing plan maintains a proportionate interest in each of the funds in which it participates and shares ratably with the other plans in the income, expenses, profits and losses thereof, except for investments in the Company stock, certificate of deposit and insurance policies for which only those participating members maintain an interest in these options. The Trusts' fair value is determined at each valuation date, which is the last regular business day of each calendar month.

Every year, each participating member of a pension plan may designate the percentage of funding contributions to be invested in each fund. A participating member may make the same designation for investment of profit sharing plan funds unless the member has elected a 401(k) feature and permits each participant to make such a determination within the 401(k) profit sharing plan.

Net investment income is allocated monthly based on the proportionate interest held by each plan, and includes the gain or loss on the sale of securities, unrealized appreciation or depreciation on securities held, dividend and interest income, and expenses relating to the services of investment counsel and investment custodian.

Expenses incurred directly by a plan are allocated 100% to that plan. All other expenses are allocated to the participating plans based on each plan's proportionate interest in the Trusts.

10. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Continued

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS, Continued
December 31, 2023 and 2022

11. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2023 and 2022, to Form 5500:

	<u>2023</u>	<u>2022</u>
Net assets available for benefits per the financial statements	\$ 6,270,332	\$ 6,407,536
Employer contributions receivable	(51,024)	(87,959)
Employee contributions receivable	(14,998)	(31,821)
Accrued expenses	<u>5,245</u>	<u>4,885</u>
Net assets available for benefits per Form 5500	<u>\$ 6,209,555</u>	<u>\$ 6,292,641</u>

The following is a reconciliation of benefits paid to participants per the financial statements to Form 5500 for the year ended December 31, 2023:

Benefits paid to participants per the financial statements	\$ 1,442,174
Miscellaneous reconciling items	<u>21</u>
Benefits paid to participants per Form 5500	<u>\$ 1,442,195</u>

SUPPLEMENTAL SCHEDULE

PEOPLESSOUTH BANCSHARES, INC. SECTION 401(k) PROFIT SHARING PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS
(HELD AT END OF YEAR)
EMPLOYER ID NUMBER: 58-1928833 PLAN NUMBER: 002
December 31, 2023

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Unified Trust Company	Federated Prime Cash Oblig Instl Svc, 2,768 shares	**	\$ 27,684
		<u>Mutual funds:</u>		
	Dimensional Fund Advisors	Emerging Markets I, 2,709 shares	**	74,568
	Dimensional Fund Advisors	US Targeted Value I, 3,086 shares	**	98,417
	Dodge and Cox	Income Fund, 40,522 shares	**	511,384
	Fidelity	International Index Fund, 4,101 shares	**	194,167
	American Funds	US Government Sec R6, 272 shares	**	3,311
	Vanguard	Explorer Adm, 266 shares	**	27,482
	Vanguard	500 Index Admiral, 2,015 shares	**	886,385
	Vanguard	REIT Index Adm, 728 shares	**	91,077
	Vanguard	Growth Index Adm, 1,637 shares	**	261,970
	Vanguard	Mid Cap Index Adm, 801 shares	**	230,647
	Vanguard	Mid Cap Growth Index Adm, 1,459 shares	**	137,944
	Vanguard	Mid Cap Value Index Adm, 2,083 shares	**	156,377
	Vanguard	Small Cap Index Admiral, 956 shares	**	97,698
	Vanguard	International Value Inv, 3,288 shares	**	132,700
	Vanguard	Value Index Adm, 9,082 shares	**	529,413
		Total mutual funds		3,433,540
*	Unified Trust Company	Stable Value Trust, 43,777 shares	**	923,834
*	PeoplesSouth Bancshares, Inc.	Common stock, \$38.50 per share at December 31, 2023	**	1,824,497
		Total assets held at end of year		\$ 6,209,555
*	Represents a party-in-interest to the Plan.			
**	Cost omitted for participant-directed investments.			

See auditor's report.