

FEDERAL TRUST CORP
Form PREM14A
December 03, 2008
Table of Contents

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Federal Trust Corporation

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:
Common stock, par value \$0.01 per share, of Federal Trust Corporation

2) Aggregate number of securities to which transaction applies:
9,448,120, including (i) 9,436,305 shares of common stock currently outstanding and (ii) 11,815 shares of common stock underlying restricted stock units.

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
Calculated solely for the purpose of determining the filing fee. The filing fee was determined based on the sum of (i) 9,436,305 shares of common stock multiplied by \$1.00 and (ii) restricted stock units covering 11,815 shares of common stock multiplied by \$1.00 (the sum of (i) and (ii), the Total Consideration). In accordance with Section 14(g) of the Securities Exchange Act of 1934, as amended, the filing fee was determined by multiplying .00003930 by the Total Consideration.

4) Proposed maximum aggregate value of transaction:
\$9,448,120

5) Total fee paid:
\$371.32

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Table of Contents

[Letterhead of Federal Trust Corporation]

[document date]

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Fellow Shareholder:

We cordially invite you to attend a special meeting of shareholders of Federal Trust Corporation. The special meeting will be held at [location] located at [address, city, state, zip], on [meeting date], at [meeting time], local time.

On November 14, 2008, Federal Trust Corporation agreed to merge with FT Acquisition Corporation, a wholly owned subsidiary of The Hartford Financial Services Group, Inc. If the merger is completed, Federal Trust Corporation will become a wholly owned subsidiary of The Hartford and you will receive a cash payment of \$1.00 for each share of Federal Trust Corporation common stock that you own. Upon completion of the merger you will no longer own any stock or have any other interest in Federal Trust Corporation.

At the special meeting, you will be asked to adopt and approve the Agreement and Plan of Merger, dated as of November 14, 2008, by and between The Hartford, FT Acquisition Corporation (formed by The Hartford to facilitate the merger) and Federal Trust Corporation (the Merger Agreement). A majority of the votes representing the issued and outstanding shares of common stock of Federal Trust Corporation must be voted for approval and adoption of the Merger Agreement for the merger to be completed. If the Merger Agreement is so adopted and approved, and all other conditions described in the Merger Agreement have been met or waived, the merger is expected to occur during the first quarter of calendar 2009.

Your exchange of shares of Federal Trust Corporation common stock for cash generally will cause you to recognize income or loss for federal, and possibly state, local and foreign, tax purposes. You should consult your personal tax advisor for a full understanding of the tax consequences of the merger to you.

Your Board of Directors believes that the merger is in the best interests of Federal Trust Corporation's shareholders and unanimously recommends that you vote FOR approval of the Merger Agreement. Your Board of Directors has received the written opinion of Stifel, Nicolaus & Company, Incorporated, that the consideration to be received by Federal Trust Corporation's shareholders in the merger is fair from a financial point of view.

This proxy statement provides you with detailed information about the proposed merger and includes, as Appendix A, a complete copy of the Merger Agreement. We urge you to read the enclosed materials carefully for a complete description of the merger.

Your vote is important. Absent consummating the merger, there is a strong likelihood that Federal Trust Bank will be placed into receivership by the Federal Deposit Insurance Corporation, resulting in you owning a company whose liabilities exceed its assets and you not receiving any payment for your shares. Therefore, whether or not you plan to attend the special meeting, please complete, date and sign the enclosed proxy card and return it promptly in the postage-paid envelope we have provided. You may also vote your shares by telephone or the Internet using the instructions on the enclosed proxy or voting instruction card (if those options are provided to you). If your shares are held in an account at a brokerage firm, bank or other nominee, you should instruct your broker, bank or nominee how to vote your shares using the separate voting instruction form furnished by your broker, bank or nominee. Failing to vote will have the same effect as voting against the merger.

If you have any questions concerning the merger, please contact Federal Trust's proxy solicitor Regan & Associates, Inc., _____ or by calling (____) _____-_____.

On behalf of the Board, we thank you for your prompt attention to this important matter.

Sincerely,

Robert G. Cox
Chairman of the Board

Dennis T. Ward
President and Chief Executive Officer

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This proxy statement is dated [document date] and is first being mailed to shareholders on or about [mail date].

Table of Contents

Federal Trust Corporation

312 West 1st Street

Sanford, Florida 32771

(407) 323-1833

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON [MEETING DATE]

Notice is hereby given that a special meeting of shareholders of Federal Trust Corporation will be held at [location] located at [address, city, state, zip], on [meeting date], commencing at [meeting time], local time, and thereafter as it may from time to time be adjourned.

A proxy card and a proxy statement for the special meeting are enclosed. The meeting is being held for the following purposes:

1. To consider and vote upon a proposal to adopt and approve the Agreement and Plan of Merger, dated as of November 14, 2008, by and between The Hartford Financial Services Group, Inc., FT Acquisition Corporation and Federal Trust Corporation, pursuant to which FT Acquisition Corporation, a newly incorporated wholly owned subsidiary of The Hartford Financial Services Group, Inc., will merge with and into Federal Trust Corporation and each of the outstanding shares of Federal Trust Corporation common stock will be converted into the right to receive \$1.00 in cash, as more fully described in the accompanying proxy statement;
2. The potential adjournment of the special meeting of shareholders if necessary or appropriate to solicit additional proxies; and
3. To transact such other business as properly may come before the meeting and any adjournment or adjournments. We are not aware of any other business to come before the special meeting.

Any action may be taken on Proposal No. 1 at the special meeting or on any date or dates to which the special meeting may be adjourned or postponed. You can vote at the meeting if you owned Federal Trust Corporation common stock at the close of business on [record date]. A complete list of shareholders entitled to vote at the meeting will be available at the corporate offices of Federal Trust Corporation during the ten days prior to the meeting and at the meeting.

As a shareholder of Federal Trust Corporation, you have the right to obtain an appraisal of the fair value of your shares of Federal Trust Corporation common stock under applicable provisions of Florida law. In order to perfect appraisal rights, you must not vote in favor of the merger and must comply with the requirements of Florida law. A copy of the Florida statutory provisions regarding appraisal rights is provided as Appendix C to the accompanying proxy statement and a summary of these provisions can be found under the caption Appraisal Rights beginning on page 30.

Your vote is very important. We cannot complete the merger unless Federal Trust Corporation's common shareholders approve and adopt the Merger Agreement. Failure to vote will have the same effect as voting against the merger.

Regardless of whether you plan to attend the special meeting, please vote as soon as possible. If you hold stock in your name as a shareholder of record, please complete, sign, date and return the accompanying proxy card in the enclosed postage-paid return envelope, or call the toll-free telephone number or use the Internet as described in the instructions included with your proxy card or voting instruction card. If you hold your stock in street name through a bank, broker or other nominee, please direct your bank, broker or other nominee to vote in accordance with the instructions you have received from your bank, broker or other nominee. This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Any holder of Federal Trust Corporation common stock who is present at the special meeting may vote in person instead of by proxy, thereby canceling any previous proxy. In any event, a proxy may be revoked at any time before it is voted.

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The enclosed document provides a detailed description of the merger, the Merger Agreement and related matters. We urge you to read the document, including any documents incorporated in the document by reference, and its appendices carefully and in their entirety. If you have any questions concerning the merger or the document, would like additional copies of the document or need help voting your shares of Federal Trust Corporation common stock, please contact Federal Trust Corporation's proxy solicitor:

Regan & Associates, Inc.

[address]

[telephone]

[e-mail address]

Table of Contents

The Federal Trust Corporation board of directors has unanimously approved and adopted the merger and the Merger Agreement and unanimously recommends that Federal Trust Corporation shareholders vote FOR approval and adoption of the Merger Agreement.

By Order of the Board of Directors

Dennis T. Ward
President and Chief Executive Officer

Sanford, Florida

[document date]

Important: The prompt return of proxies will save Federal Trust Corporation the expense of further requests for proxies to ensure a quorum at the meeting. Please complete, sign and date the enclosed proxy card and promptly mail it in the enclosed envelope. You may also be able to vote your shares by telephone or over the Internet. If telephone or Internet voting is available to you, voting instructions are printed on the proxy card or voting instruction card sent to you. You may revoke your proxy in the manner described in the proxy statement at any time before it is voted.

Table of Contents

TABLE OF CONTENTS

<u>QUESTIONS AND ANSWERS ABOUT VOTING PROCEDURES FOR THE SPECIAL MEETING</u>	1
<u>SUMMARY TERM SHEET</u>	4
<u>FEDERAL TRUST CORPORATION SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA</u>	8
<u>CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING INFORMATION</u>	9
<u>THE SPECIAL MEETING</u>	10
<u>Place, Date and Time</u>	10
<u>Purpose of the Meeting</u>	10
<u>How To Vote</u>	10
<u>Record Date: Vote Required</u>	10
<u>Beneficial Ownership of Federal Trust Corporation Common Stock</u>	11
<u>Proxies; Revocation</u>	11
<u>Attending the Federal Trust Corporation Special Meeting</u>	12
<u>Participants in Federal Trust Corporation Benefit Plans</u>	13
<u>MARKET PRICE AND DIVIDEND DATA FOR FEDERAL TRUST CORPORATION COMMON STOCK</u>	14
<u>INFORMATION ABOUT THE COMPANIES</u>	14
<u>PROPOSAL I APPROVAL OF THE MERGER AGREEMENT</u>	15
<u>General</u>	15
<u>Background of the Merger</u>	15
<u>Federal Trust Corporation's Reasons for the Merger and Recommendation of the Board of Directors</u>	19
<u>Opinion of Federal Trust Corporation's Financial Advisor</u>	21
<u>Surrender of Certificates</u>	28
<u>Certain Federal Income Tax Consequences to U.S. Holders</u>	28
<u>Certain Effects of the Merger</u>	29
<u>Effects on Federal Trust Corporation and Our Shareholders if the Merger is Not Completed</u>	30
<u>Appraisal Rights</u>	30
<u>Financial Interests of Directors and Executive Officers in the Merger</u>	32
<u>Regulatory Approvals</u>	34
<u>Accounting Treatment</u>	36
<u>Terms of the Merger</u>	36
<u>When the Merger Will Be Completed</u>	37
<u>Conditions to the Merger</u>	37
<u>Conduct of Business Pending the Merger</u>	38
<u>Agreement Not to Solicit Other Offers</u>	41
<u>Modification of Board Recommendation</u>	42
<u>Representations and Warranties in the Merger Agreement</u>	43
<u>Termination of the Merger Agreement</u>	44
<u>Fees and Expenses</u>	45
<u>Waiver and Amendment of the Merger Agreement</u>	45
<u>Independent Public Accountants</u>	45
<u>OWNERSHIP OF FEDERAL TRUST CORPORATION COMMON STOCK BY CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	46
<u>PROPOSAL II ADJOURNMENT OF THE SPECIAL MEETING</u>	47
<u>OTHER MATTERS</u>	47
<u>SHAREHOLDER PROPOSALS</u>	47
<u>BYLAW PROVISIONS REGARDING ANNUAL SHAREHOLDERS' MEETINGS</u>	48
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	48
<u>Appendix A Agreement and Plan of Merger (excluding certain exhibits)</u>	A-1
<u>Appendix B Opinion of Stifel, Nicolaus & Company, Incorporated</u>	B-1
<u>Appendix C Sections 607.1301 to 607.1333 of the Florida Business Corporation Act.</u>	C-1

Table of Contents

QUESTIONS AND ANSWERS

ABOUT VOTING PROCEDURES FOR THE SPECIAL MEETING

Q: Why am I receiving this document and proxy card?

A: You are being asked to approve and adopt the Merger Agreement, dated as of November 14, 2008, by and between Federal Trust Corporation, The Hartford Financial Services Group, Inc. (The Hartford) and FT Acquisition Corporation. A copy of the Merger Agreement is attached to this proxy statement as Appendix A. Pursuant to the terms and conditions of the Merger Agreement, FT Acquisition Corporation will merge with and into Federal Trust Corporation, and each outstanding common share of Federal Trust Corporation, other than common shares owned by Federal Trust Corporation and its subsidiaries, The Hartford and its subsidiaries and dissenting shares, will be converted into the right to receive \$1.00 in cash, without interest. As a result of the merger, Federal Trust Corporation will become a wholly owned subsidiary of The Hartford, and Federal Trust Corporation's common shares will be deregistered under the Securities Exchange Act of 1934, as amended.

You are also being asked to approve the potential adjournment of the special meeting of shareholders if necessary or appropriate to solicit additional proxies.

Q: What do I need to do now?

A: After you have carefully read this proxy statement, including the appendices, and have decided how you wish to vote your shares, please vote your shares promptly so that your shares are represented and voted at the special meeting.

If you hold stock in your name as a shareholder of record, indicate on your proxy card how you want your shares to be voted or, if you prefer, you can vote by using the telephone or Internet. If you choose not to vote by telephone or Internet, then sign, date and mail your proxy card in the enclosed prepaid return envelope as soon as possible. This will enable your shares to be represented and voted at the special meeting.

If you hold your stock in street name through a bank, broker or other nominee, you must direct your bank, broker or other nominee to vote in accordance with the instructions you have received from your bank, broker or other nominee. Street name shareholders who wish to vote at the special meeting will need to obtain a proxy form from the institution that holds their shares.

If you are a participant in the Employees Savings & Profit Sharing Plan and Trust (401(k) plan) or the Employee Stock Ownership Plan for Federal Trust Corporation and its Subsidiaries, or any other benefit plans through which you can own shares of Federal Trust Corporation common stock, you will have received with this proxy statement voting instruction forms that reflect all shares you may vote under these plans. Under the terms of these plans, the trustee or administrator votes all shares held by the plan, but each participant may direct the trustee or administrator how to vote the shares of Federal Trust Corporation common stock allocated to his or her plan account. If you own shares through any of these plans and do not vote, the respective plan trustees or administrators will vote the shares in accordance with the terms of the respective plans. The deadline for returning your voting instructions may be prior to [meeting date].

Q: What is the vote required to approve the Merger Agreement?

A: Approval and adoption of the Merger Agreement requires the affirmative vote of a majority of the votes representing the issued and outstanding shares of common stock of Federal Trust Corporation as of the close of business on [record date], the record date for the special meeting.

Q: Why is my vote important?

- A:** Absent consummating the merger, there is a strong likelihood that Federal Trust Bank will be placed into receivership by the Federal Deposit Insurance Corporation, resulting in you owning a company whose liabilities exceed its assets and you not receiving any payment for your shares. If you do not return your proxy card or vote by telephone, Internet or in person at the special meeting or fail to instruct your bank or broker how to vote, it will be more difficult for us to obtain the necessary quorum to hold our special meeting. In addition, your failure to vote or failure to instruct your bank, broker or other nominee how to vote will have the same effect as a vote against approval and adoption of the Merger Agreement. The Merger Agreement must be approved and adopted by the holders of a majority of the votes representing the issued and outstanding

Table of Contents

shares of Federal Trust Corporation common stock entitled to vote at the special meeting. **The Federal Trust Corporation board of directors unanimously recommends that you vote to approve and adopt the Merger Agreement.**

Q: If my broker holds my shares in street name, will my broker automatically vote my shares for me?

A: No. Your broker will not be able to vote your shares without instructions from you. You should instruct your broker to vote your shares, following the directions your broker provides.

Q: What if I abstain from voting or fail to instruct my broker?

A: If you abstain from voting or fail to instruct your broker to vote your shares, the abstention will be counted toward a quorum at the special meeting, but it will have the same effect as a vote against the Merger Agreement.

Q: Can I attend the special meeting and vote my shares in person?

A: Yes. All shareholders are invited to attend the special meeting. Shareholders of record can vote in person at the special meeting. If your shares are held in street name, then you are not the shareholder of record and you must ask your broker or other nominee how you can vote at the special meeting.

Q: Can I change my vote?

A: Yes, you can change your vote at any time before your proxy is voted at the special meeting. If you have not voted through your broker or other nominee, there are three ways you can change your vote after you have sent in your proxy card.

First, you may send a written notice to our Corporate Secretary, stating that you would like to revoke your proxy.

Second, you may complete and submit a new proxy card. Any earlier proxies will be revoked automatically.

Third, you may attend the special meeting and vote in person. Any earlier proxy will be revoked. However, simply attending the special meeting without voting will not revoke your proxy.

If you have directed a broker or other nominee to vote your shares, you must follow directions you receive from your broker or nominee to change your vote.

If you voted using the Internet, you can change your vote at the Internet address shown on your proxy card. The Internet voting system is available 24 hours a day until 3:00 a.m., Eastern Time, on [meeting date].

If you voted by telephone, you can change your vote by using the toll free telephone number shown on your proxy card. The telephone voting system is available 24 hours a day in the United States until 3:00 a.m., Eastern Time, on [meeting date].

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Q: Will I have the right to have my shares appraised if I dissent from the merger?

A: Yes, you will have appraisal rights. If you wish to exercise your right to appraisal as a dissenting shareholder, you must not vote in favor of the adoption of the Merger Agreement, and you must strictly follow the other requirements of Florida law. A summary describing the requirements you must meet in order to exercise your right to appraisal is in the section entitled "Proposal I Approval of the Merger Agreement Appraisal Rights." A copy of the relevant provisions of Florida law is attached as Appendix C to this proxy statement. Note that these procedures require advising Federal Trust Corporation prior to the special meeting of your intention to seek appraisal of your shares.

Q: Should I send in my stock certificates now?

A: No. Instructions for surrendering your Federal Trust Corporation stock certificates in exchange for the cash purchase price will be sent to you later. Please do not send any stock certificates with your proxy.

Q: Will I owe taxes as a result of the merger?

A: Yes, if you recognize taxable gain. The merger will be a taxable transaction for U.S. federal income tax purposes to U.S. holders of Federal Trust Corporation common shares. As a result, to the extent you recognize taxable gain, the cash you receive in the merger in exchange for your

Table of Contents

Federal Trust Corporation common shares will be subject to U.S. federal income tax and also may be taxed under applicable state, local and foreign income and other tax laws. In general, you will recognize gain or loss equal to the difference between the amount of cash you receive in the merger and the aggregate adjusted tax basis of your Federal Trust Corporation common shares. The deductibility of capital losses by U.S. holders is subject to limitations. See Proposal I Approval of the Merger Agreement Certain Federal Income Tax Consequences. You are urged to consult your own tax advisor to determine the particular tax consequences to you (including the application and effect of any state, local or foreign income and other tax laws) of the receipt of cash in exchange for Federal Trust Corporation common shares pursuant to the merger.

Q: Who should I call with questions?

A: You should call our Corporate Secretary at (407) 323-1833. You may also contact Regan & Associates, Inc., our proxy solicitation agent, at (____) ____-____. If your broker or other nominee holds your shares, you should also call your broker or other nominee for additional information.

Table of Contents

FEDERAL TRUST CORPORATION

PROXY STATEMENT FOR SPECIAL MEETING OF SHAREHOLDERS

SUMMARY TERM SHEET

This is a summary of selected key terms of the transaction between Federal Trust Corporation and The Hartford Financial Services Group, Inc. It may not contain all of the information that is important to you. We urge you to read carefully the entire document, including the appendices, and the other documents to which we refer, including the Merger Agreement, to fully understand the merger. Each item in this summary refers to the page of this document on which the subject is discussed in more detail.

In the Merger, Federal Trust Corporation Shareholders Will Have a Right to Receive \$1.00 Per Share of Federal Trust Corporation Common Stock (page 36)

Pursuant to the Merger Agreement, FT Acquisition Corporation, a wholly owned subsidiary of The Hartford will merge with and into Federal Trust Corporation. This will be accomplished through the transactions as set forth under the caption Proposal I Approval of the Merger Agreement General on page 15. If the merger occurs, each shareholder of Federal Trust Corporation will receive, for each share he or she owns, the right to receive \$1.00 in cash per share. See the discussion under the caption Proposal I Approval of the Merger Agreement Terms of the Merger beginning at page 36 for more information.

What Holders of Federal Trust Corporation Stock Options and Other Equity-Based Awards Will Receive (page 33)

Pursuant to the Merger Agreement, each outstanding option granted by Federal Trust Corporation to purchase shares of Federal Trust Corporation common stock, whether vested or unvested, will be canceled, in exchange for a cash payment equal to the number of shares of Federal Trust Corporation covered by the option, multiplied by the amount, if any, by which \$1.00, without interest, exceeds the exercise price per share under the option, less any required withholding taxes. No outstanding options have an exercise price less than \$1.00. Accordingly, no payments will be made to any option holder in connection with the cancellation of the options.

Each vested or unvested restricted stock unit with respect to shares of Federal Trust Corporation common stock that is outstanding immediately prior to the effective date of the merger will be canceled, in exchange for a cash payment equal to the number of shares subject to the restricted stock units, multiplied by \$1.00, without interest, less any required withholding taxes.

At the effective time of the merger, each share of common stock held by the Federal Trust Bank Employee Stock Ownership Plan will be converted into the right to receive \$1.00.

The Merger Will Be Taxable to Federal Trust Corporation Shareholders (page 28)

The merger generally will be a taxable transaction to you, and you will generally recognize gain or loss in an amount equal to the difference, if any, between (i) the merger consideration and (ii) your adjusted tax basis in the shares of Federal Trust Corporation common stock exchanged in the merger.

The federal income tax consequences described above may not apply to all holders of Federal Trust Corporation common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your tax advisor for a full understanding of the particular tax consequences of the merger to you.

Table of Contents

The Federal Trust Corporation Board of Directors Unanimously Recommends that Federal Trust Corporation Shareholders Vote FOR Approval and Adoption of the Merger Agreement (page 19)

The merger cannot occur unless Federal Trust Corporation's shareholders approve the merger by the affirmative vote of a majority of the issued and outstanding shares of common stock and all regulatory and other approvals necessary to complete the merger are obtained and other conditions are satisfied or waived. See the discussion under the caption "Proposal I Approval of the Merger Agreement Conditions to the Merger" beginning at page 37 for more information. The Board of Directors of Federal Trust Corporation has approved the merger and unanimously recommends that Federal Trust Corporation's shareholders vote in favor of it. See the discussion under the caption "Proposal I Approval of the Merger Agreement Federal Trust Corporation's Reasons for the Merger and Recommendation of the Board of Directors" for more information. In deciding to enter into the Merger Agreement, the Board considered a variety of factors including but not limited to:

the status of Federal Trust Corporation with respect to the timeframes set forth in the Cease and Desist Order issued to Federal Trust Corporation by the Office of Thrift Supervision;

the amount and form of merger consideration; and

the ability of The Hartford to complete the merger.

Stifel, Nicolaus & Company, Incorporated Has Provided an Opinion to the Federal Trust Corporation Board of Directors Regarding the Merger Consideration (page 21 and Appendix B)

Stifel, Nicolaus & Company, Incorporated ("Stifel Nicolaus") delivered its opinion to the board of directors of Federal Trust Corporation on November 14, 2008 that, based upon and subject to the factors and assumptions set forth in the opinion, the per share consideration to be paid to the holders of Federal Trust Corporation's common stock (other than dissenting shares, as defined in the Merger Agreement, or shares held directly or indirectly by The Hartford or Federal Trust Corporation or any of their respective subsidiaries) by The Hartford in connection with the merger pursuant to the Merger Agreement was fair to such holders, from a financial point of view.

The full text of the written opinion of Stifel Nicolaus, dated November 14, 2008, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Appendix B to this proxy statement. See also the discussion under the caption "Proposal I Approval of the Merger Agreement Opinion of Federal Trust Corporation's Financial Advisor" beginning at page 21 for more information. Federal Trust Corporation's shareholders should read the opinion in its entirety. Stifel Nicolaus provided its opinion for the information and assistance of the Federal Trust Corporation board of directors in connection with the board's consideration of the financial terms of the merger. Stifel Nicolaus' opinion is not a recommendation as to how any Federal Trust Corporation shareholder should vote with respect to the merger.

Federal Trust Corporation has Agreed to Pay The Hartford a Termination Fee of \$3.5 Million in Certain Circumstances and Has Agreed to Non-Solicitation Restrictions (page 41 and 44)

Federal Trust Corporation has agreed to pay The Hartford a termination fee of \$3.5 million if:

Federal Trust Corporation's board of directors fails to recommend approval and adoption of the Merger Agreement to shareholders, approves or recommends a proposal from another party to acquire Federal Trust Corporation (or publicly proposes to do so), fails to timely recommend that shareholders reject any tender offer or exchange offer for the shares of Federal Trust Corporation or any of its subsidiaries, breaches its non-solicitation obligations in any material respect adverse to The Hartford or breaches its obligations to call this special meeting in any material respect; or

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the Merger Agreement is terminated in circumstances described below following the announcement of a proposal from another party to acquire Federal Trust Corporation and Federal Trust Corporation enters into a merger agreement with another party within six months following the termination of the Merger Agreement or in other circumstances.

Table of Contents

See the discussion under the caption **Proposal I Approval of the Merger Agreement Termination of the Merger Agreement** for more information.

In general, Federal Trust Corporation has agreed that it will not seek or encourage a competing transaction to acquire Federal Trust Corporation, except in very limited situations in which an unsolicited offer is made. See the discussion under the caption **Proposal I Approval of the Merger Agreement Agreement Not to Solicit Other Offers** beginning at page 41 for more information.

Federal Trust Corporation's Executive Officers and Directors Have Financial Interests in the Merger That Differ From Your Interests (page 32)

Our directors and executive officers have interests in the merger as individuals in addition to, or different from, their interests as shareholders, including, but not limited to, payments under their existing employment agreements, new employment agreements for two executive officers and proposed new compensation arrangements for two directors and indemnification and insurance coverage provided by The Hartford. In addition, as of [record date], the executive officers and directors as a group will receive approximately \$_____ in merger consideration in exchange for the shares of Federal Trust Corporation common stock they individually own. See the discussion under the caption **Proposal I Approval of The Merger Agreement Financial Interests of Directors and Officers in the Merger** for more information.

Under Florida Law, You Have the Right to Exercise Appraisal Rights in Connection with the Merger (page 30)

Under Florida law, you have the right to exercise appraisal rights in connection with the merger. This means that if you comply with the procedures for perfecting appraisal rights under Florida law, you are entitled to have the fair value of your shares determined by a state court in Seminole County, Florida and to receive a cash payment based on that valuation instead of the consideration to be paid in the merger. To exercise your appraisal rights, you must deliver written notice of your intent to demand payment to Federal Trust Corporation, 312 West 1st Street, Sanford, Florida 32771, Attn: Corporate Secretary, before the vote on the Merger Agreement at the special meeting, and you must not vote in favor of the adoption of the Merger Agreement. You must also complete a form that the surviving company will provide to you following completion of the merger with its estimate of the fair value of Federal Trust Corporation's common stock, and, unless the surviving company either accepts your offer as to the fair value of the shares of common stock or commences a proceeding in a state court in Seminole County, Florida, you must commence a proceeding in a state court in Seminole County, Florida. Your failure to follow exactly the procedures specified under Florida law will result in the loss of your appraisal rights. For additional information, see the discussion under the caption **Proposal I Approval of the Merger Agreement Appraisal Rights** and the relevant provisions of Florida law attached to this proxy statement as Appendix C.

There are Conditions That Must Be Satisfied or Waived for the Merger to Occur (page 37)

Currently, we expect to complete the merger during the first quarter of 2009. As more fully described in this document and in the Merger Agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others:

Approval and adoption of the Merger Agreement by Federal Trust Corporation's shareholders;

Directors Robert G. Cox and Charles R. Webb; President, Chief Executive Officer and Director Dennis T. Ward and Senior Vice President, Chief Credit Officer and Special Assets Manager Edward J. Walker, III entering into retention agreements with The Hartford or a subsidiary of The Hartford on terms reasonably acceptable to The Hartford;

Shareholders of not more than 10% of the total number of issued and outstanding shares of Federal Trust Corporation common stock perfecting their appraisal rights in accordance with Florida law; and

Table of Contents

receipt of certain required regulatory approvals described below.

We cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed.

There are Regulatory Approvals That Must Be Received for the Merger to Occur (page 34)

Federal Trust Corporation and The Hartford each have agreed to use its commercially reasonable efforts to obtain all permits, consents, approvals and authorizations of all third parties and governmental entities that are necessary or advisable to consummate the merger and the transactions contemplated by the Merger Agreement. The Hartford is not obligated to take any action, or commit to take any action or agree to any condition or restriction in connection with obtaining these permits, consents, approvals and authorizations, which in The Hartford's reasonable judgment would be expected to have, individually or in the aggregate with such other actions, a materially burdensome effect on The Hartford, any of its significant subsidiaries or Federal Trust Corporation or a materially adverse effect on the anticipated benefits of the merger to The Hartford.

These approvals include

Approval by the Office of Thrift Supervision of The Hartford's application to acquire control of Federal Trust Corporation and to become a savings and loan holding company. In addition, The Hartford's obligation to consummate the merger is subject to the Office of Thrift Supervision having terminated the Orders to Cease and Desist issued to Federal Trust Corporation and Federal Trust Bank on May 12, 2008.

Approval and authorization by the U.S. Treasury Department of The Hartford:

for participation in the Capital Purchase Program under the Troubled Asset Relief Program, as authorized by the Emergency Economic Stabilization Act of 2008, on terms not less favorable to The Hartford than those set forth on the website of the U.S. Department of the Treasury on November 14, 2008 (the date of execution of the Merger Agreement); and

to receive funding under the Capital Purchase Program in an amount equal to (x) the amount requested by The Hartford in its application or (y) at The Hartford's sole discretion, such lesser amount as may be determined by The Hartford to be acceptable.

Consummation of the merger is also subject to prior approval by the Board of Governors of the Federal Reserve System and the Office of Thrift Supervision of matters relating to Allianz SE, a shareholder of The Hartford.

Although we do not know of any reason why these regulatory approvals cannot be obtained in a timely manner, we cannot be certain when or if such approvals will be obtained.

Table of Contents**FEDERAL TRUST CORPORATION****SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA**

The following tables set forth historical consolidated financial data for Federal Trust Corporation. The annual historical financial condition and operating data are derived from Federal Trust Corporation's consolidated financial statements audited by its independent registered public accounting firm. Financial data as of September 30, 2008 and for the nine months ended September 30, 2008 and 2007 are derived from unaudited financial data, but Federal Trust Corporation believes such amounts reflect all normal recurring adjustments necessary for a fair presentation of the results of operations and financial position for those periods. The results for the nine months ended September 30, 2008 are not necessarily indicative of the results that may be expected for the entire year.

	At September 30,		At December 31,			
	2008 (1)	2007	2006	2005	2004	2003
(Dollars in thousands, except per share amounts)						
Selected Financial Condition Data:						
Total assets	\$ 601,741	\$ 690,264	\$ 722,964	\$ 735,416	\$ 603,131	\$ 468,198
Loans, net	472,898	563,234	603,917	630,827	521,331	398,401
Securities available for sale	32,906	52,449	65,558	50,080	41,172	33,615
Deposits	410,659	481,729	472,794	471,062	404,116	314,630
Federal Home Loan Bank advances	161,500	152,000	179,700	201,700	143,700	107,700
Stockholders' equity	9,861	39,686	54,620	44,141	39,387	26,457
Book value per share	1.05	4.22	5.86	5.23	4.86	3.97
Shares outstanding (2)	9,393,919	9,393,919	9,319,603	8,443,105	8,101,287	6,656,739
Equity-to-assets ratio	1.64%	5.75%	7.56%	6.00%	6.53%	5.65%

	At or For the Nine Months Ended September 30,		At or For the Years Ended December 31,				
	2008 (1)	2007 (1)	2007	2006	2005	2004	2003
(Dollars in thousands, except per share amounts)							
Selected Operating Data:							
Interest income	\$ 24,200	\$ 32,114	\$ 42,486	\$ 43,842	\$ 33,977	\$ 24,609	\$ 20,921
Interest expense	18,671	23,065	30,797	28,114	19,336	10,851	9,750
Net interest income	5,529	9,049	11,689	15,728	14,641	13,758	11,171
Provision for losses on loans	10,265	10,410	16,412	639	650	1,180	650
Net interest (loss) income after provision for loan losses	(4,736)	(1,361)	(4,723)	15,089	13,991	12,578	10,521
Other income	1,376	1,218	944	2,226	2,533	2,391	2,358
Other-than-temporary impairment			749			1,055	
Other expenses	15,151	15,454	18,742	12,461	9,791	9,334	8,826
Income (loss) before income taxes	(18,511)	(15,597)	(23,270)	4,854	6,733	4,580	4,053
Income tax expense (benefit)	7,531	(6,135)	(9,107)	1,444	2,297	1,497	1,276
Net (loss) earnings	\$ (26,042)	\$ (9,462)	\$ (14,163)	\$ 3,410	\$ 4,436	\$ 3,089	\$ 2,777
Basic (loss) earnings per share	\$ (2.27)	\$ (1.01)	\$ (1.51)	\$ 0.38	\$ 0.54	\$ 0.43	\$ 0.42
	\$ (2.27)	\$ (1.01)	\$ (1.51)	\$ 0.37	\$ 0.53	\$ 0.42	\$ 0.41

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Diluted (loss) earnings per share

Weighted average common shares outstanding	9,393,919	9,356,967	9,363,223	9,002,900	8,269,423	7,224,069	6,679,936
Return (loss) on average assets	(3.99)%	(1.32)%	(1.97)%	0.46%	0.66%	0.59%	0.64%
Return (loss) on average equity	(95.82)%	(17.92)%	(26.83)%	6.70%	10.70%	9.80%	10.79%
Net interest margin	1.21%	1.78%	1.74%	2.26%	2.30%	2.80%	2.73%
Average equity to average assets	4.16%	7.35%	7.33%	6.92%	6.16%	6.02%	5.95%
Dividend payout ratio	%	%	%	44.74%	24.03%	20.36%	11.81%
Allowance for loan losses as a percent of total loans, net of undisbursed portion of loans in process	4.32%	1.72%	2.42%	0.84%	0.71%	0.74%	0.70%

- (1) Ratios at and for the nine months ended September 30, 2008 and 2007 are annualized.
- (2) Net of unallocated Employee Stock Ownership Plan shares of 42,386, 42,386, 31,939, 21,789 and 119,375 as of September 30, 2008, December 31, 2007, 2006, 2005 and 2004, respectively.

Table of Contents

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING INFORMATION

This proxy statement, and the documents which we refer to in this proxy statement, contain forward-looking statements intended to be covered by the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Forward-looking statements may include, among other things, information concerning possible or assumed future results of operations of Federal Trust Corporation, the expected completion and timing of the merger and other information relating to the merger. There are forward-looking statements throughout this proxy statement, including, among others, under the headings Summary Term Sheet and Proposal I Approval of the Merger Agreement, and in statements containing the words believes, plans, expects, anticipates, intends, estimates or other similar expressions. You should be aware that forward-looking statements involve known and unknown risks and uncertainties. These forward-looking statements reflect our current expectations and forecasts, and we cannot assure you that the actual results or developments we anticipate will be realized, or even if realized, that they will have the expected effects on the business or operations of Federal Trust Corporation. In addition to other factors and matters discussed in this document or discussed and identified in other public filings we make with the Securities and Exchange Commission, we believe the following risks could cause actual results to differ materially from those discussed in the forward-looking statements:

the risk that the merger may not be consummated in a timely manner, if at all;

conditions to the closing of the merger may not be satisfied or the Merger Agreement may be terminated prior to closing;

difficulties in obtaining required shareholder and regulatory approvals of the merger;

increases in competitive pressure among financial institutions or from non-financial institutions;

changes in the interest rate environment;

changes in deposit flows, loan demand or real estate values;

changes in accounting principles, policies or guidelines;

legislative or regulatory changes;

changes in general economic conditions or conditions in securities markets or the banking industry;

materially adverse changes in the financial condition of Federal Trust Corporation or The Hartford;

difficulties related to the completion of the merger; and

other economic, competitive, governmental, regulatory, geopolitical and technological factors affecting operations, pricing and services.

You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this document or the date of any document incorporated by reference. All subsequent written and oral forward-looking statements concerning the merger or other matters

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addressed in this document and attributable to Federal Trust Corporation or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable law or regulation, Federal Trust Corporation undertakes no obligation to republish revised forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events.

Table of Contents

THE SPECIAL MEETING

This section contains information about the special meeting of Federal Trust Corporation shareholders that has been called to consider and approve and adopt the Merger Agreement.

Place, Date and Time

The special meeting will be held at [location] located at [address, city, state, zip], on [meeting date], commencing at [meeting time], local time.

Purpose of the Meeting

At the special meeting, our shareholders will be asked to consider and vote on the following matters:

a proposal to approve and adopt the Agreement and Plan of Merger, dated as of November 14, 2008, by and between Federal Trust Corporation, The Hartford Financial Services Group, Inc, and FT Acquisition Corporation; and

a proposal to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve and adopt the Merger Agreement.

Our shareholders also may consider and vote upon such other matters as are properly brought before the special meeting. As of the date hereof, we know of no business that will be presented for consideration at the special meeting, other than the matters described in this proxy statement.

How To Vote

You may vote your shares:

1. **By Internet.** Vote at the Internet address shown on your proxy card. The Internet voting system is available 24 hours a day until 3:00 a.m., Eastern Time, on [meeting date]. Once you use the Internet voting system, you can record and confirm (or change) your voting instructions.
2. **By telephone.** Use the toll free telephone number shown on your proxy card. The telephone voting system is available 24 hours a day in the United States until 3:00 a.m., Eastern Time, on [meeting date]. Once you use the telephone voting system, a series of prompts will tell you how to record and confirm (or change) your voting instructions.
3. **By mail.** Mark and sign the enclosed proxy card and return it in the enclosed postage-paid envelope. All properly executed proxies received by Federal Trust Corporation will be voted in accordance with the instructions marked on the proxy card. **If you return an executed proxy card without marking your instructions, your executed proxy will be voted FOR the proposals identified in the preceding Notice of Special Meeting of Shareholders. Returning a proxy card will not prevent you from voting in person if you attend the special meeting.**

Alternatively, you may attend the special meeting and vote in person. **If you are a shareholder whose shares are not registered in your own name, you will need an assignment of voting rights or a proxy from your shareholder of record to vote personally at the special meeting.**

Record Date; Vote Required

Only our shareholders of record at the close of business on [record date] are entitled to notice of and to vote at the special meeting or any adjournment thereof. As of [record date], there were 9,436,305 shares of our common stock outstanding and entitled to vote at the special meeting or any adjournment thereof.

Table of Contents

At the special meeting our shareholders will be entitled to cast one vote per share of common stock owned on [record date]. Such vote may be exercised in person or by properly executed proxy. The presence, in person or by properly executed proxy, of the holders of a majority of our outstanding shares of common stock is necessary to constitute a quorum. Abstentions and broker non-votes will be treated as shares present at the special meeting for purposes of determining the presence of a quorum.

The affirmative vote of the holders of a majority of our issued and outstanding shares of common stock is required for approval of the Merger Agreement. As a result, abstentions and broker non-votes will have the same effect as votes against the approval of the Merger Agreement. In order to adjourn the special meeting, holders of a majority of our shares common stock present in person or by proxy at the special meeting must vote in favor of the proposal.

If your shares are held in street name by your broker, bank or other nominee you should instruct your broker, bank or other nominee how to vote your shares using the instructions provided by your broker, bank or other nominee. If you have not received these voting instructions or require further information regarding these voting instructions, contact your broker, bank or other nominee and he or she can give you directions on how to vote your shares. Brokers who hold shares in street name for customers may not exercise their voting discretion with respect to the approval of non-routine matters such as the merger proposal and thus, absent specific instructions from the beneficial owner of the shares, brokers are not empowered to vote the shares with respect to the adoption of the Merger Agreement (i.e., broker non-votes). Shares of Federal Trust Corporation common stock held by persons attending the special meeting but not voting, or shares for which we have received proxies with respect to which holders have abstained from voting, will be considered abstentions. Abstentions and properly executed broker non-votes, if any, will be treated as shares that are present and entitled to vote at the special meeting for purposes of determining whether a quorum exists but will have the same effect as a vote AGAINST approval of the Merger Agreement.

Approval of the Merger Agreement by our shareholders is a condition to completion of the merger. See Proposal I Approval of the Merger Agreement Conditions to the Merger.

Beneficial Ownership of Federal Trust Corporation Common Stock

As of [record date], our directors and executive officers and their affiliates beneficially owned in the aggregate _____ shares of our common stock, excluding stock options, or _____% of our outstanding shares of common stock entitled to vote at the special meeting.

Proxies; Revocation

Shares of our common stock represented by properly executed proxies received prior to or at the special meeting will, unless such proxies have been revoked, be voted at the special meeting and any adjournments or postponements thereof in accordance with the instructions indicated in the proxies. If no instructions are indicated on a properly executed proxy, the shares will be voted FOR the adoption of the Merger Agreement and FOR the proposal to adjourn if necessary. However, no proxy voted against the proposal to approve the Merger Agreement will be voted in favor of an adjournment or postponement to solicit additional votes in favor of the Merger Agreement.

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before it is voted in the following manner: (i) by delivering to the Secretary of Federal Trust Corporation, before the taking of the vote at the special meeting, a written notice of revocation bearing a later date than the proxy, (ii) by duly executing a later-dated proxy relating to the same shares of common stock and delivering it to the Secretary at or before the special meeting, or (iii) by attending the special meeting and voting in person. Attendance at the special meeting will not by itself constitute a revocation of a proxy.

Table of Contents

Written notices of revocation and other communications regarding the revocation of your proxy should be addressed to:

Federal Trust Corporation
312 West 1st Street
Sanford, Florida 32771
Attention: Marcia Zdanys
Corporate Secretary

If you have instructed your broker, bank or other nominee to vote your shares, the options for revoking your proxy described in the paragraphs above do not apply and instead you must follow the directions provided by your broker, bank or other nominee to change those instructions.

If you voted using the Internet, you can change your vote at the Internet address shown on your proxy card. The Internet voting system is available 24 hours a day until 3:00 a.m., Eastern Time, on [meeting date].

If you voted by telephone, you can change your vote by using the toll free telephone number shown on your proxy card. The telephone voting system is available 24 hours a day in the United States until 3:00 a.m., Eastern Time, on [meeting date].

If any other matters are properly presented at the special meeting for consideration, the persons named in the proxy or acting thereunder will have discretion to vote on such matters in accordance with their best judgment. Federal Trust Corporation does not know of any other matters to be presented at the special meeting.

Federal Trust Corporation will bear the cost of solicitation of proxies. In addition to solicitation by mail, our directors, officers and employees, who will not receive additional compensation for such services, may solicit proxies from our shareholders, personally or by telephone or by other forms of communication. Brokerage houses, nominees, fiduciaries and other custodians will be requested to forward soliciting materials to beneficial owners and will be reimbursed for their reasonable expenses incurred in sending proxy material to beneficial owners. In addition, we have retained Regan & Associates, Inc. to solicit proxies on behalf of the Board of Directors. Regan & Associates, Inc. will receive a fee of \$_____ for these services, exclusive of reimbursement for their expenses.

You are requested to complete, date and sign the accompanying proxy and to return it promptly in the enclosed postage-paid envelope, or vote by telephone or the Internet.

You should not forward stock certificates with your proxy cards.

Recommendation of the Federal Trust Corporation Board of Directors

The Federal Trust Corporation board of directors has unanimously approved and adopted the Merger Agreement and the transactions it contemplates, including the merger. The Federal Trust Corporation board of directors determined that the merger, the Merger Agreement and the transactions contemplated by the Merger Agreement are advisable and in the best interests of Federal Trust Corporation and its shareholders and unanimously recommends that you vote FOR approval and adoption of the Merger Agreement. See The Merger Federal Trust Corporation's Reasons for the Merger and Recommendation of the Board of Directors on page 19 for a more detailed discussion of the Federal Trust Corporation board of directors' recommendation.

Attending the Federal Trust Corporation Special Meeting

If you want to vote your shares of Federal Trust Corporation common stock held in street name in person at the special meeting, you will have to get a written proxy in your name from the broker, bank or other nominee who holds your shares.

Table of Contents

Participants in Federal Trust Corporation Benefit Plans

If you are a participant in the Employees Savings & Profit Sharing Plan and Trust (401(k) plan) or the Employee Stock Ownership Plan for Federal Trust Corporation and its Subsidiaries, or any other benefit plans through which you can own shares of Federal Trust Corporation common stock, you will have received with this proxy statement voting instruction forms that reflect all shares you may vote under these plans. Under the terms of these plans, the trustee or administrator votes all shares held by the plan, but each participant may direct the trustee or administrator how to vote the shares of Federal Trust Corporation common stock allocated to his or her plan account. If you own shares through any of these plans and do not vote, the respective plan trustees or administrators will vote the shares in accordance with the terms of the respective plans. The deadline for returning your voting instructions may be prior to [meeting date].

Table of Contents**MARKET PRICE AND DIVIDEND DATA FOR FEDERAL TRUST CORPORATION COMMON STOCK**

Federal Trust Corporation's common stock is listed on the Over the Counter Bulletin Board under the symbol FDTR.OB. Prior to November 11, 2008, the common stock was listed on the American Stock Exchange. Trading in the common stock on the American Stock Exchange was suspended on September 30, 2008. The following table shows the high and low prices per share for Federal Trust Corporation common stock as reported on the American Stock Exchange (for periods prior to November 11, 2008), as known to Federal Trust Corporation (for periods beginning with and following November 11, 2008 prior to November 17, 2008) and as reported on the Over the Counter Bulletin Board (for periods beginning with and following November 24, 2008) and the cash dividends declared by Federal Trust Corporation for the periods indicated.

	High	Low	Cash Dividends Paid Per Share
Year Ending December 31, 2008			
Fourth quarter (through _____)	\$	\$	\$
Third quarter			
Second quarter	1.85	0.30	
First quarter	2.95	1.12	
Year Ended December 31, 2007			
Fourth quarter	\$ 5.10	\$ 2.05	\$
Third quarter	8.25	4.30	
Second quarter	10.10	8.10	0.04
First quarter	10.37	9.71	0.04
Year Ended December 31, 2006			
Fourth quarter	\$ 10.50	\$ 9.77	\$ 0.04
Third quarter	11.05	10.36	0.05
Second quarter	12.15	10.00	0.04
First quarter	12.52	9.77	0.04

On November 13, 2008, the last trading day prior to the public announcement that The Hartford and Federal Trust Corporation had entered into the Merger Agreement, the last known trading price of Federal Trust Corporation common stock was \$_____ per share. On _____, 2008, which is the last practicable date prior to the printing of this proxy statement, the closing price of Federal Trust Corporation common stock was \$_____ per share.

As of [record date], there were approximately _____ holders of record of Federal Trust Corporation common stock. This number does not reflect the number of persons or entities who may hold their common stock in nominee or street name through brokerage firms.

INFORMATION ABOUT THE COMPANIES

The Hartford Financial Services Group, Inc. The Hartford is a diversified insurance and financial services holding company. It is among the largest providers of investment products, individual life, group life and disability insurance products, and property and casualty insurance products in the United States. Hartford Fire Insurance Company, or Hartford Fire, founded in 1810, is the oldest of The Hartford's subsidiaries. The Hartford's companies write insurance in the United States and internationally. At September 30, 2008, total assets were \$311.5 billion and total stockholders' equity was \$12.6 billion.

FT Acquisition Corporation. The Hartford has formed FT Acquisition Corporation, a Florida corporation, solely for the purpose of merging with and into Federal Trust Corporation.

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Federal Trust Corporation. Federal Trust Corporation is a Florida corporation that is the holding company for Federal Trust Bank. At September 30, 2008, Federal Trust Corporation had total consolidated assets of \$601.7

Table of Contents

million, total deposits of \$410.7 million and total shareholders' equity of \$9.9 million. The principal executive office of Federal Trust Corporation is located at 312 West 1st Street, Sanford, Florida 32771, and its telephone number at that address is (407) 323-1833.

Federal Trust Bank. Federal Trust Bank, a wholly owned subsidiary of Federal Trust Corporation, is a federally-chartered savings bank whose deposits are insured by the Federal Deposit Insurance Corporation to the fullest extent permitted by law. Federal Trust Bank operates 11 full-service offices in Seminole, Orange, Volusia, Lake and Flagler Counties, Florida. The principal executive office of Federal Trust Bank is located at 312 West 1st Street, Sanford, Florida 32771, and its telephone number at that address is (407) 323-1833.

PROPOSAL I APPROVAL OF THE MERGER AGREEMENT

The information in this proxy statement concerning the terms of the merger is qualified in its entirety by reference to the full text of the Merger Agreement, which is attached as Appendix A and incorporated by reference herein. All shareholders are urged to read the Merger Agreement in its entirety, as well as the opinion of our financial advisor attached as Appendix B. All information contained in this proxy statement with respect to The Hartford and its subsidiaries has been supplied by The Hartford for inclusion herein and has not been independently verified by Federal Trust Corporation.

General

As soon as possible after the conditions to consummation of the merger described below have been satisfied or waived, and unless the Merger Agreement has been terminated as discussed below, Federal Trust Corporation and FT Acquisition Corporation, a Florida subsidiary corporation of The Hartford, will merge in accordance with Florida law, with Federal Trust Corporation surviving as a wholly owned subsidiary of The Hartford. Federal Trust Corporation's subsidiary, Federal Trust Bank, will continue to operate as an indirect subsidiary of The Hartford following the merger.

Upon completion of the merger, our shareholders will be entitled to receive \$1.00 in cash for each of their shares of Federal Trust Corporation common stock and shall cease to be shareholders of Federal Trust Corporation.

Background of the Merger

In January 2008, Federal Trust Corporation's Board of Directors, in consultation with its financial advisor, Stifel, Nicolaus & Company, Incorporated, determined to proceed with a rights offering to its existing shareholders that would include a standby purchaser backup component whereby Federal Trust Corporation would agree to sell shares of its common stock to certain institutional investors and high net worth individuals. The proceeds from the rights offering would provide capital to Federal Trust Bank to be used to implement Federal Trust Bank's business plan and to offset additions to the allowance for loan losses resulting from continued deterioration in Federal Trust Bank's loan portfolio. On January 27, 2008, Federal Trust Corporation announced operating results for the year ended December 31, 2007, including an operating loss of \$14.2 million for the year. As a result, as of December 31, 2007, Federal Trust Bank's regulatory capital position fell below that required to be considered well capitalized.

During February 2008, the Office of Thrift Supervision completed its examinations of Federal Trust Corporation and Federal Trust Bank. The Office of Thrift Supervision noted weaknesses and failures relating primarily to Federal Trust Bank's real estate lending practices and asset quality, and their impact on capital and earnings. Following the issuance of the examination reports, the Office of Thrift Supervision presented drafts of cease and desist orders to Federal Trust Corporation and Federal Trust Bank, which orders were designed to ensure that the weaknesses noted in the examinations were properly addressed.

In April 2008, Federal Trust Corporation filed a registration statement with the Securities and Exchange Commission with respect to the rights offering. On April 25, 2008, the Office of Thrift Supervision notified Federal Trust Corporation and Federal Trust Bank that Federal Trust Bank was a troubled institution and that operating restrictions were applicable due to the results of the reports of examination, as well as additional operating restrictions being placed on Federal Trust Corporation and Federal Trust Bank. These included, among other things, limitations on growth, the inability to pay dividends without prior regulatory approval and the inability to make any payments of any kind, or in any form, to any person or entity in an amount exceeding \$5,000 in any calendar month without the prior written approval of the Office of Thrift Supervision.

Table of Contents

Prior to April 2008, Federal Trust Corporation had focused its efforts on the rights offering. However, in April 2008, as a result of difficulties in reaching agreements with the standby purchasers in the rights offering and deteriorating capital market conditions, the Board of Directors asked Stifel, Nicolaus & Company, Incorporated, financial advisor to Federal Trust Corporation, to contact entities that might be interested in acquiring Federal Trust Corporation. Stifel, Nicolaus & Company, Incorporated contacted five entities, including one savings and loan holding company that had previously contacted the Office of Thrift Supervision to request its assistance in getting Federal Trust Corporation to authorize this entity to conduct due diligence on a whole-company acquisition basis, and not as a standby investor. Two of the five entities, including the savings and loan holding company that had contacted the Office of Thrift Supervision, conducted due diligence. Neither of these entities pursued further discussions with Federal Trust Corporation.

On April 29, 2008, Federal Trust Corporation announced operating results for the quarter ended March 31, 2008, including an operating loss of \$2.2 million for the quarter, and an increase in nonperforming assets to \$57.9 million at March 31, 2008 from \$47.7 million at December 31, 2007.

Effective May 12, 2008, Federal Trust Corporation and Federal Trust Bank consented to the issuance by the Office of Thrift Supervision of cease and desist orders. The orders provided that:

Federal Trust Corporation must submit for review and approval by the Office of Thrift Supervision a capital plan to raise additional capital for Federal Trust Bank by July 15, 2008 and, if the additional capital could not be raised by such date, to enter into a merger agreement with a merger or acquisition partner by August 31, 2008;

Federal Trust Bank must submit for review and approval or non-objection by the Office of Thrift Supervision a detailed business plan to strengthen and improve Federal Trust Bank's operations, earnings, liquidity and capital;

Federal Trust Bank must submit quarterly reports to the Office of Thrift Supervision regarding compliance with the business plan;

until the Office of Thrift Supervision approved or provided its non-objection to Federal Trust Bank's business plan, Federal Trust Bank would not be permitted to increase its current levels of construction loans, acquisition and development loans, non-residential permanent mortgage loans, land loans and certain other loans without the prior approval of the Office of Thrift Supervision;

until the Office of Thrift Supervision approved or provided its non-objection to Federal Trust Bank's business plan, Federal Trust Bank would not be permitted to increase its total assets during any quarter in excess of an amount equal to the net interest credited on deposit liabilities during the quarter, without the prior approval of the Office of Thrift Supervision;

Federal Trust Bank must submit for review and approval or non-objection by the Office of Thrift Supervision an asset review program that would (i) strengthen and ensure the timely identification and proper classification of problem assets, (ii) ensure adequate and proper levels of the allowance for loan and lease losses, and (iii) establish individualized resolution plans for problem assets;

Federal Trust Bank would not be permitted to declare a dividend without the prior written approval of the Office of Thrift Supervision;

Federal Trust Bank must revise its legal lending limit policies and procedures to ensure compliance with applicable law and devise an action plan to correct any legal lending limit violations;

Table of Contents

Federal Trust Bank would not be permitted to enter into, renew or modify any agreements with Federal Trust Corporation or enter into affiliated transactions with Federal Trust Corporation, without prior approval of the Office of Thrift Supervision;

Federal Trust Bank would not be permitted to enter into any third-party contracts for services outside the normal course of business without prior review and approval of the Office of Thrift Supervision;

the Board of Directors of Federal Trust Bank must submit a plan to strengthen the Board of Directors' oversight of management and Federal Trust Bank's operations;

the Board of Directors of Federal Trust Bank must conduct a review of Federal Trust Bank's lending functions and assess the qualifications, experience and proficiency of Federal Trust Bank's management and lending staff; and

the Board of Directors of Federal Trust Bank must establish a committee comprised of non-employee directors to monitor and coordinate Federal Trust Bank's compliance with the provisions of its enforcement order.

On May 12, 2008, Federal Trust Corporation priced its rights offering and the related standby offering. Shares of common stock would be sold to shareholders and to the standby purchasers (certain institutional investors and high net worth individuals) at a price of \$0.95 per share. Federal Trust Corporation agreed to sell to the standby purchasers up to \$23.4 million of shares of common stock. Federal Trust Corporation also agreed to provide two of these Standby Purchasers a total of 10,000,000 warrants exercisable for up to 10,000,000 shares of common stock at \$0.95 per share. As a result of the rights offering, the standby purchasers would have owned between 47.7% and 62.2% of Federal Trust Corporation's outstanding shares of common stock, and would have held warrants entitling two of the standby purchasers the right to purchase in the aggregate up to an additional 24.4% of Federal Trust Corporation's outstanding shares of common stock.

On June 5, 2008, Federal Trust Corporation announced its intention to update the financial and business information contained in its prospectus dated May 12, 2008 and to initiate a new rights offering, which could include additional standby purchasers.

On June 9, 2008, Federal Trust Corporation received an unsolicited, non-binding indication of interest from a large private equity fund that was interested in purchasing Federal Trust Corporation and Federal Trust Bank in an all-cash acquisition. This private equity fund conducted on-site due diligence on June 18, 2008. However, following further discussions between management and the private equity fund, the private equity fund determined not to pursue further negotiations.

On June 27, 2008, Federal Trust Corporation filed a prospectus with the Securities and Exchange Commission related to the new rights offering. On that same date, Federal Trust Corporation filed amendments to its annual report on Form 10-K for the year ended December 31, 2007 and its quarterly report for the quarter ended March 31, 2008. The amendments reflected recalculations and resulting reductions to regulatory capital ratios as of December 31, 2007 and March 31, 2008.

On June 27, 2008, and in accordance with the terms of the Indenture governing the debentures issued by Federal Trust Corporation to Federal Trust Statutory Trust I, Federal Trust Corporation notified the trustee of the Federal Trust Statutory Trust I of Federal Trust Corporation's intention to defer its interest payments payable September 2008 on the debentures. As a result, Federal Trust Statutory Trust I would defer its payments of dividends on the \$5.0 million of trust preferred securities it originally issued to investors in September 2003. Such notification was made to the trustee in connection with the restriction by the Office of Thrift Supervision on Federal Trust Corporation's ability to make payments to third parties in excess of \$5,000.

On July 23, 2008, Federal Trust Corporation announced that the Office of Thrift Supervision had extended the deadline for Federal Trust Corporation to raise additional capital to September 30, 2008. The Office of Thrift Supervision also extended the deadline for the Company to execute a merger agreement if the capital raising efforts were unsuccessful to November 15, 2008. On July 25, 2008, Federal Trust Corporation announced operating results for the quarter ended June 30, 2008, including an operating loss of \$2.8 million for the quarter.

Table of Contents

Beginning in August 2008, Stifel, Nicolaus & Company, Incorporated contacted nine new individuals or organizations that might be interested in acquiring Federal Trust Corporation, and re-contacted three organizations that had previously been contacted in April 2008. A number of these potential acquirers were only interested in acquiring Federal Trust Bank in an assisted transaction (through the Federal Deposit Insurance Corporation), whereby shareholders of Federal Trust Corporation would receive no consideration for their shares of common stock. Although some of these 12 individuals and entities submitted indications of interest and/or conducted due diligence, none maintained an interest in pursuing a transaction following their due diligence.

On August 4, 2008, following discussions with the standby purchasers in the rights offering, the Board of Directors announced that it would offer shares of stock for sale in a public offering instead of in a rights offering. Federal Trust Corporation prepared amendments to the existing agreements with the standby purchasers that reflected the terms of the new stock offering.

On August 8, 2008, the Board of Directors of Federal Trust Corporation determined that the financial statements for the three months ended March 31, 2008 as included in Federal Trust Corporation's Amendment No. 1 to its Quarterly Report on Form 10-Q/A for the Quarter Ended March 31, 2008, and the financial statements for the three and six months ended June 30, 2008 as included in its press release dated July 25, 2008, should no longer be relied upon because Federal Trust Corporation was restating earnings previously reported for the quarter ended March 31, 2008 and for the three and six months ended June 30, 2008.

The restatement represented Federal Trust Corporation's reassessment of its operating losses and trends in past due and non-performing loans over the five quarters ending March 31, 2008. As a result of this reassessment, Federal Trust Corporation determined that, in accordance with applicable accounting literature, it was more likely than not that Federal Trust Corporation's deferred tax asset would not be realized and, therefore, Federal Trust Corporation recorded a deferred tax asset valuation allowance at March 31, 2008 of \$9.1 million. As a result of the restatement, Federal Trust Corporation's operating loss was \$11.2 million for the three months ended March 31, 2008, compared to \$2.2 million as previously reported, and was \$15.8 million for the six months ended June 30, 2008, compared to \$5.1 million as previously reported.

On August 11, 2008, Federal Trust Corporation entered into a non-binding letter of intent with Sidhu Advisors FDT, LLC (Sidhu), whereby Sidhu, or a newly-formed affiliate, would invest at least \$30 million in Federal Trust Corporation and acquire control of Federal Trust Corporation. The proposed transaction was subject to the negotiation of a definitive agreement between Federal Trust Corporation and Sidhu and other conditions, including completion of an updated due diligence review of Federal Trust Corporation by Sidhu. Following completion of this updated due diligence review, the letter of intent expired August 25, 2008 without Federal Trust Corporation and Sidhu entering into a definitive agreement. As a result of this inability to reach agreement with one of its prior standby investors, and an indication from the other primary standby investor that it was no longer interested in participating in a recapitalization transaction, Federal Trust Corporation did not continue its efforts to raise capital in a public stock offering.

On September 19, 2008, Federal Trust Corporation entered into a non-binding letter of intent with an investor group based in New York and Florida, whereby the investor group would invest between \$40 million and \$55 million in Federal Trust Corporation and acquire control of Federal Trust Corporation. Negotiations terminated following completion of due diligence. On September 30, 2008, trading in Federal Trust Corporation's common stock was halted by the American Stock Exchange.

Management of Federal Trust Corporation continued to receive indications of interest from other entities that were interested in purchasing Federal Trust Corporation and/or Federal Trust Bank. In early October 2008, Federal Trust Bank entered into a confidentiality agreement with one of these entities and that entity conducted preliminary due diligence. That entity never pursued further discussions with Federal Trust Corporation, and none of the other parties who had contacted management entered into confidentiality agreements that would enable them to conduct due diligence.

Table of Contents

On October 24, 2008, President and Chief Executive Officer Dennis T. Ward received a call from the Office of Thrift Supervision indicating that Mr. Ward should contact an attorney who represented an entity that might be interested in acquiring Federal Trust Corporation. Mr. Ward received a similar call from the Office of Thrift Supervision that same day with respect to another attorney who represented a second entity. Mr. Ward contacted the attorney referenced in the first call on October 24, 2008, who indicated that his client was The Hartford. Mr. Ward also left a message for the second individual on that same day. That same day, The Hartford provided Mr. Ward a form of confidentiality agreement, which Mr.

(unaudited)

Accumulated

Additional

Other

Preferred

Common Stock

Paid-In

Retained

Comprehensive

(in thousands, except share and per share data)

Stock

Shares

Amount

Capital

Earnings

Income (Loss)

Total
Balance, December 31, 2016

\$
—

16,137,999

\$
3,000

\$
21,462

\$
141,956

\$
(1,042
)

\$
165,376

Net income

—

—

—

—

6,106

—

6,106

Other comprehensive income, net of tax

—

—

—

—

—

1,072

1,072

Cash dividends declared, \$0.17 per common share

—

—

—

—

(2,743
)

—

(2,743
)
Stock-based compensation costs

—

—

—

514

—

—

514

Issuance of common stock upon vesting of restricted

stock units, net of shares withheld for payroll taxes

—

49,162

—

(553
)

—

—

(553
)
Balance, March 31, 2017

\$
—

16,187,161

\$
3,000

\$
21,423

\$
145,319

\$
30

\$
169,772

Balance, December 31, 2017

\$
—

16,215,672

\$
3,000

\$
23,463

\$
153,527

\$
(1,892
)

\$
178,098

Reclassification of stranded tax effects of rate change

—

—

—

—

370

(370
)

—

Net income

—

—

—

—

7,384

—

7,384

Other comprehensive loss, net of tax

—

—

—

—

—

(3,774
)

(3,774
)

Cash dividends declared, \$0.18 per common share

—

—

—

—

(2,919
)

—

(2,919
)

Stock-based compensation costs

—

—

—

529

—

—

529

Issuance of common stock upon vesting of restricted

stock units, net of shares withheld for payroll taxes

—

55,822

—

(1,076
)

—

—

(1,076
)
Balance, March 31, 2018

\$
—

16,271,494

\$
3,000

\$
22,916

\$
158,362

\$
(6,036
)

\$
178,242

See Notes to Consolidated Financial Statements.

7

Table of ContentsWest Bancorporation, Inc. and Subsidiary
Consolidated Statements of Cash Flows
(unaudited)

	Three Months Ended March 31,	
(in thousands)	2018	2017
Cash Flows from Operating Activities:		
Net income	\$7,384	\$6,106
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	150	—
Net amortization and accretion	1,252	904
Investment securities losses, net	—	3
Stock-based compensation	529	514
Increase in cash value of bank-owned life insurance	(158)	(154)
Gain from bank-owned life insurance	—	(307)
Depreciation	353	341
Deferred income taxes	279	450
Change in assets and liabilities:		
(Increase) decrease in accrued interest receivable	57	(264)
Increase in other assets	(149)	(418)
Decrease in accrued expenses and other liabilities	(124)	(99)
Net cash provided by operating activities	9,573	7,076
Cash Flows from Investing Activities:		
Proceeds from sales of securities available for sale	—	8,999
Proceeds from maturities and calls of investment securities	9,464	12,437
Purchases of securities available for sale	(10,000)	(21,108)
Purchases of Federal Home Loan Bank stock	(2,134)	(7,034)
Proceeds from redemption of Federal Home Loan Bank stock	1,178	5,695
Net (increase) decrease in loans	8,102	(46,550)
Purchases of premises and equipment	(13)	(32)
Proceeds of principal and earnings from bank-owned life insurance	—	451
Net cash provided by (used in) investing activities	6,597	(47,142)
Cash Flows from Financing Activities:		
Net decrease in deposits	(72,655)	(17,851)
Net increase in federal funds purchased	51,275	27,735
Principal payments on long-term debt	(1,278)	(828)
Common stock dividends paid	(2,919)	(2,743)
Restricted stock units withheld for payroll taxes	(1,076)	(553)
Net cash provided by (used in) financing activities	(26,653)	5,760
Net decrease in cash and cash equivalents	(10,483)	(34,306)
Cash and Cash Equivalents:		
Beginning	47,949	76,836
Ending	\$37,466	\$42,530
Supplemental Disclosures of Cash Flow Information:		
Cash payments for:		
Interest	\$4,196	\$2,361
Income taxes	—	—

Supplemental Disclosure of Noncash Investing Activities:

Transfer of investment securities held to maturity to available for sale	\$45,527	\$—
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See Notes to Consolidated Financial Statements.

8

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

1. Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared by West Bancorporation, Inc. (the Company) pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements have been condensed or omitted pursuant to such rules and regulations. Although management believes that the disclosures are adequate to make the information presented understandable, it is suggested that these interim consolidated financial statements be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2017. In the opinion of management, the accompanying consolidated financial statements of the Company contain all adjustments necessary to fairly present its financial position as of March 31, 2018 and December 31, 2017, and net income, comprehensive income and cash flows for the three months ended March 31, 2018 and 2017. The results for these interim periods may not be indicative of results for the entire year or for any other period.

The consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles (GAAP) established by the Financial Accounting Standards Board (FASB). References to GAAP issued by the FASB in these footnotes are to the FASB Accounting Standards Codification™, sometimes referred to as the Codification or ASC. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses for the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term are the fair value of financial instruments and the allowance for loan losses.

The accompanying unaudited consolidated financial statements include the accounts of the Company, West Bank and West Bank's wholly-owned subsidiary WB Funding Corporation (which was liquidated in March 2018). All significant intercompany transactions and balances have been eliminated in consolidation. In accordance with GAAP, West Bancorporation Capital Trust I is recorded on the books of the Company using the equity method of accounting and is not consolidated.

Current accounting developments: In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). The guidance in this update supersedes the revenue recognition requirements in ASC Topic 605, Revenue Recognition, and most industry-specific guidance throughout the industry topics of the Codification. For public companies, this update was effective for interim and annual periods beginning after December 15, 2017. The Company adopted the guidance effective January 1, 2018, using the modified retrospective method. The Company's revenue is primarily composed of interest income on financial instruments, including investment securities and loans, which are excluded from the scope of this update. Also excluded from the scope of the update is revenue from bank-owned life insurance, loan fees and letter of credit fees. Approximately 90 percent of the Company's revenue is outside the scope of this update. Deposit account related fees, including service charges, debit card usage fees, overdraft fees and wire transfer fees are within the scope of the guidance; however, revenue recognition practices did not change under the guidance, as deposit agreements are considered day-to-day contracts. Deposit account transaction related fees will continue to be recognized as the services are performed. Other noninterest income sources of revenue are considered immaterial. Implementation of the guidance did not change current business practices. Implementation of the guidance did not have a material impact on the Company's consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The update enhances the reporting model for financial instruments to provide users of financial statements with more decision-useful information by updating certain aspects of recognition, measurement, presentation and disclosure of financial instruments. Among other changes, the update requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, and clarifies that entities should evaluate the need for a valuation allowance on a deferred tax asset related to available for sale securities in combination with the entities' other deferred tax assets. For public companies, this update was effective for interim and annual periods beginning after December 15, 2017. The Company adopted the guidance effective January 1, 2018, using the modified retrospective method. Upon adoption, the fair value of the Company's loan portfolio is now presented using an exit price method. Also, the Company is no longer required to disclose the methodologies used for estimating fair value of financial assets and liabilities that are not measured at fair value on a recurring or nonrecurring basis. The remaining requirements of this update did not have a material impact on the Company's consolidated financial statements.

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). The guidance in the update supersedes the requirements in ASC Topic 840, Leases. The guidance is intended to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet for leases with terms of more than 12 months. For public companies, this update will be effective for interim and annual periods beginning after December 15, 2018, and is to be applied on a modified retrospective basis. The Company currently leases its main location and space for six other branch offices and operational departments under operating leases that will result in recognition of lease assets and lease liabilities on the consolidated balance sheets under the update. The amount of assets and liabilities added to the balance sheet are not expected to have a material impact on the Company's consolidated financial statements per preliminary estimates.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments—Credit Losses (Topic 326). The amendments in this update require a financial asset (or a group of financial assets) measured at amortized cost basis to be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial assets to present the net carrying value at the amount expected to be collected on the financial assets. Under the updates, the income statement will reflect the measurement of credit losses for newly recognized financial assets, as well as the expected increases or decreases of expected credit losses that have taken place during the period. The measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectibility of the reported amount of financial assets. An entity must use judgment in determining the relevant information and estimation methods that are appropriate in its circumstances. The allowance for credit losses for purchased financial assets with a more-than-insignificant amount of credit deterioration since origination that are measured at amortized cost basis will be determined in a similar manner to other financial assets measured at amortized cost basis; however, the initial allowance for credit losses will be added to the purchase price rather than being reported as a credit loss expense. Only subsequent changes in the allowance for credit losses will be recorded as a credit loss expense for these assets. Off-balance-sheet arrangements such as commitments to extend credit, guarantees and standby letters of credit that are not considered derivatives under ASC 815 and are not unconditionally cancellable are also within the scope of this update. Credit losses relating to available for sale debt securities should be recorded through an allowance for credit losses. For public companies, the update is effective for annual periods beginning after December 15, 2019, including interim periods within those fiscal years. All entities may adopt the amendments in this update earlier as of fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. An entity will apply the amendments in this update on a modified retrospective basis through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. The Company does not plan to early adopt this standard, but is currently planning for the implementation. It is too early to assess the impact that this guidance will have on the Company's consolidated financial statements.

In August 2017, the FASB issued ASU No. 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities. The amendments in this update make targeted changes to the existing hedge accounting model to better align the accounting rules with a company's risk management activities, and to simplify the application of the hedge accounting model. The update expands the types of transactions eligible for hedge accounting, eliminates the requirement to separately measure and present hedge ineffectiveness, and simplifies the way assessments of hedge ineffectiveness may be performed. The update also permits a one-time reclassification of prepayable debt securities from held to maturity classification to available for sale. For public companies, the update

is effective for annual periods beginning after December 15, 2018, with early adoption permitted, including in an interim period. The amendments' presentation and disclosure guidance is required on a prospective basis. The Company adopted the guidance effective January 1, 2018. The requirements of this update related to the Company's hedging activities did not have any impact on the Company's consolidated financial statements. Upon adoption, the Company elected to transfer all its held to maturity securities portfolio to available for sale. The transferred securities had an amortized cost basis of \$45,527 and a fair value of \$45,890. Upon transfer, the Company recorded an adjustment of \$273 to accumulated other comprehensive income, net of deferred income taxes, for the unrealized gains and losses related to the transferred securities.

In February 2018, the FASB issued ASU No. 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. The amendment in this update allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the December 22, 2017, enactment of the reduced federal corporate income tax rate, which became effective in 2018. For public companies, the update is effective for annual periods beginning after December 15, 2018, with early adoption permitted. The amendment can be adopted at the beginning of the period or on a retrospective basis. The Company adopted the amendment effective January 1, 2018, using the beginning of period method. The reclassified amount was \$370.

Table of Contents

West Bancorporation, Inc. and Subsidiary
 Notes to Consolidated Financial Statements
 (unaudited)
 (dollars in thousands, except per share data)

2. Earnings per Common Share

Basic earnings per common share are computed by dividing net income by the weighted average number of common shares outstanding for the period. Diluted earnings per common share reflect the potential dilution that could occur if the Company's outstanding restricted stock units were vested. The dilutive effect was computed using the treasury stock method, which assumes all stock-based awards were exercised and the hypothetical proceeds from exercise were used by the Company to purchase common stock at the average market price during the period. The incremental shares, to the extent they would have been dilutive, were included in the denominator of the diluted earnings per common share calculation. The calculations of earnings per common share and diluted earnings per common share for the three months ended March 31, 2018 and 2017 are presented in the following table.

(in thousands, except per share data)	Three Months Ended March 31,	
	2018	2017
Net income	\$7,384	\$6,106
Weighted average common shares outstanding	16,219	16,141
Weighted average effect of restricted stock units outstanding	189	151
Diluted weighted average common shares outstanding	16,408	16,292
Basic earnings per common share	\$0.46	\$0.38
Diluted earnings per common share	\$0.45	\$0.37
Number of anti-dilutive common stock equivalents excluded from diluted earnings per share computation	8	—

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

3. Investment Securities

The following tables show the amortized cost, gross unrealized gains and losses, and fair value of investment securities, by investment security type as of March 31, 2018 and December 31, 2017.

	March 31, 2018			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
Securities available for sale:				
State and political subdivisions	\$191,622	\$ 293	\$(4,242)	\$187,673
Collateralized mortgage obligations ⁽¹⁾	156,873	3	(4,421)	152,455
Mortgage-backed securities ⁽¹⁾	58,565	7	(1,118)	57,454
Asset-backed securities ⁽²⁾	43,562	66	(323)	43,305
Trust preferred security	2,139	—	(139)	2,000
Corporate notes	40,278	270	(648)	39,900
	\$493,039	\$ 639	\$(10,891)	\$482,787

	December 31, 2017			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
Securities available for sale:				
State and political subdivisions	\$146,331	\$ 928	\$(946)	\$146,313
Collateralized mortgage obligations ⁽¹⁾	162,631	28	(2,727)	159,932
Mortgage-backed securities ⁽¹⁾	60,956	20	(547)	60,429
Asset-backed securities ⁽²⁾	45,539	8	(352)	45,195
Trust preferred security	2,134	—	(128)	2,006
Corporate notes	30,278	331	(265)	30,344
	\$447,869	\$ 1,315	\$(4,965)	\$444,219

Securities held to maturity:

State and political subdivisions	\$45,527	\$ 460	\$(97)	\$45,890
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All collateralized mortgage obligations and mortgage-backed securities consist of residential mortgage (1)pass-through securities guaranteed by FHLMC or FNMA, real estate mortgage investment conduits guaranteed by FNMA, FHLMC or GNMA, and commercial mortgage pass-through securities guaranteed by the SBA.

(2) Pass-through asset-backed securities guaranteed by the SBA, representing participating interests in pools of long-term debentures issued by state and local development companies certified by the SBA.

On January 1, 2018, the Company adopted the amendments of ASU No. 2017-12 and, as a result, elected to transfer all securities classified as held to maturity to available for sale. At the date of reclassification, the held to maturity securities portfolio was carried at an amortized cost of \$45,527. The reclassification of securities between categories was accounted for at fair value. At the date of reclassification, the securities had a fair value of \$45,890 and net

unrealized holding gains of \$273, which were recorded net of tax in other comprehensive income. The transfer enhanced liquidity and increased flexibility with regard to asset-liability management and balance sheet composition.

Investment securities with an amortized cost of approximately \$117,276 and \$120,338 as of March 31, 2018 and December 31, 2017, respectively, were pledged to secure access to the Federal Reserve discount window, for public fund deposits, and for other purposes as required or permitted by law or regulation.

12

Table of Contents

West Bancorporation, Inc. and Subsidiary
 Notes to Consolidated Financial Statements
 (unaudited)
 (dollars in thousands, except per share data)

The amortized cost and fair value of investment securities available for sale as of March 31, 2018, by contractual maturity, are shown below. Certain securities have call features that allow the issuer to call the securities prior to maturity. Expected maturities may differ from contractual maturities for collateralized mortgage obligations, mortgage-backed securities and asset-backed securities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Therefore, collateralized mortgage obligations, mortgage-backed securities and asset-backed securities are not included in the maturity categories within the following maturity summary.

	March 31, 2018	
	Amortized Cost	Fair Value
Due in one year or less	\$110	\$110
Due after one year through five years	3,946	3,926
Due after five years through ten years	74,586	73,682
Due after ten years	155,397	151,855
	234,039	229,573
Collateralized mortgage obligations, mortgage-backed and asset-backed securities	259,000	253,214
	\$493,039	\$482,787

The details of the sales of investment securities available for sale for the three months ended March 31, 2018 and 2017 are summarized in the following table.

	Three Months Ended March 31, 2018	2017
Proceeds from sales	\$8,999	\$—
Gross gains on sales	—	39
Gross losses on sales	—	42

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

The following tables show the fair value and gross unrealized losses, aggregated by investment type and length of time that individual securities have been in a continuous loss position, as of March 31, 2018 and December 31, 2017.

March 31, 2018

	Less than 12 months		12 months or longer		Total	
	Fair Value	Gross Unrealized (Losses)	Fair Value	Gross Unrealized (Losses)	Fair Value	Gross Unrealized (Losses)
Securities available for sale:						
State and political subdivisions	\$156,316	\$(4,232)	\$1,727	\$(10)	\$158,043	\$(4,242)
Collateralized mortgage obligations	106,623	(2,778)	43,597	(1,643)	150,220	(4,421)
Mortgage-backed securities	53,791	(1,118)	—	—	53,791	(1,118)
Asset-backed securities	29,837	(323)	—	—	29,837	(323)
Trust preferred security	—	—	2,000	(139)	2,000	(139)
Corporate notes	24,347	(648)	—	—	24,347	(648)
	\$370,914	\$(9,099)	\$47,324	\$(1,792)	\$418,238	\$(10,891)

December 31, 2017

	Less than 12 months		12 months or longer		Total	
	Fair Value	Gross Unrealized (Losses)	Fair Value	Gross Unrealized (Losses)	Fair Value	Gross Unrealized (Losses)
Securities available for sale:						
State and political subdivisions	\$86,750	\$(946)	\$—	\$—	\$86,750	\$(946)
Collateralized mortgage obligations	107,526	(1,583)	46,396	(1,144)	153,922	(2,727)
Mortgage-backed securities	53,974	(547)	—	—	53,974	(547)
Asset-backed securities	38,652	(352)	—	—	38,652	(352)
Trust preferred security	—	—	2,006	(128)	2,006	(128)
Corporate notes	14,735	(265)	—	—	14,735	(265)
	\$301,637	\$(3,693)	\$48,402	\$(1,272)	\$350,039	\$(4,965)

Securities held to maturity:

State and political subdivisions	\$12,611	\$(70)	\$1,740	\$(27)	\$14,351	\$(97)
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As of March 31, 2018, the available for sale securities with unrealized losses included 225 state and political subdivision securities, 41 collateralized mortgage obligation securities, 15 mortgage-backed securities, five asset-backed securities, one trust preferred security and nine corporate notes. The Company believed the unrealized losses on investments available for sale as of March 31, 2018 were due to market conditions rather than reduced estimated cash flows. The Company does not intend to sell these securities, does not anticipate that these securities will be required to be sold before anticipated recovery, and expects full principal and interest to be collected. Therefore, the Company did not consider these investments to have other than temporary impairment as of March 31, 2018.

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

4. Loans and Allowance for Loan Losses

Loans consisted of the following segments as of March 31, 2018 and December 31, 2017.

	March 31, 2018	December 31, 2017
Commercial	\$316,188	\$347,482
Real estate:		
Construction, land and land development	173,495	207,451
1-4 family residential first mortgages	50,229	51,044
Home equity	13,756	13,811
Commercial	944,067	886,114
Consumer and other	6,450	6,363
	1,504,185	1,512,265
Net unamortized fees and costs	(1,902)	(1,765)
	\$1,502,283	\$1,510,500

Real estate loans of approximately \$730,000 and \$810,000 were pledged as security for Federal Home Loan Bank (FHLB) advances as of March 31, 2018 and December 31, 2017, respectively.

Loans are stated at the principal amounts outstanding, net of unamortized loan fees and costs, with interest income recognized on the interest method based upon the terms of the loan. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the related loan yield using the interest method. Loans are reported by the portfolio segments identified above and are analyzed by management on this basis. All loan policies identified below apply to all segments of the loan portfolio.

Delinquencies are determined based on the payment terms of the individual loan agreements. The accrual of interest on past due and other impaired loans is generally discontinued at 90 days past due or when, in the opinion of management, the borrower may be unable to make all payments pursuant to contractual terms. Unless considered collectible, all interest accrued but not collected for loans that are placed on nonaccrual or charged off is reversed against interest income, if accrued in the current year, or charged to the allowance for loan losses, if accrued in the prior year. Generally, all payments received while a loan is on nonaccrual status are applied to the principal balance of the loan. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured.

A loan is classified as a troubled debt restructured (TDR) loan when the Company separately concludes that a borrower is experiencing financial difficulties and a concession is granted that would not otherwise be considered. Concessions may include a restructuring of the loan terms to alleviate the burden of the borrower's cash requirements, such as an extension of the payment terms beyond the original maturity date or a change in the interest rate charged. TDR loans with extended payment terms are accounted for as impaired until performance is established. A change to the interest rate would change the classification of a loan to a TDR loan if the restructured loan yields a rate that is below a market rate for that of a new loan with comparable risk. TDR loans with below-market rates are considered impaired until fully collected. TDR loans may also be reported as nonaccrual or 90 days past due if they are not performing per the restructured terms.

Based upon its ongoing assessment of credit quality within the loan portfolio, the Company maintains a Watch List, which includes loans classified as Doubtful, Substandard and Watch according to the Company's classification criteria. These loans involve the anticipated potential for payment defaults or collateral inadequacies. A loan on the Watch List is considered impaired when management believes it is probable the Company will be unable to collect all contractual principal and interest payments due in accordance with the terms of the loan agreement. Impaired loans are measured based on the present value of expected future cash flows discounted at the loan's effective interest rate or, as a practical expedient, at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. The amount of impairment, if any, and any subsequent changes are included in the allowance for loan losses.

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

TDR loans totaled \$191 and \$220 as of March 31, 2018 and December 31, 2017, respectively, and were included in the nonaccrual category. There were no loan modifications considered to be TDR that occurred during the three months ended March 31, 2018 and 2017. No TDR loans that were modified within the twelve months preceding March 31, 2018 and March 31, 2017 have subsequently had a payment default. A TDR loan is considered to have a payment default when it is past due 30 days or more.

The following table summarizes the recorded investment in impaired loans by segment, broken down by loans with no related allowance for loan losses and loans with a related allowance and the amount of that allowance as of March 31, 2018 and December 31, 2017.

	March 31, 2018			December 31, 2017		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:						
Commercial	\$883	\$ 883	\$ —	\$—	\$ —	\$ —
Real estate:						
Construction, land and land development	—	—	—	—	—	—
1-4 family residential first mortgages	122	122	—	91	91	—
Home equity	172	172	—	172	172	—
Commercial	798	798	—	220	220	—
Consumer and other	—	—	—	—	—	—
	1,975	1,975	—	483	483	—
With an allowance recorded:						
Commercial	—	—	—	—	—	—
Real estate:						
Construction, land and land development	—	—	—	—	—	—
1-4 family residential first mortgages	—	—	—	—	—	—
Home equity	18	18	18	21	21	21
Commercial	114	114	114	118	118	118
Consumer and other	—	—	—	—	—	—
	132	132	132	139	139	139
Total:						
Commercial	883	883	—	—	—	—
Real estate:						
Construction, land and land development	—	—	—	—	—	—
1-4 family residential first mortgages	122	122	—	91	91	—
Home equity	190	190	18	193	193	21
Commercial	912	912	114	338	338	118
Consumer and other	—	—	—	—	—	—
	\$2,107	\$ 2,107	\$ 132	\$622	\$ 622	\$ 139

The balance of impaired loans at March 31, 2018 and December 31, 2017 was composed of seven and five different borrowers, respectively. The Company has no commitments to advance additional funds on any of the impaired loans.

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

The following table summarizes the average recorded investment and interest income recognized on impaired loans by segment for the three months ended March 31, 2018 and 2017.

	Three Months Ended March 31,				
	2018		2017		
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized	
With no related allowance recorded:					
Commercial	\$270	\$	—\$ 26	\$	—
Real estate:					
Construction, land and land development	—	—	—	—	—
1-4 family residential first mortgages	115	—	107	—	—
Home equity	172	—	38	—	—
Commercial	357	—	319	—	—
Consumer and other	—	—	—	—	—
	914	—	490	—	—
With an allowance recorded:					
Commercial	—	—	89	—	—
Real estate:					
Construction, land and land development	—	—	—	—	—
1-4 family residential first mortgages	—	—	—	—	—
Home equity	20	—	272	—	—
Commercial	116	—	134	—	—
Consumer and other	—	—	—	—	—
	136	—	495	—	—
Total:					
Commercial	270	—	115	—	—
Real estate:					
Construction, land and land development	—	—	—	—	—
1-4 family residential first mortgages	115	—	107	—	—
Home equity	192	—	310	—	—
Commercial	473	—	453	—	—
Consumer and other	—	—	—	—	—
	\$1,050	\$	—\$ 985	\$	—

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

The following tables provide an analysis of the payment status of the recorded investment in loans as of March 31, 2018 and December 31, 2017.

	March 31, 2018						
	30-59	60-89	Days	Total			
	Days	Days	or	Past	Current	Nonaccrual	Total
	Past	Past	More	Past		Loans	Loans
	Due	Due	Past	Due			
			Due				
Commercial	\$13	\$10	\$	-\$23	\$315,282	\$883	\$316,188
Real estate:							
Construction, land and land development	—	—	—	—	173,495	—	173,495
1-4 family residential first mortgages	—	—	—	—	50,107	122	50,229
Home equity	30	—	—	30	13,536	190	13,756
Commercial	—	—	—	—	943,155	912	944,067
Consumer and other	—	—	—	—	6,450	—	6,450
Total	\$43	\$10	\$	-\$53	\$1,502,025	\$2,107	\$1,504,185
	December 31, 2017						
	30-59	60-89	Days	Total			
	Days	Days	or	Past	Current	Nonaccrual	Total
	Past	Past	More	Past		Loans	Loans
	Due	Due	Past	Due			
			Due				
Commercial	\$40	\$20	\$	-\$60	\$347,422	\$	\$347,482
Real estate:							
Construction, land and land development	—	—	—	—	207,451	—	207,451
1-4 family residential first mortgages	—	75	—	75	50,878	91	51,044
Home equity	—	—	—	—	13,618	193	13,811
Commercial	—	—	—	—	885,776	338	886,114
Consumer and other	—	—	—	—	6,363	—	6,363
Total	\$40	\$95	\$	-\$135	\$1,511,508	\$622	\$1,512,265

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

The following tables present the recorded investment in loans by credit quality indicator and loan segment as of March 31, 2018 and December 31, 2017.

	March 31, 2018				
	Pass	Watch	Substandard	Doubtful	Total
Commercial	\$310,620	\$3,665	\$ 1,903	\$	—\$316,188
Real estate:					
Construction, land and land development	172,324	1,171	—	—	173,495
1-4 family residential first mortgages	49,228	798	203	—	50,229
Home equity	13,415	51	290	—	13,756
Commercial	915,076	20,349	8,642	—	944,067
Consumer and other	6,416	34	—	—	6,450
Total	\$1,467,079	\$26,068	\$ 11,038	\$	—\$1,504,185
	December 31, 2017				
	Pass	Watch	Substandard	Doubtful	Total
Commercial	\$344,586	\$901	\$ 1,995	\$	—\$347,482
Real estate:					
Construction, land and land development	206,719	732	—	—	207,451
1-4 family residential first mortgages	49,905	890	249	—	51,044
Home equity	13,466	54	291	—	13,811
Commercial	856,789	20,574	8,751	—	886,114
Consumer and other	6,327	36	—	—	6,363
Total	\$1,477,792	\$23,187	\$ 11,286	\$	—\$1,512,265

All loans are subject to the assessment of a credit quality indicator. Risk ratings are assigned for each loan at the time of approval, and they change as circumstances dictate during the term of the loan. The Company utilizes a 9-point risk rating scale as shown below, with ratings 1 - 5 included in the Pass column, rating 6 included in the Watch column, ratings 7 - 8 included in the Substandard column and rating 9 included in the Doubtful column. All loans classified as impaired that are included in the specific evaluation of the allowance for loan losses are included in the Substandard column along with all other loans with ratings of 7 - 8.

Risk rating 1: The loan is secured by cash equivalent collateral.

Risk rating 2: The loan is secured by properly margined marketable securities, bonds or cash surrender value of life insurance.

Risk rating 3: The borrower is in strong financial condition and has strong debt service capacity. The loan is performing as agreed, and the financial characteristics and trends of the borrower exceed industry statistics.

Risk rating 4: The borrower's financial condition is satisfactory and stable. The borrower has satisfactory debt service capacity, and the loan is well secured. The loan is performing as agreed, and the financial characteristics and trends fall in line with industry statistics.

Risk rating 5: The borrower's financial condition is less than satisfactory. The loan is still generally paying as agreed, but strained cash flows may cause some slowness in payments. The collateral values adequately preclude loss on the

loan. Financial characteristics and trends lag industry statistics. There may be noncompliance with loan covenants.

Risk rating 6: The borrower's financial condition is deficient. Payment delinquencies may be more common. Collateral values still protect from loss, but margins are narrow. The loan may be reliant on secondary sources of repayment, including liquidation of collateral and guarantor support.

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

Risk rating 7: The loan is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Well-defined weaknesses exist that jeopardize the liquidation of the debt. The Company is inadequately protected by the valuation or paying capacity of the collateral pledged. If deficiencies are not corrected, there is a distinct possibility that a loss will be sustained.

Risk rating 8: All the characteristics of rating 7 exist with the added condition that the loan is past due more than 90 days or there is reason to believe the Company will not receive its principal and interest according to the terms of the loan agreement.

Risk rating 9: All the weaknesses inherent in risk ratings 7 and 8 exist with the added condition that collection or liquidation, on the basis of currently known facts, conditions and values, is highly questionable and improbable. A loan reaching this category would most likely be charged off.

Credit quality indicators for all loans and the Company's risk rating process are dynamic and updated on a continuous basis. Risk ratings are updated as circumstances that could affect the repayment of an individual loan are brought to management's attention through an established monitoring process. Individual lenders initiate changes as appropriate for ratings 1 through 5, and changes for ratings 6 through 9 are initiated via communications with management. The likelihood of loss increases as the risk rating increases and is generally preceded by a loan appearing on the Watch List, which consists of all loans with a risk rating of 6 or worse. Written action plans with firm target dates for resolution of identified problems are maintained and reviewed on a quarterly basis for all segments of loans included on the Watch List.

In addition to the Company's internal credit monitoring practices and procedures, an outsourced independent credit review function is in place to further assess assigned internal risk classifications and monitor compliance with internal lending policies and procedures.

In all portfolio segments, the primary risks are that a borrower's income stream diminishes to the point that the borrower is not able to make scheduled principal and interest payments and any collateral securing the loan declines in value. The risk of declining collateral values is present for most types of loans.

Commercial loans consist primarily of loans to businesses for various purposes, including revolving lines to finance current operations, inventory and accounts receivable, and capital expenditure loans to finance equipment and other fixed assets. These loans generally have short maturities, have either adjustable or fixed interest rates, and are either unsecured or secured by inventory, accounts receivable and/or fixed assets. For commercial loans, the primary source of repayment is from the operation of the business.

Real estate loans include various types of loans for which the Company holds real property as collateral, and consist of loans on commercial properties and single and multifamily residences. Real estate loans are typically structured to mature or reprice every five to ten years with payments based on amortization periods up to 30 years. The majority of construction loans are to contractors and developers for construction of commercial buildings or residential real estate. These loans typically have maturities of up to 24 months. The Company's loan policy includes minimum appraisal and other credit guidelines.

Consumer loans include loans extended to individuals for household, family and other personal expenditures not secured by real estate. The majority of the Company's consumer lending is for vehicles, consolidation of personal debts and household improvements. The repayment source for consumer loans, including 1-4 family residential and home equity loans, is typically wages.

20

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

The allowance for loan losses is established through a provision for loan losses charged to expense. The allowance is an amount that management believes will be adequate to absorb probable losses on existing loans based on an evaluation of the collectability of loans and prior loss experience. This evaluation also takes into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, the review of specific problem loans, and the current economic conditions that may affect the borrower's ability to pay. Loans are charged-off against the allowance for loan losses when management believes that collectability of the principal is unlikely. While management uses the best information available to make its evaluations, future adjustments to the allowance may be necessary if there are significant changes in economic conditions or the other factors relied upon.

The allowance for loan losses consists of specific and general components. The specific component relates to loans that meet the definition of impaired. The general component covers the remaining loans and is based on historical loss experience adjusted for qualitative factors such as delinquency trends, loan growth, economic elements and local market conditions. These same policies are applied to all segments of loans. In addition, regulatory agencies, as an integral part of their examination processes, periodically review the Company's allowance for loan losses, and may require the Company to make additions to the allowance based on their judgment about information available to them at the time of their examinations.

The following tables detail the changes in the allowance for loan losses by segment for the three months ended March 31, 2018 and 2017.

	Three Months Ended March 31, 2018						
	Commercial Land	Construction Land	1-4 Family Residential	Home Equity	Commercial	Consumer and Other	Total
Beginning balance	\$3,866	\$2,213	\$ 319	\$ 186	\$ 9,770	\$ 76	\$16,430
Charge-offs	(195)	—	—	(1)	—	—	(196)
Recoveries	59	—	4	6	3	9	81
Provision ⁽¹⁾	(148)	(360)	(3)	(5)	669	(3)	150
Ending balance	\$3,582	\$1,853	\$ 320	\$ 186	\$ 10,442	\$ 82	\$16,465

	Three Months Ended March 31, 2017						
	Commercial Land	Construction Land	1-4 Family Residential	Home Equity	Commercial	Consumer and Other	Total
Beginning balance	\$3,881	\$2,639	\$ 317	\$ 478	\$ 8,697	\$ 100	\$16,112
Charge-offs	(60)	—	—	—	—	—	(60)
Recoveries	59	303	1	8	3	1	375
Provision ⁽¹⁾	(80)	(28)	(3)	(39)	148	2	—
Ending balance	\$3,800	\$2,914	\$ 315	\$ 447	\$ 8,848	\$ 103	\$16,427

The negative provisions for the various segments are either related to the decline in outstanding balances in each of (1) those portfolio segments during the time periods disclosed and/or improvement in the credit quality factors related to those portfolio segments.

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

The following tables present a breakdown of the allowance for loan losses disaggregated on the basis of impairment analysis method by segment as of March 31, 2018 and December 31, 2017.

March 31, 2018

	Commercial Land	Real Estate Construction and Land	1-4 Family Residential	Home Equity	Commercial	Consumer and Other	Total
Ending balance:							
Individually evaluated for impairment	\$—	\$—	\$ —	\$ 18	\$ 114	\$ —	\$ 132
Collectively evaluated for impairment	3,582	1,853	320	168	10,328	82	16,333
Total	\$ 3,582	\$ 1,853	\$ 320	\$ 186	\$ 10,442	\$ 82	\$ 16,465

December 31, 2017

	Commercial Land	Real Estate Construction and Land	1-4 Family Residential	Home Equity	Commercial	Consumer and Other	Total
Ending balance:							
Individually evaluated for impairment	\$—	\$—	\$ —	\$ 21	\$ 118	\$ —	\$ 139
Collectively evaluated for impairment	3,866	2,213	319	165	9,652	76	16,291
Total	\$ 3,866	\$ 2,213	\$ 319	\$ 186	\$ 9,770	\$ 76	\$ 16,430

The following tables present the recorded investment in loans, exclusive of unamortized fees and costs, disaggregated on the basis of impairment analysis method by segment as of March 31, 2018 and December 31, 2017.

March 31, 2018

	Commercial and Land	Real Estate Construction and Land	1-4 Family Residential	Home Equity	Commercial	Consumer and Other	Total
Ending balance:							
Individually evaluated for impairment	\$ 883	\$—	\$ 122	\$ 190	\$ 912	\$ —	\$ 2,107
Collectively evaluated for impairment	315,305	173,495	50,107	13,566	943,155	6,450	1,502,078
Total	\$ 316,188	\$ 173,495	\$ 50,229	\$ 13,756	\$ 944,067	\$ 6,450	\$ 1,504,185

December 31, 2017

	Commercial and Land	Real Estate Construction and Land	1-4 Family Residential	Home Equity	Commercial	Consumer and Other	Total
Ending balance:							
Individually evaluated for impairment	\$—	\$—	\$ 91	\$ 193	\$ 338	\$ —	\$ 622
Collectively evaluated for impairment	347,482	207,451	50,953	13,618	885,776	6,363	1,511,643
Total	\$ 347,482	\$ 207,451	\$ 51,044	\$ 13,811	\$ 886,114	\$ 6,363	\$ 1,512,265

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

5. Derivatives

The Company uses interest rate swap agreements to manage the interest rate risk related to the variability in interest payments due to changes in interest rates. The Company entered into two forward-starting interest rate swap transactions to effectively convert variable rate debt instruments to fixed rate instruments. These two swap transactions are designated as cash flow hedges of the changes in LIBOR, the benchmark interest rate being hedged, associated with the interest payments on \$50,000 of debt instruments. In January 2018, the Company entered into a new interest rate swap agreement that effectively converts certain customer deposits with variable rates based on the federal funds upper target rate to fixed rate instruments. This swap transaction has a notional amount of \$60,000 with a forward-starting date in December 2018 and is designated as a cash flow hedge of the risk of changes in total cash flows paid on certain customer deposits. The Company is exposed to credit risk in the event of nonperformance by counterparties to the interest rate swaps, which is minimized by collateral-pledging provisions in the agreements. Derivative contracts are executed with a Credit Support Annex, which is a bilateral ratings-sensitive agreement that requires collateral postings at established credit threshold levels. These agreements protect the interests of the Company and its counterparties should either party suffer a credit rating deterioration. As of March 31, 2018 and December 31, 2017, the Company pledged \$0 and \$210, respectively, of collateral to the counterparty in the form of cash on deposit with a third party. The Company's counterparty was required to pledge \$2,580 and \$980 at March 31, 2018 and December 31, 2017, respectively. The Company estimates there will be approximately \$91 of cash payments and reclassification from accumulated other comprehensive income to interest expense through the 12 months ending March 31, 2019. Interest rate swaps with a total notional amount of \$70,000 were terminated in 2015, subject to termination fees totaling \$541. The termination fees are being reclassified from accumulated other comprehensive income to interest expense over the remaining life of the underlying cash flows through June 2020.

The table below identifies the balance sheet category and fair values of the Company's derivative instruments designated as cash flow hedges as of March 31, 2018 and December 31, 2017.

	Notional Amount	Fair Value	Balance Sheet Category	Weighted Average Receive Rate	Weighted Average Pay Rate	Maturity
March 31, 2018						
Interest rate swap	\$30,000	\$256	Other Assets	2.53 %	2.52 %	9/21/2020
Interest rate swap ⁽¹⁾	20,000	1,423	Other Assets	—	4.81 %	9/30/2026
Interest rate swap ⁽²⁾	60,000	713	Other Assets	—	2.31 %	12/31/2025
December 31, 2017						
Interest rate swap	\$30,000	\$(86)	Other Liabilities	1.95 %	2.52 %	9/21/2020
Interest rate swap ⁽¹⁾	20,000	895	Other Assets	—	4.81 %	9/30/2026

(1) This swap is a forward-starting swap with a weighted average pay rate of 4.81 percent beginning September 30, 2018. No interest payments are required related to this swap until December 30, 2018.

(2) This swap is a forward-starting swap with a weighted average pay rate of 2.31 percent beginning December 31, 2018. No interest payments are required related to this swap until January 31, 2019.

The following table identifies the pre-tax gains or losses recognized on the Company's derivative instruments designated as cash flow hedges for the three months ended March 31, 2018 and 2017.

	Amount of Pre-tax Gain Recognized in OCI	Reclassified from AOCI into Income	Amount of Loss
	Three months ended March 31,		Three months ended March 31,
	2018	2017 Category	2018 2017
Interest rate swaps	\$ 1,545	9 Interest Expense	\$(60) (117)

Table of Contents

West Bancorporation, Inc. and Subsidiary
 Notes to Consolidated Financial Statements
 (unaudited)
 (dollars in thousands, except per share data)

6. Income Taxes

On December 22, 2017, the Tax Cuts and Jobs Act (Tax Act) was signed into law. The Tax Act reduced the federal corporate income tax rate from the previous maximum rate of 35 percent to 21 percent. The lower federal corporate income tax rate became effective for the Company on January 1, 2018. The enactment of the legislation and the reduction in the federal income tax rate resulted in a revaluation of deferred tax assets and liabilities in December 2017.

Net deferred tax assets consisted of the following as of March 31, 2018 and December 31, 2017.

	March 31, December 31,	
	2018	2017
Deferred tax assets:		
Allowance for loan losses	\$ 4,116	\$ 4,108
Net unrealized losses on securities available for sale	2,563	902
Intangibles	51	101
Accrued expenses	215	176
Restricted stock compensation	285	544
State net operating loss carryforward	1,420	1,379
Other	81	86
	8,731	7,296
Deferred tax liabilities:		
Net deferred loan fees and costs	188	193
Net unrealized gains on interest rate swaps	541	139
Premises and equipment	809	792
Other	148	148
	1,686	1,272
Net deferred tax assets before valuation allowance	7,045	6,024
Valuation allowance	(1,420)	(1,379)
Net deferred tax assets	\$ 5,625	\$ 4,645

The Company has recorded a valuation allowance against the tax effect of state net operating loss carryforwards, as management believes it is more likely than not that these carryforwards will expire without being utilized. The state net operating loss carryforwards expire in 2019 and thereafter.

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

7. Accumulated Other Comprehensive Income (Loss)

The following table summarizes the changes in the balances of each component of accumulated other comprehensive income (loss), net of tax, for the three months ended March 31, 2018 and 2017.

	Unrealized (Losses) on Securities	Unrealized Gains on Derivatives	Accumulated Other Comprehensive Income (Loss)
Balance, December 31, 2016	\$ (1,172)	\$ 130	\$ (1,042)
Other comprehensive income before reclassifications	996	6	1,002
Amounts reclassified from accumulated other comprehensive income	(2)	72	70
Net current period other comprehensive income	994	78	1,072
Balance, March 31, 2017	\$ (178)	\$ 208	\$ 30
Balance, December 31, 2017	\$ (2,237)	\$ 345	\$ (1,892)
Transfer of securities held to maturity to securities available for sale	273	—	273
Other comprehensive income (loss) before reclassifications	(5,225)	1,159	(4,066)
Amounts reclassified from accumulated other comprehensive income	(25)	44	19
Net current period other comprehensive income (loss)	(4,977)	1,203	(3,774)
Reclassification of stranded tax effects	(475)	105	(370)
Balance, March 31, 2018	\$ (7,689)	\$ 1,653	\$ (6,036)

8. Commitments and Contingencies

Financial instruments with off-balance-sheet risk: The Company is party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated balance sheets. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations that it uses for on-balance-sheet instruments. The Company's commitments consisted of the following approximate amounts as of March 31, 2018 and December 31, 2017.

	March 31, 2018	December 31, 2017
Commitments to extend credit	\$ 612,165	\$ 617,949
Standby letters of credit	5,785	5,996
	\$ 617,950	\$ 623,945

West Bank previously executed Mortgage Partnership Finance (MPF) Master Commitments (Commitments) with the FHLB of Des Moines to deliver residential mortgage loans and to guarantee the payment of any realized losses that exceed the FHLB's first loss account for mortgages delivered under the Commitments. West Bank receives credit enhancement fees from the FHLB for providing this guarantee and continuing to assist with managing the credit risk of the MPF Program residential mortgage loans. At March 31, 2018, the liability represented by the present value of the credit enhancement fees less any expected losses in the mortgages delivered under the Commitments was

approximately \$68. The outstanding balance of mortgage loans sold under the MPF Program was \$90,842 and \$94,292 at March 31, 2018 and December 31, 2017, respectively.

Contractual commitments: The Company has remaining commitments to invest in qualified affordable housing projects totaling \$6,097 and \$6,130 as of March 31, 2018 and December 31, 2017, respectively.

Contingencies: Neither the Company nor West Bank is a party, and no property of these entities is subject, to any material pending legal proceedings, other than ordinary routine litigation incidental to West Bank's business. The Company does not know of any proceeding contemplated by a governmental authority against the Company or West Bank.

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

9. Fair Value Measurements

Accounting guidance on fair value measurements and disclosures defines fair value and establishes a framework for measuring the fair value of assets and liabilities using a hierarchy system. 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 in the market in which the reporting entity transacts business.

The Company's balance sheet contains investment securities available for sale and derivative instruments that are recorded at fair value on a recurring basis. The three-level valuation hierarchy for disclosure of fair value is as follows:

Level 1 uses quoted market prices in active markets for identical assets or liabilities.

Level 2 uses observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3 uses unobservable inputs that are not corroborated by market data.

The Company's policy is to recognize transfers between Levels at the end of each reporting period, if applicable. There were no transfers between Levels of the fair value hierarchy during the three months ended March 31, 2018.

The following is a description of valuation methodologies used for financial assets and liabilities recorded at fair value on a recurring basis.

Investment securities available for sale: When available, quoted market prices are used to determine the fair value of investment securities. If quoted market prices are not available, the Company determines fair value based on various sources and may apply matrix pricing with observable prices for similar bonds where a price for the identical bond is not observable. The fair values of these securities are determined by pricing models that consider observable market data such as interest rate volatilities, LIBOR yield curve, credit spreads, prices from market makers and live trading systems. Level 1 securities would include U.S. Treasuries, if any were held. Level 2 securities include U.S. government and agency securities, collateralized mortgage obligations, mortgage-backed securities, asset-backed securities, state and political subdivision securities, one trust preferred security and corporate notes. The Company currently holds no investment securities classified as Level 3.

Generally, management obtains the fair value of investment securities at the end of each reporting period via a third-party pricing service. Management reviewed the valuation process used by the third party and believed that process was valid. On a quarterly basis, management corroborates the fair values of a randomly selected sample of investment securities by obtaining pricing from an independent investment portfolio management firm and comparing the two sets of fair values. Any significant variances are reviewed and investigated. For a sample of securities, prices are further validated by management, with assistance from an independent investment portfolio management firm, by obtaining details of the inputs used by the pricing service. Those inputs were independently tested, and management concluded the fair values were consistent with GAAP requirements and the investment securities were properly classified in the fair value hierarchy.

Derivative instruments: The Company's derivative instruments consist of interest rate swaps, which are accounted for as cash flow hedges. The Company's derivative positions are classified within Level 2 of the fair value hierarchy and are valued using models generally accepted in the financial services industry and that use actively quoted or observable market input values from external market data providers and/or non-binding broker-dealer quotations. The fair value of the derivatives is determined using discounted cash flow models. These models' key assumptions include the contractual terms of the respective contract along with significant observable inputs, including interest rates, yield curves, nonperformance risk and volatility.

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

The following tables present the balances of financial assets and liabilities measured at fair value on a recurring basis by level as of March 31, 2018 and December 31, 2017.

	March 31, 2018			
	Total	Level 1	Level 2	Level 3
Financial assets:				
Investment securities available for sale:				
State and political subdivisions	\$ 187,673	\$ —	\$ —	\$ —
Collateralized mortgage obligations	152,455	—	152,455	—
Mortgage-backed securities	57,454	—	57,454	—
Asset-backed securities	43,305	—	43,305	—
Trust preferred security	2,000	—	2,000	—
Corporate notes	39,900	—	39,900	—
Derivative instruments, interest rate swaps	2,392	—	2,392	—

	December 31, 2017			
	Total	Level 1	Level 2	Level 3
Financial assets:				
Investment securities available for sale:				
State and political subdivisions	\$ 146,313	\$ —	\$ —	\$ —
Collateralized mortgage obligations	159,932	—	159,932	—
Mortgage-backed securities	60,429	—	60,429	—
Asset-backed securities	45,195	—	45,195	—
Trust preferred security	2,006	—	2,006	—
Corporate notes	30,344	—	30,344	—
Derivative instrument, interest rate swap	895	—	895	—

Financial liabilities:

Derivative instrument, interest rate swap	\$ 86	\$ —	\$ —	\$ —
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Certain assets are measured at fair value on a nonrecurring basis. That is, they are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). As of March 31, 2018 and December 31, 2017, impaired loans with a net book value of \$0 and \$0, respectively, for which a fair value adjustment was recorded were classified as level 3. Impaired loans are evaluated and valued at the lower of cost or fair value when the loan is identified as impaired. Fair value is measured based on the value of the collateral securing these loans. The types of collateral vary widely and could include accounts receivables, inventory, a variety of equipment and real estate.

Evaluations of the underlying assets are completed for each impaired loan with a specific reserve. Collateral evaluations are reviewed and discounted as appropriate based on knowledge of the specific type of collateral. In the case of real estate, an independent appraisal may be obtained. Types of discounts considered include aging of receivables, condition of the collateral, potential market for the collateral and estimated disposal costs. These discounts will vary from loan to loan and may be discounted based on management's opinions concerning market developments or the client's business.

Table of Contents

West Bancorporation, Inc. and Subsidiary
Notes to Consolidated Financial Statements
(unaudited)
(dollars in thousands, except per share data)

GAAP requires disclosure of the fair value of financial assets and financial liabilities, including those that are not measured and reported at fair value on a recurring or nonrecurring basis. The following table presents the carrying amounts and approximate fair values of financial assets and liabilities as of March 31, 2018 and December 31, 2017.

	Fair Value Hierarchy Level	March 31, 2018		December 31, 2017	
		Carrying Amount	Approximate Fair Value	Carrying Amount	Approximate Fair Value
Financial assets:					
Cash and due from banks	Level 1	\$36,978	\$36,978	\$34,952	\$34,952
Federal funds sold	Level 1	488	488	12,997	12,997
Investment securities available for sale	Level 2	482,787	482,787	444,219	444,219
Investment securities held to maturity	Level 2	—	—	45,527	45,890
Federal Home Loan Bank stock	Level 1	10,130	10,130	9,174	9,174
Loans, net	Level 2	1,485,818	1,470,260	1,494,070	1,490,166
Accrued interest receivable	Level 1	7,287	7,287	7,344	7,344
Interest rate swaps	Level 2	2,392	2,392	895	895
Financial liabilities:					
Deposits	Level 2	\$1,738,158	\$1,737,541	\$1,810,813	\$1,810,924
Federal funds purchased	Level 1	51,820	51,820	545	545
Subordinated notes, net	Level 2	20,415	15,489	20,412	15,357
Federal Home Loan Bank advances, net	Level 2	76,751	76,751	76,382	76,382
Long-term debt	Level 2	21,639	21,585	22,917	22,860
Accrued interest payable	Level 1	854	854	736	736
Interest rate swap	Level 2	—	—	86	86
Off-balance-sheet financial instruments:					
Commitments to extend credit	Level 3	—	—	—	—
Standby letters of credit	Level 3	—	—	—	—

Table of Contents

West Bancorporation, Inc.

Management's Discussion and Analysis

(in thousands, except share and per share data)

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

"SAFE HARBOR" CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements in this report, other than purely historical information, including estimates, projections, statements relating to the Company's business plans, objectives and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meanings of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may appear throughout this report. These forward-looking statements are generally identified by the words "believes," "expects," "intends," "anticipates," "projects," "future," "may," "should," "will," "strategy," "plan," "opportunity," "will be," "will likely result," "will continue" or similar references to estimates, predictions or future events. Such forward-looking statements are based upon certain underlying assumptions, risks and uncertainties. Because of the possibility that the underlying assumptions are incorrect or do not materialize as expected in the future, actual results could differ materially from these forward-looking statements. Risks and uncertainties that may affect future results include: interest rate risk; competitive pressures; pricing pressures on loans and deposits; changes in credit and other risks posed by the Company's loan and investment portfolios, including declines in commercial or residential real estate values or changes in the allowance for loan losses dictated by new market conditions or regulatory requirements; actions of bank and nonbank competitors; changes in local, national and international economic conditions; changes in legal and regulatory requirements, limitations and costs; changes in customers' acceptance of the Company's products and services; cyber-attacks; unexpected outcomes of existing or new litigation involving the Company; and any other risks described in the "Risk Factors" sections of this and other reports filed by the Company with the Securities and Exchange Commission (the SEC). The Company undertakes no obligation to revise or update such forward-looking statements to reflect current or future events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

CRITICAL ACCOUNTING POLICIES

The discussion and analysis of the Company's financial condition and results of operations are based upon the Company's consolidated financial statements that have been prepared in accordance with GAAP. The preparation of the Company's financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, income and expenses. These estimates are based upon historical experience and on various other assumptions that management believes are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The estimates and judgments that management believes involve the most complex and subjective estimates and judgments and have the most effect on the Company's reported financial position and results of operations are described as critical accounting policies in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the SEC on March 1, 2018. There have been no significant changes in the critical accounting policies or the assumptions and judgments utilized in applying these policies since the year ended December 31, 2017.

Table of Contents

West Bancorporation, Inc.

Management's Discussion and Analysis

(in thousands, except share and per share data)

NON-GAAP FINANCIAL MEASURES

This report contains references to financial measures that are not defined in GAAP. Such non-GAAP financial measures include the Company's presentation of net interest income and net interest margin on a fully taxable equivalent (FTE) basis, and the presentation of the efficiency ratio on an adjusted and FTE basis, excluding certain income and expenses. Management believes these non-GAAP financial measures provide useful information to both management and investors to analyze and evaluate the Company's financial performance. Both measures are considered standard measures of comparison within the banking industry. Management believes the presentation of the efficiency ratio provides supplemental useful information for proper understanding of the financial results, as it enhances the comparability of income and expenses arising from taxable and nontaxable sources. Limitations associated with non-GAAP financial measures include the risks that persons might disagree as to the appropriateness of items included in these measures and that different companies might calculate these measures differently. These non-GAAP disclosures should not be considered an alternative to the Company's GAAP results. The following table reconciles the non-GAAP financial measures of net interest income and net interest margin on an FTE basis and efficiency ratio on an adjusted and FTE basis to GAAP.

	Three Months Ended March 31,		
	2018	2017	
Reconciliation of net interest income and annualized net interest margin on an FTE basis to GAAP:			
Net interest income (GAAP)	\$ 15,416	\$ 14,389	
Tax-equivalent adjustment ⁽¹⁾	289	618	
Net interest income on an FTE basis (non-GAAP)	\$ 15,705	\$ 15,007	
Average interest-earning assets	\$2,012,694	\$ 1,746,525	
Net interest margin on an FTE basis (non-GAAP)	3.16	% 3.48	%
Reconciliation of efficiency ratio on an FTE basis to GAAP:			
Net interest income on an FTE basis (non-GAAP)	\$ 15,705	\$ 15,007	
Noninterest income	1,913	2,160	
Adjustment for realized investment securities losses, net	—	3	
Adjusted income	\$ 17,618	\$ 17,170	
Noninterest expense	\$ 8,287	\$ 8,043	
Efficiency ratio on an adjusted and FTE basis (non-GAAP) ⁽²⁾	47.04	% 46.84	%

Computed on a tax-equivalent basis using a federal income tax rate of 21 percent in 2018 and 35 percent in 2017, (1) adjusted to reflect the effect of the nondeductible interest expense associated with owning tax-exempt securities and loans.

(2) Efficiency ratio expresses noninterest expense as a percent of fully taxable equivalent net interest income and noninterest income, excluding specific noninterest income and expenses.

THREE MONTHS ENDED MARCH 31, 2018

OVERVIEW

The following discussion describes the consolidated operations and financial condition of the Company, West Bank and West Bank's wholly owned subsidiary WB Funding Corporation (which was liquidated in March 2018). Results

of operations for the three months ended March 31, 2018 are compared to the results for the same period in 2017, and the consolidated financial condition of the Company as of March 31, 2018 is compared to December 31, 2017. The Company operates in three markets: central Iowa, which is generally the greater Des Moines metropolitan area; eastern Iowa, which is the area including and surrounding Iowa City and Coralville, Iowa; and the Rochester, Minnesota area.

Net income for the three months ended March 31, 2018 was \$7,384, or \$0.45 per diluted common share, compared to \$6,106, or \$0.37 per diluted common share, for the three months ended March 31, 2017. The Company's annualized return on average assets and return on average equity for the three months ended March 31, 2018 were 1.42 percent and 16.79 percent, respectively, compared to 1.35 percent and 14.80 percent, respectively, for the first three months of 2017.

Table of Contents

West Bancorporation, Inc.

Management's Discussion and Analysis

(in thousands, except share and per share data)

The increase in net income for the three months ended March 31, 2018 compared to the same period in 2017 was primarily due to higher net interest income and a decrease in income taxes, partially offset by increases in provision for loan losses and noninterest expense. On December 22, 2017, the Tax Cuts and Jobs Act was signed into law. The Tax Act reduced the federal corporate income tax rate from the previous maximum rate of 35 percent to 21 percent effective for 2018 and future years. The enactment of the legislation and the reduction in the federal income tax rate resulted in a decrease in income taxes for the three months ended March 31, 2018 compared to the same period in 2017.

Net interest income for the three months ended March 31, 2018 grew \$1,027, or 7.1 percent, compared to the three months ended March 31, 2017. The increase in net interest income was primarily due to a \$175,556 increase in average investments and \$77,851 increase in average loans outstanding for the first three months of 2018 compared to the first three months of 2017. During the three months ended March 31, 2018, interest expense on deposits increased \$1,817 compared to the three months ended March 31, 2017, mainly due to a \$331,051 increase in average deposit balances and increases to interest rates on certain money market deposit products and certificates of deposit as a result of rising market rates. The Company recorded a \$150 provision for loan losses for the three months ended March 31, 2018 compared to no provision in the three months ended March 31, 2017.

Noninterest income declined \$247 during the three months ended March 31, 2018, compared to the three months ended March 31, 2017, mainly due to a nonrecurring gain from bank-owned life insurance in 2017. Noninterest expense grew \$244, or 3.0 percent, during the first three months of 2018 compared to the same time period in 2017, primarily due to increases in salaries and benefit costs and occupancy expenses.

Total loans outstanding declined \$8,217, or 0.5 percent, during the first three months of 2018. Management believes the loan pipeline is strong and that loan growth will continue in all three of our markets during the remainder of 2018. The credit quality of the loan portfolio remained strong, as evidenced by the Company's Texas ratio, which was 1.08 percent as of March 31, 2018. As of March 31, 2018, the allowance for loan losses was 1.10 percent of outstanding loans, and management believed the allowance was adequate to absorb any losses inherent in the loan portfolio.

Each quarter throughout the year, the Company's four key performance metrics are compared to those of our identified peer group of Midwestern, publicly traded peer financial institutions. During the third quarter of 2017, one peer was removed from the group due to a merger, resulting in a group of 15 as of December 31, 2017 which included BankFinancial Corporation, Farmers Capital Bank Corporation, First Business Financial Services, Inc., First Defiance Financial Corp., First Mid-Illinois Bancshares, Inc., Hills Bancorporation, Horizon Bancorp, Isabella Bank Corporation, Mercantile Bank Corporation, MidWestOne Financial Group, Inc., MutualFirst Financial, Inc., Nicolet Bankshares, Inc., Peoples Bancorp, QCR Holdings, Inc. and Waterstone Financial, Inc. Effective January 1, 2018, First Internet Bancorp was added to bring the peer group back up to 16 financial institutions. The members of the peer group are selected based on their business focus, scope and location of operations, size and other considerations. The Company is in the middle of the group in terms of asset size. The group is periodically reviewed, with changes made primarily to reflect merger and acquisition activity. Our goal is to perform at or near the top of these peers relative to what we consider to be four key metrics: return on average assets, return on average equity, efficiency ratio and Texas ratio. We believe these measures encompass the factors that define the performance of a community bank. When contrasted with the peer group's metrics for the year ended December 31, 2017 (latest data available), the Company's metrics for the year ended December 31, 2017 were better than those of each company in the peer group as shown in the table below, except for one peer that had a higher return on average assets. The Company's return on average assets and return on average equity ratios for the three months ended March 31, 2018 were positively affected by the reduction in the federal income tax rates in 2018 and therefore are not comparable to ratios as of December 31, 2017.

Management expects peer results for the three months ended March 31, 2018 to be similarly affected by this change.

	West Bancorporation, Inc.		Peer Group Range
	Three months ended March 31, 2018	Year ended December 31, 2017	Year ended December 31, 2017
Return on average assets	1.42%	1.18%	0.56% - 1.43%
Return on average equity	16.79%	13.29%	4.44% - 11.51%
Efficiency ratio ^{(1) (2)}	47.04%	45.39%	53.34% - 75.03%
Texas ratio ⁽²⁾	1.08%	0.32%	2.31% - 16.31%

(1) The efficiency ratio is a non-GAAP financial measure. For further information, refer to the Non-GAAP Financial Measures section of this report.

(2) A lower ratio is more desirable.

Table of Contents

West Bancorporation, Inc.

Management's Discussion and Analysis

(in thousands, except share and per share data)

In March 2018, the Company was recognized as a Raymond James Community Bankers Cup winner. West Bank was ranked 7th overall based on six profitability, operational efficiency and balance sheet metrics that measured performance for 2017. The study recognizes the top performing exchange-traded banks with assets between \$500 million and \$10 billion.

At its meeting on April 25, 2018, the Board of Directors declared a quarterly cash dividend of \$0.20 per common share. The dividend is payable on May 23, 2018, to stockholders of record on May 9, 2018. The quarterly dividend was increased from the last dividend amount by \$0.02 to the \$0.20 level, an 11 percent increase, and represents the highest quarterly dividend ever paid by the Company.

RESULTS OF OPERATIONS

The following table shows selected financial results and measures for the three months ended March 31, 2018 compared with the same period in 2017.

	Three Months Ended March 31,			
	2018	2017	Change	Change %
Net income	\$7,384	\$6,106	\$1,278	20.93 %
Average assets	2,102,876	1,839,301	263,575	14.33 %
Average stockholders' equity	178,392	167,288	11,104	6.64 %
Return on average assets	1.42 %	1.35 %	0.07 %	
Return on average equity	16.79 %	14.80 %	1.99 %	
Net interest margin ⁽¹⁾	3.16 %	3.48 %	(0.32 %)	
Efficiency ratio ^{(1) (2)}	47.04 %	46.84 %	0.2 %	
Dividend payout ratio	39.53 %	44.92 %	(5.39 %)	
Average equity to average assets ratio	8.48 %	9.10 %	(0.62 %)	

	As of March 31,			
	2018	2017	Change	
Texas ratio ⁽²⁾	1.08 %	0.49 %	0.59 %	
Equity to assets ratio	8.52 %	9.09 %	(0.57 %)	
Tangible common equity ratio	8.52 %	9.09 %	(0.57 %)	

(1) Amounts are presented on an FTE basis. These are non-GAAP financial measures. For further information, refer to the Non-GAAP Financial Measures section of this report.

(2) A lower ratio is more desirable.

Definitions of ratios:

Return on average assets - annualized net income divided by average assets.

Return on average equity - annualized net income divided by average stockholders' equity.

Net interest margin - annualized tax-equivalent net interest income divided by average interest-earning assets.

Efficiency ratio - noninterest expense (excluding other real estate owned expense) divided by noninterest income (excluding net securities gains and gains/losses on disposition of premises and equipment) plus tax-equivalent net interest income.

Dividend payout ratio - dividends paid to common stockholders divided by net income.

Texas ratio - total nonperforming assets divided by tangible common equity plus the allowance for loan losses.

Equity to assets ratio - equity divided by assets.

Tangible common equity ratio - common equity less intangible assets (none held) divided by tangible assets.

32

Table of Contents

West Bancorporation, Inc.

Management's Discussion and Analysis

(in thousands, except share and per share data)

Net Interest Income

The following table presents average balances and related interest income or interest expense, with the resulting annualized average yield or rate by category of interest-earning assets or interest-bearing liabilities. Interest income and the resulting net interest income are shown on an FTE basis.

	Average Balance				Interest Income/Expense				Yield/Rate			
	2018	2017	Change	Change-%	2018	2017	Change	Change-%	2018	2017	Change	
Data for the three months ended March 31:												
Interest-earning assets:												
Loans: ^{(1) (2)}												
Commercial	\$326,710	\$336,317	\$(9,607)	(2.86)%	\$3,680	\$3,478	\$202	5.81%	4.57%	4.19%	0.38%	
Real estate ⁽³⁾	1,163,372	1,074,179	89,193	8.30%	12,805	11,642	1,163	9.99%	4.46%	4.40%	0.06%	
Consumer and other	6,549	8,284	(1,735)	(20.94)%	68	82	(14)	(17.07)%	4.18%	4.00%	0.18%	
Total loans	1,496,631	1,418,780	77,851	5.49%	16,553	15,202	1,351	8.89%	4.49%	4.35%	0.14%	
Investment securities:												
Taxable	304,564	206,582	97,982	47.43%	1,813	1,027	786	76.53%	2.38%	1.99%	0.39%	
Tax-exempt ⁽³⁾	190,160	112,586	77,574	68.90%	1,572	1,163	409	35.17%	3.31%	4.13%	(0.82)%	
Total investment securities	494,724	319,168	175,556	55.00%	3,385	2,190	1,195	54.57%	2.74%	2.74%	—%	
Federal funds sold	21,339	8,577	12,762	148.79%	81	17	64	376.47%	1.54%	0.80%	0.74%	
Total interest-earning assets ⁽³⁾	\$2,012,694	\$1,746,525	\$266,169	15.24%	20,019	17,409	2,610	14.99%	4.03%	4.04%	(0.01)%	
Interest-bearing liabilities:												
Deposits:												
Interest-bearing demand, savings and money												

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market	\$1,213,290	\$937,297	\$275,993	29.45	%	2,541	977	1,564	160.08	%	0.85%	0.42%	0.43	%
Time deposits	173,010	117,952	55,058	46.68	%	471	218	253	116.06	%	1.10%	0.75%	0.35	%
Total deposits	1,386,300	1,055,249	331,051	31.37	%	3,012	1,195	1,817	152.05	%	0.88%	0.46%	0.42	%
Other borrowed funds	125,650	147,609	(21,959)	(14.88)	%	1,302	1,207	95	7.87	%	4.20%	3.32%	0.88	%
Total interest-bearing liabilities	\$1,511,950	\$1,202,858	\$309,092	25.70	%	4,314	2,402	1,912	79.60	%	1.16%	0.81%	0.35	%
Net interest income (FTE) ⁽⁴⁾						\$15,705	\$15,007	\$698	4.65	%				
Net interest spread (FTE)											2.87%	3.23%	(0.36)%	
Net interest margin (FTE) ⁽⁴⁾											3.16%	3.48%	(0.32)%	

(1) Average loan balances include nonaccrual loans. Interest income recognized on nonaccrual loans has been included.

(2) Interest income on loans includes amortization of loan fees and costs and prepayment penalties collected, which are not material.

(3) Tax-exempt income has been adjusted to a tax-equivalent basis using a federal income tax rate of 21 percent in 2018 and 35 percent in 2017 and is adjusted to reflect the effect of the nondeductible interest expense associated with owning tax-exempt investment securities and loans.

(4) Net interest income (FTE) and net interest margin (FTE) are non-GAAP financial measures. For further information, refer to the Non-GAAP Financial Measures section of this report.

The Company's largest component of net income is net interest income, which is the difference between interest earned on interest-earning assets, consisting primarily of loans and investment securities, and interest paid on interest-bearing liabilities, consisting of deposits and borrowings. Fluctuations in net interest income can result from the combination of changes in the average balances of asset and liability categories and changes in interest rates. Interest rates earned and paid are affected by general economic conditions, particularly changes in market interest rates, and by competitive factors, government policies and actions of regulatory authorities. The Board of Governors of the Federal Reserve System increased the targeted federal funds interest rate by 25 basis points in March 2018 and each of March, June and December 2017.

Table of Contents

West Bancorporation, Inc.

Management's Discussion and Analysis

(in thousands, except share and per share data)

Net interest margin is a measure of the net return on interest-earning assets and is computed by dividing annualized tax-equivalent net interest income by total average interest-earning assets for the period. The net interest margin for the three months ended March 31, 2018 declined 32 basis points compared to the three months ended March 31, 2017. The primary drivers of the decline in the net interest margin were an increase in interest rates paid on certain deposit categories and an increase in the variable rates paid on other borrowed funds, partially offset by an increase in yield on loans. Also impacting the net interest margin was the decline in the federal income tax rate to 21 percent in 2018, from 35 percent in 2017, which is used in the calculation of the tax-equivalent interest income on tax-exempt loans and securities. The change in the federal income tax rate used in the tax-equivalent adjustment to net interest income accounted for approximately 10 basis points of the decline in net interest margin for the three months ended March 31, 2018 compared to the three months ended March 31, 2017. Despite the decline in the net interest margin, tax-equivalent net interest income for the three months ended March 31, 2018 increased \$698 compared to the same time period in 2017. The increase in net interest income for the three months ended March 31, 2018 compared to the three months ended March 31, 2017 was largely due to an increase in average outstanding loans and securities, partially offset by an increase in average deposit balances and an increase in rates on deposits and other borrowed funds. Management expects the current interest rate environment to continue to put pressure on the net interest margin throughout the remainder of 2018.

For the three months ended March 31, 2018, tax-equivalent interest income on loans increased \$1,351 compared to the same time period in 2017. The improvement was primarily due to the increase in average loan balances outstanding. The average yield on loans increased by 14 basis points for the three months ended March 31, 2018 compared to the three months ended March 31, 2017. The Company continues to focus on expanding existing and entering into new customer relationships while maintaining strong credit quality. The yield on the Company's loan portfolio is affected by the portfolio's loan mix, the interest rate environment, the effects of competition, the level of nonaccrual loans and reversals of previously accrued interest on charged-off loans. The political and economic environments can also influence the volume of new loan originations and the mix of variable rate versus fixed rate loans.

The average balance of investment securities was higher during the three months ended March 31, 2018 than during the same period in 2017 as a result of significant investment purchase activity during 2017. The purchase activity in 2017 focused on higher yielding bonds within the existing risk profile and was the result of growth in deposits and the reinvestment of proceeds from sales and principal paydowns of investment securities. In certain cases, securities were sold and the funds were reinvested in securities with higher rates while slightly extending the duration of the portfolio. The change in the federal income tax rate used in the tax-equivalent adjustment of tax-exempt securities accounted for an approximately 78 basis point reduction in the yield on tax-exempt investment securities for the three months ended March 31, 2018 compared to the three months ended March 31, 2017. This was offset by improvements in the yield on taxable investment securities which resulted in the overall portfolio yield remaining the same at 2.74 percent for both the three months ended March 31, 2018 and 2017.

The average balance of interest-bearing demand, savings and money market deposits increased for the three months ended March 31, 2018 compared to the three months ended March 31, 2017, primarily due to an increase in average balances of money market accounts, including public funds from municipalities. In addition, approximately \$76,000 of noninterest-bearing accounts were reclassified to interest-bearing accounts in April 2017 as part of a retail deposit product restructuring in which we realigned and simplified the retail checking account products provided to our customers. The average rate paid on interest-bearing demand, savings and money market deposits for the three months ended March 31, 2018 increased 43 basis points compared to the three months ended March 31, 2017. The increase in interest expense was primarily due to increasing interest rates on certain money market deposit products in response to increases in the targeted federal funds rate. The average balance of time deposits increased for the three months ended

March 31, 2018 compared to the same period in 2017. The increase was primarily due to the shift of demand and savings account balances to higher interest rate time deposits. Interest rates on time deposits increased 35 basis points for the three months ended March 31, 2018 compared to the same period in 2017, primarily due to higher market interest rates paid at the time new and renewed time deposits were issued.

The average rate paid on other borrowed funds increased 88 basis points for the three months ended March 31, 2018 compared to the three months ended March 31, 2017. The increase in the average rate paid was due to increases in rates for variable rate FHLB advances, subordinated notes and long-term debt. The average balance of other borrowed funds declined for the three months ended March 31, 2018 compared to the three months ended March 31, 2017, primarily due to lower average balances of federal funds purchased and the December 2017 payoff of a \$25,000 FHLB advance.

34

Table of Contents

West Bancorporation, Inc.

Management's Discussion and Analysis

(in thousands, except share and per share data)

Provision for Loan Losses and the Related Allowance for Loan Losses

The provision for loan losses represents charges made to earnings to maintain an adequate allowance for loan losses. The adequacy of the allowance for loan losses is evaluated quarterly by management and reviewed by the Board of Directors. The allowance for loan losses is management's best estimate of probable losses inherent in the loan portfolio as of the balance sheet date. Based upon the most recent quarterly evaluation, a \$150 provision was recorded for the three months ended March 31, 2018 compared to no provision recorded for the three months ended March 31, 2017.

Factors considered in establishing an appropriate allowance include: the borrower's financial condition; the value and adequacy of loan collateral; the condition of the local economy and the borrower's specific industry; the levels and trends of loans by segment; and a review of delinquent and classified loans. The quarterly evaluation focuses on factors such as specific loan reviews, changes in the components of the loan portfolio given the current and forecasted economic conditions, and historical loss experience. Any one of the following conditions may result in the review of a specific loan: concern about whether the customer's cash flow or net worth is sufficient to repay the loan; delinquency status; criticism of the loan in a regulatory examination; the suspension of interest accrual; or other factors, including whether the loan has other special or unusual characteristics that suggest special monitoring is warranted. The Company's concentration risks include geographic concentration in central and eastern Iowa and southeastern Minnesota. The local economies are composed primarily of service industries and state and county governments.

West Bank has a significant portion of its loan portfolio in commercial real estate loans, commercial lines of credit, commercial term loans, and construction and land development loans. West Bank's typical commercial borrower is a small- or medium-sized, privately owned business entity. Compared to residential mortgages or consumer loans, commercial loans typically have larger balances, and repayment usually depends on the borrowers' successful business operations. Commercial loans generally are not fully repaid over the loan period and, thus, may require refinancing or a large payoff at maturity. When the economy turns downward, commercial borrowers may not be able to repay their loans, and the value of their assets, which are usually pledged as collateral, may decrease rapidly and significantly.

While management uses available information to recognize losses on loans, further reduction in the carrying amounts of loans may be necessary based on changes in circumstances, changes in the overall economy in the markets we currently serve, or later acquired information. Identifiable sectors within the general economy are subject to additional volatility, which at any time may have a substantial impact on the loan portfolio. In addition, regulatory agencies, as integral parts of their examination processes, periodically review the credit quality of the loan portfolio and the level of the allowance for loan losses. Such agencies may require West Bank to recognize additional losses based on such agencies' review of information available to them at the time of their examinations.

West Bank's policy is to charge off loans when, in management's opinion, a loan or a portion of a loan is deemed uncollectible. Concerted efforts are made to maximize subsequent recoveries. The following table summarizes the activity in the Company's allowance for loan losses for the three months ended March 31, 2018 and 2017 and related ratios.

	Three Months Ended March 31,		
	2018	2017	Change
Balance at beginning of period	\$16,430	\$16,112	\$318
Charge-offs	(196)	(60)	(136)
Recoveries	81	375	(294)

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Net (charge-offs) recoveries	(115)	315	(430)
Provision for loan losses charged to operations	150	—	150
Balance at end of period	\$16,465	\$16,427	\$ 38
Average loans outstanding	\$1,496,631	\$1,418,780	
Ratio of annualized net (charge-offs) recoveries during the period to average loans outstanding	(0.03)%	0.09	%
Ratio of allowance for loan losses to average loans outstanding	1.10	% 1.16	%
Ratio of allowance for loan losses to total loans at end of period	1.10	% 1.14	%

35

Table of Contents

West Bancorporation, Inc.

Management's Discussion and Analysis

(in thousands, except share and per share data)

In general, the U.S. economy is growing at a moderate pace. Average monthly job growth for the first three months of 2018 was approximately 201,000 based on preliminary estimates, while the national unemployment rate remained low at 4.1 percent as of March 31, 2018. Activity in the housing market continues at a moderate pace. Interest rates are expected to continue to gradually rise. The economic environments in Iowa and Minnesota continue to improve. Based on the current economic indicators, the Company decided to maintain the economic factors within the allowance for loan losses evaluation at the same levels used in 2017. In the first three months of 2018, the Company continued to use experience factors based on the highest losses calculated over a rolling 12-, 16-, or 20-quarter period. The portion of the allowance for loan losses related to loans collectively evaluated for impairment increased \$42 to a total of \$16,333, or 1.09 percent, as of March 31, 2018 compared to \$16,291, or 1.08 percent, as of December 31, 2017. Management believed the resulting allowance for loan losses as of March 31, 2018 was adequate to absorb any losses inherent in the loan portfolio at the end of the quarter.

Noninterest Income

The following table shows the variance from the prior year in the noninterest income categories shown in the Consolidated Statements of Income. In addition, accounts within the "Other income" category that represent a significant portion of the total or a significant variance are shown below.

	Three Months Ended March 31,				
	2018	2017	Change	Change	%
Noninterest income:					
Service charges on deposit accounts	\$649	\$600	\$49	8.17	%
Debit card usage fees	399	440	(41)	(9.32)	%
Trust services	445	392	53	13.52	%
Increase in cash value of bank-owned life insurance	158	154	4	2.60	%
Gain from bank-owned life insurance	—	307	(307)	(100.00)	%
Realized investment securities losses, net	—	(3)	3	100.00	%
Other income:					
Discount on purchased income tax credits	12	16	(4)	(25.00)	%
All other income	250	254	(4)	(1.57)	%
Total other income	262	270	(8)	(2.96)	%
Total noninterest income	\$1,913	\$2,160	\$(247)	(11.44)	%

The increase in service charges on deposit accounts for the three months ended March 31, 2018 compared to the three months ended March 31, 2017 was driven primarily by the March and April 2017 realignment and simplification of the retail checking account products provided to our customers. We expect retail service charge income for the remainder of 2018 to remain comparable to the same periods in 2017. During the three months ended March 31, 2018, nonsufficient funds fees declined \$27 and debit card usage fees declined \$41 compared to the same time period in 2017. These declines are consistent with recent trends.

Revenue from trust services was higher during the three months ended March 31, 2018 compared to the three months ended March 31, 2017 due to the combination of higher amounts of one-time estate fees and asset growth.

Gain from bank-owned life insurance was recognized for the three months ended March 31, 2017 as the result of a single policy event.

The Company recognizes revenue from discounts on purchased transferable State of Iowa income tax credits. The Company reviews opportunities to acquire transferable State of Iowa income tax credits at favorable discounts as they are presented and as they are aligned with our projected ability to utilize them. The Company expects to recognize

total income from discounts on current purchased tax credits of approximately \$46 for the year ended December 31, 2018.

36

Table of Contents

West Bancorporation, Inc.

Management's Discussion and Analysis

(in thousands, except share and per share data)

Noninterest Expense

The following table shows the variance from the prior year in the noninterest expense categories shown in the Consolidated Statements of Income. In addition, accounts within the "Other expenses" category that represent a significant portion of the total or a significant variance are shown below.

Noninterest expense:	Three Months Ended March 31,			
	2018	2017	Change	Change %
Salaries and employee benefits	\$4,513	\$4,337	\$ 176	4.06 %
Occupancy	1,223	1,097	126	11.49 %
Data processing	676	688	(12)	(1.74)%
FDIC insurance	162	213	(51)	(23.94)%
Professional fees	234	293	(59)	(20.14)%
Director fees	249	211	38	18.01 %
Other expenses:				
Marketing	45	68	(23)	(33.82)%
Business development	218	172	46	26.74 %
Insurance expense	92	90	2	2.22 %
Investment advisory fees	16	41	(25)	(60.98)%
Charitable contributions	75	—	75	N/A
Postage and courier	69	86	(17)	(19.77)%
Subscriptions	91	65	26	40.00 %
Trust	93	105	(12)	(11.43)%
Consulting fees	65	61	4	6.56 %
Low income housing projects amortization	134	116	18	15.52 %
All other	332	400	(68)	(17.00)%
Total other	1,230	1,204	26	2.16 %
Total noninterest expense	\$8,287	\$8,043	\$ 244	3.03 %

Salaries and employee benefits increased for the three months ended March 31, 2018 when compared to the three months ended March 31, 2017, mainly as the result of standard increases in salaries and related payroll taxes plus additional taxes related to the vesting of restricted stock units.

When compared with the three months ended March 31, 2017, occupancy costs increased for the three months ended March 31, 2018, partially due to a periodic indexed rent adjustment in accordance with the terms of the lease for the Company's main office.

Data processing primarily includes fees paid for our core applications systems, ongoing enhancement and monitoring tools for maintaining security and one-time costs associated with implementation of new applications. Data processing expense declined for the three months ended March 31, 2018 compared to the same time period in 2017, primarily because of varying one-time costs associated with the implementation of new applications in each period.

FDIC insurance expense declined for the three months ended March 31, 2018 compared to the three months ended March 31, 2017. The FDIC assessment rate calculation includes a series of risk-based factors. As a result of the May 2017 capital injection of \$40,000 into West Bank, our capital ratio component improved enough to reduce the assessment rate to the minimum base assessment level established by the FDIC. Management expects the assessment rate to remain at or near the minimum level during 2018.

Professional fees decreased for the three months ended March 31, 2018 compared to the same time period in 2017, primarily due to lower legal fees at West Bank and one-time costs incurred in 2017 associated with the preparation and adoption of the West Bancorporation, Inc. 2017 Equity Incentive Plan.

Director fees increased for the three months ended March 31, 2018 when compared to the three months ended March 31, 2017, mainly due to the addition of a new director effective January 1, 2018 and higher stock-based compensation costs.

Table of Contents

West Bancorporation, Inc.

Management's Discussion and Analysis

(in thousands, except share and per share data)

The decrease in marketing expense for the three months ended March 31, 2018 compared to the three months ended March 31, 2017 was primarily due to costs associated with the retail checking account product updates that occurred in 2017.

The increase in business development expense for the three months ended March 31, 2018 compared to the three months ended March 31, 2017 was the result of additional sponsorships of community events and efforts to cultivate new and expanded customer relationships.

Investment advisory fees declined for the three months ended March 31, 2018 as contrasted with the same time period in 2017, mainly as a result of lower administrative fees paid to an investment management firm for the administration of public company floating rate commercial loans. That administrative fee has declined as the result of a lower volume of loans in that portfolio. The Company does not plan to add any additional public company floating rate commercial loans to the portfolio.

Charitable contributions increased for the three months ended March 31, 2018 compared to the same time period in 2017 due to the accrual of the annual contribution to the West Bancorporation Foundation.

Subscriptions increased for the three months ended March 31, 2018 compared to the three months ended March 31, 2017, primarily due to an increase in subscription services utilized and timing of renewals.

Income Tax Expense

The Company recorded income tax expense of \$1,508 (17.0 percent of pre-tax income) for the three months ended March 31, 2018, compared with \$2,400 (28.2 percent of pre-tax income) for the three months ended March 31, 2017. The decline in the percentage of income tax expense to pre-tax income was the result of enactment of the Tax Cuts and Jobs Act on December 22, 2017. This legislation lowered the federal corporate income tax rate to 21 percent beginning in 2018 from a maximum rate of 35 percent in 2017. The Company's consolidated income tax rate differs from the federal statutory income tax rate in each respective period, primarily due to tax-exempt interest income, the tax-exempt increase in cash value of bank-owned life insurance, tax-exempt gain on bank-owned life insurance, disallowed interest expense, and state income taxes.

In addition, for the three months ended March 31, 2018 and 2017, a tax benefit of \$238 and \$193, respectively, was recorded as a result of the increase in fair value of restricted stock over the vesting period. The tax rate for the first three months of 2018 and 2017 was also impacted by year-to-date federal low income housing tax credits of approximately \$125 and \$103, respectively.

FINANCIAL CONDITION

The Company had total assets of \$2,092,025 as of March 31, 2018, a decrease of 1.1 percent compared to total assets of \$2,114,377 as of December 31, 2017. The most significant changes in the balance sheet were declines in federal funds sold, loans and deposits, and an increase in federal funds purchased. A summary of changes in the balance sheet components is provided below.

Investment Securities

On January 1, 2018, the Company elected to transfer all securities classified as held to maturity to available for sale. At the date of reclassification, the held to maturity securities portfolio was carried at an amortized cost of \$45,527. The reclassification of securities between categories was accounted for at fair value. At the date of reclassification, the securities had a fair value of \$45,890 and unrealized holding gains of \$273 which were recorded net of tax in other comprehensive income. The transfer enhanced liquidity and increased flexibility with regard to asset-liability management and balance sheet composition.

The balance of investment securities available for sale, subsequent to the transfer of held to maturity securities, decreased by \$6,959 during the three months ended March 31, 2018. State and political subdivision securities decreased by \$4,530 during the three months ended March 31, 2018, primarily due to declines in fair value. Corporate notes increased by \$9,556 during the three months ended March 31, 2018 due to purchases of securities. Government agency guaranteed collateralized mortgage obligations, mortgage-backed securities and asset-backed securities decreased by a total of \$12,342 during the three months ended March 31, 2018, primarily due to normal principal paydowns.

Table of Contents

West Bancorporation, Inc.

Management's Discussion and Analysis

(in thousands, except share and per share data)

As of March 31, 2018, approximately 50 percent of the available for sale investment securities portfolio consisted of government agency guaranteed collateralized mortgage obligations, mortgage-backed securities and asset-backed securities. Management believes these securities provide relatively good yields, have little to no credit risk and provide fairly consistent cash flows.

Loans and Nonperforming Assets

Loans outstanding decreased \$8,217, from \$1,510,500 as of December 31, 2017 to \$1,502,283 as of March 31, 2018. Changes in the loan portfolio during the first three months of 2018 included decreases of \$31,294 in commercial loans and \$33,956 in construction real estate loans, partially offset by an increase of \$57,953 in commercial real estate loans. The commercial and commercial real estate loan portfolios were impacted by a \$28,568 payoff when our customer was acquired by an out-of-state buyer. The Company continues to focus on business development efforts in all its markets. Management believes loan growth will occur in all three of our markets during the remainder of 2018.

Credit quality of the Company's loan portfolio remains strong and stable. The Company's Texas ratio, which is computed by dividing total nonperforming assets by tangible common equity plus the allowance for loan losses, was 1.08 percent as of March 31, 2018, compared to 0.32 percent as of December 31, 2017. The ratio for both dates was significantly better than the December 31, 2017 peer group average (latest data available), which was approximately 7.96 percent, according to data in the December 2017 Bank Holding Company Performance Report prepared by the Division of Supervision and Regulation of the Federal Reserve.

The following table sets forth the amount of nonperforming assets held by the Company and common ratio measurements of those assets as of the dates shown.

	March 31, December 31,		Change
	2018	2017	
Nonaccrual loans	\$ 2,107	\$ 622	\$ 1,485
Loans past due 90 days and still accruing interest	—	—	—
Troubled debt restructured loans ⁽¹⁾	—	—	—
Total nonperforming loans	2,107	622	1,485
Other real estate owned	—	—	—
Total nonperforming assets	\$ 2,107	\$ 622	\$ 1,485
Nonperforming loans to total loans	0.14	% 0.04	% 0.10 %
Nonperforming assets to total assets	0.10	% 0.03	% 0.07 %

While TDR loans are commonly reported by the industry as nonperforming, those not classified in the nonaccrual category are accruing interest due to payment performance. TDR loans on nonaccrual status are categorized as (1) nonaccrual. There was one TDR loan as of March 31, 2018 and December 31, 2017 with a balance of \$191 and \$220, respectively, categorized as nonaccrual.

For additional information, refer to "Provision for Loan Losses and the Related Allowance for Loan Losses" in this section, and Note 4 to the financial statements.

Deposits

Deposits declined \$72,655 during the first three months of 2018, or 4.0 percent, compared to December 31, 2017. Interest-bearing demand accounts declined \$80,506 while savings accounts, which include money market accounts, increased \$4,725 from December 31, 2017 to March 31, 2018. Balance fluctuations were primarily due to normal customer activity, as corporate customers' liquidity needs vary at any given time. Total time deposits increased \$4,914 during the first three months of 2018. As of March 31, 2018, a significant related party relationship maintained total deposit balances with West Bank of approximately \$158,000.

Borrowings

Federal funds purchased increased to \$51,820 as of March 31, 2018 from \$545 as of December 31, 2017. The need for overnight funding is primarily dependent on corporate customer deposit fluctuations, loan fundings and loan repayments.

Long-term debt declined \$1,278 during the first three months of 2018, as the Company made principal repayments on the outstanding debt.

Table of Contents

West Bancorporation, Inc.

Management's Discussion and Analysis

(in thousands, except share and per share data)

Liquidity and Capital Resources

The objectives of liquidity management are to ensure the availability of sufficient cash flows to meet all financial commitments and to capitalize on opportunities for profitable business expansion. The Company's principal source of funds is deposits. Other sources include loan principal repayments, proceeds from the maturity and sale of investment securities, principal payments on collateralized mortgage obligations, mortgage-backed and asset-backed securities, federal funds purchased, advances from the FHLB, and funds provided by operations. Liquidity management is conducted on both a daily and a long-term basis. Investments in liquid assets are adjusted based on expected loan demand, projected loan and investment securities maturities and payments, expected deposit flows and the objectives set by the Company's asset-liability management policy. The Company had liquid assets (cash and cash equivalents) of \$37,466 as of March 31, 2018 compared with \$47,949 as of December 31, 2017.

As of March 31, 2018, West Bank had additional borrowing capacity available from the FHLB of approximately \$319,000, as well as approximately \$35,000 through unsecured federal funds lines of credit with correspondent banks. Net cash from operating activities contributed \$9,573 to liquidity for the three months ended March 31, 2018. Management believed that the combination of high levels of potentially liquid assets, cash flows from operations, and additional borrowing capacity provided the Company with strong liquidity as of March 31, 2018.

The Company's total stockholders' equity increased to \$178,242 at March 31, 2018 from \$178,098 at December 31, 2017. The increase was primarily the result of net income less dividends paid, and was partially offset by a decline in accumulated other comprehensive income. At March 31, 2018, the Company's tangible common equity as a percent of tangible assets was 8.52 percent compared to 8.42 percent as of December 31, 2017.

The Company and West Bank are subject to various regulatory capital requirements administered by federal and state banking agencies. Failure to meet minimum capital requirements (as shown in the following table) can result in certain mandatory and possibly additional discretionary actions by regulators, which, if undertaken, could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and West Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Company's and West Bank's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Management believed the Company and West Bank met all capital adequacy requirements to which they were subject as of March 31, 2018.

Table of Contents

West Bancorporation, Inc.

Management's Discussion and Analysis

(in thousands, except share and per share data)

The Company's and West Bank's capital amounts and ratios are presented in the following table.

	Actual		For Capital Adequacy Purposes		For Capital Adequacy Purposes With Capital Conservation Buffer		To Be Well-Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of March 31, 2018:								
Total Capital (to Risk-Weighted Assets)								
Consolidated	\$220,743	12.01 %	\$146,993	8.00 %	\$181,444	9.875 %	N/A	N/A
West Bank	238,603	13.00 %	146,831	8.00 %	181,244	9.875 %	\$183,538	10.00 %
Tier 1 Capital (to Risk-Weighted Assets)								
Consolidated	204,278	11.12 %	110,245	6.00 %	144,696	7.875 %	N/A	N/A
West Bank	222,138	12.10 %	110,123	6.00 %	144,536	7.875 %	146,831	8.00 %
Common Equity Tier 1 Capital (to Risk-Weighted Assets)								
Consolidated	184,278	10.03 %	82,683	4.50 %	117,135	6.375 %	N/A	N/A
West Bank	222,138	12.10 %	82,592	4.50 %	117,006	6.375 %	119,300	6.50 %
Tier 1 Capital (to Average Assets)								
Consolidated	204,278	9.68 %	84,391	4.00 %	84,391	4.00 %	N/A	N/A
West Bank	222,138	10.54 %	84,326	4.00 %	84,326	4.00 %	105,407	5.00 %
As of December 31, 2017:								
Total Capital (to Risk-Weighted Assets)								
Consolidated	\$216,420	11.76 %	\$147,169	8.00 %	\$170,164	9.25 %	N/A	N/A
West Bank	235,570	12.82 %	147,049	8.00 %	170,026	9.25 %	\$183,812	10.00 %
Tier 1 Capital (to Risk-Weighted Assets)								
Consolidated	199,990	10.87 %	110,377	6.00 %	133,372	7.25 %	N/A	N/A
West Bank	219,140	11.92 %	110,287	6.00 %	133,263	7.25 %	147,049	8.00 %
Common Equity Tier 1 Capital (to Risk-Weighted Assets)								
Consolidated	179,990	9.78 %	82,783	4.50 %	105,778	5.75 %	N/A	N/A
West Bank	219,140	11.92 %	82,715	4.50 %	105,692	5.75 %	119,478	6.50 %
Tier 1 Capital (to Average Assets)								
Consolidated	199,990	9.60 %	83,326	4.00 %	83,326	4.00 %	N/A	N/A
West Bank	219,140	10.52 %	83,287	4.00 %	83,287	4.00 %	104,109	5.00 %

On January 1, 2015, the Company and West Bank became subject to the rules of the Basel III regulatory capital framework and related Dodd-Frank Wall Street Reform and Consumer Protection Act changes. The new rules

included the implementation of a capital conservation buffer that is added to the minimum requirements for capital adequacy purposes. The capital conservation buffer is subject to a three year phase-in period that began on January 1, 2016 and will be fully phased-in on January 1, 2019 at 2.5 percent. The required phase-in capital conservation buffer during 2018 is 1.875 percent. A banking organization with a conservation buffer of less than the required amount will be subject to limitations on capital distributions, including dividend payments and certain discretionary bonus payments to executive officers. At March 31, 2018, the ratios for the Company and West Bank were sufficient to meet the fully phased-in conservation buffer.

Table of Contents

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of earnings volatility that results from adverse changes in interest rates and market prices. The Company's market risk is primarily interest rate risk arising from its core banking activities of lending and deposit taking. Interest rate risk is the risk that the change in market interest rates may adversely affect the Company's net interest income. Management continually develops and implements strategies to mitigate this risk. The analysis of the Company's interest rate risk as of December 31, 2017 was presented in the Company's Form 10-K filed with the Securities and Exchange Commission on March 1, 2018. The Company has not experienced any material changes to its interest rate risk position since December 31, 2017. Management does not believe that the Company's primary market risk exposure and management of that exposure in the first three months of 2018 materially changed compared to those in the year ended December 31, 2017.

Item 4. Controls and Procedures

a. Evaluation of disclosure controls and procedures. As of the end of the period covered by this report, an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) was performed under the supervision, and with the participation, of the Company's Chief Executive Officer and Chief Financial Officer. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act was recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

b. Changes in internal controls over financial reporting. There were no changes in the Company's internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II - OTHER INFORMATION

Item 1. Legal Proceedings

Neither the Company nor West Bank is a party, and no property of these entities is subject, to any material pending legal proceedings, other than ordinary routine litigation incidental to West Bank's business. The Company does not know of any proceeding contemplated by a governmental authority against the Company or West Bank.

Item 1A. Risk Factors

Management does not believe there have been any material changes in the risk factors that were disclosed in the Company's Form 10-K filed with the Securities and Exchange Commission on March 1, 2018.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

42

Table of Contents

Item 6. Exhibits

The following exhibits are filed as part of this report:

Exhibits Description

- 31.1 Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CALXBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

Table of Contents

SIGNATURES

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

West Bancorporation, Inc.
(Registrant)

April 26, 2018 By: /s/ David D. Nelson
Date David D. Nelson
 Chief Executive Officer and President
 (Principal Executive Officer)

April 26, 2018 By: /s/ Douglas R. Gulling
Date Douglas R. Gulling
 Executive Vice President, Treasurer and Chief Financial Officer
 (Principal Financial Officer)

April 26, 2018 By: /s/ Marie I. Roberts
Date Marie I. Roberts
 Senior Vice President and Chief Accounting Officer
 (Principal Accounting Officer)