

ISABELLA BANK CORP
Form DEF 14A
March 26, 2015

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

(Amendment No.)

Filed by the Registrant

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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

ISABELLA BANK CORPORATION

(Name of Registrant as Specified In Its Charter)

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

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No fee required.

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ISABELLA BANK CORPORATION

401 N. Main St.

Mt. Pleasant, Michigan 48858

NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

To Be Held May 5, 2015

Notice is hereby given that the Annual Meeting of Shareholders of Isabella Bank Corporation will be held on Tuesday, May 5, 2015 at 5:00 p.m. Eastern Daylight Time, at the Comfort Inn Conference Center, 2424 S. Mission Street, Mt. Pleasant, Michigan. The meeting is for the purpose of considering and acting upon the following items of business:

1. The election of four directors.

2. To transact such other business as may properly come before the meeting, or any adjournment or adjournments thereof.

The Board of Directors has fixed March 12, 2015 as the record date for determination of shareholders entitled to notice of, and to vote at, the meeting or any adjournments thereof.

Your vote is important. Even if you plan to attend the meeting, please vote:

1. By mail: Indicate your choice with respect to the matters to be voted upon, sign, date, and return your proxy form in the enclosed envelope. Note that if stock is held in more than one name, all parties should sign the proxy form; or

2. By internet - www.proxyvote.com: Have your proxy form in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form; or

3. By phone - 1-800-690-6903 (toll-free): Have your proxy form in hand and then follow the instructions.

By order of the Board of Directors

Debra Campbell, Secretary

Dated: March 26, 2015

Table of Contents

ISABELLA BANK CORPORATION

401 N. Main St.

Mt. Pleasant, Michigan 48858

PROXY STATEMENT

General Information

As used in this Proxy Statement, references to "the Corporation", "Isabella," "we," "our," "us," and similar terms refer to the consolidated entity consisting of Isabella Bank Corporation and its subsidiary, Isabella Bank. Isabella Bank Corporation refers solely to the parent holding company, and the "Bank" refers to Isabella Bank.

This Proxy Statement is furnished in connection with the solicitation of proxies, to be voted at our Annual Meeting of Shareholders (the "Annual Meeting") which is to be held on Tuesday, May 5, 2015 at 5:00 p.m. at the Comfort Inn Conference Center, 2424 S. Mission Street, Mt. Pleasant, Michigan, or at any adjournment or adjournments thereof, for the purposes set forth in the accompanying Notice of the Annual Meeting of Shareholders and in this Proxy Statement.

This Proxy Statement has been mailed on March 26, 2015 to all holders of record of common stock as of the record date. If a shareholder's shares are held in the name of a broker, bank, or other nominee, then that party should give the shareholder instructions for voting the shareholder's shares.

Voting at the Meeting

We have fixed the close of business on March 12, 2015 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting and any adjournment thereof. We have only one class of common stock and no preferred stock. As of March 12, 2015, there were 7,804,200 shares of stock outstanding. Each outstanding share entitles the holder thereof to one vote on each separate matter presented for vote at the meeting. You may vote on matters that are properly presented at the Annual Meeting by attending the meeting and casting a vote, signing and returning the enclosed proxy, voting on the internet, or voting by phone. You may change your vote or revoke your proxy at any time before it is voted at the Annual Meeting by filing with the Corporation an instrument revoking it, filing a duly executed proxy bearing a later date (including a proxy given over the internet or by phone) or by attending the meeting and electing to vote in person. You are encouraged to vote by mail, internet, or phone.

We will hold the Annual Meeting if a majority of the shares of common stock entitled to vote are represented in person or by proxy. If you sign and return the proxy, those shares will be counted to determine if there is a quorum, even if you abstain or fail to vote on any of the proposals.

Your broker may not vote on the election of directors if you do not furnish instructions for such proposals. You should use the voting instruction card provided by us to instruct the broker to vote the shares, or else your shares will be considered "broker non-votes." Broker non-votes are shares held by brokers or nominees as to which voting instructions have not been received from the shares' beneficial owner or the individual entitled to vote those shares and the broker or nominee does not have discretionary voting power under rules applicable to broker-dealers. Under these rules, Proposal 1 is not an item on which brokerage firms may vote in their discretion on your behalf unless you have furnished voting instructions.

At this year's Annual Meeting, you will elect four directors to serve for a term of three years. You may vote in favor, against, or withhold votes for any or all nominees. Directors are elected by a plurality of the votes cast at the Annual Meeting. Shares not voted, including broker non-votes, have no effect on the elections.

Table of Contents

Proposal 1-Election of Directors

The Board of Directors (the "Board") currently consists of eleven (11) members divided into three classes, with the directors in the class being elected for a term of three years. At the Annual Meeting, Dennis P. Angner, Richard J. Barz, Jae A. Evans, and W. Michael McGuire, whose terms expire at the Annual Meeting, have been nominated for election to serve through the 2018 Annual Meeting for the reasons described below.

Except as otherwise specified, proxies will be voted for election of the four nominees. If a nominee becomes unable or unwilling to serve, proxies will be voted for such other person, if any, as shall be designated. However, we know of no reason to anticipate that this will occur. The four nominees who receive the greatest number of votes cast will be elected directors. Each of the nominees has agreed to serve as a director if elected.

Nominees and current directors, including their principal occupation for the last five or more years, age, and length of service as a director, are listed below.

We unanimously recommend that you vote FOR the election of each of the nominees.

Director Qualifications

Board members are highly qualified and represent your best interests. We select nominees who:

• Have extensive business leadership.

• Bring a diverse perspective and experience.

• Are objective and collegial.

• Have high ethical standards and have demonstrated sound business judgment.

• Are willing and able to commit the significant time and effort to effectively fulfill their responsibilities.

• Are active in and knowledgeable of their respective communities.

Each nominee and current director possesses these qualities and provides a diverse complement of specific business skills and experience.

The following describes the key qualifications each director brings to the Board, in addition to the general qualifications described above and the information included in the biographical summaries provided below.

Director	Professional experience in chosen field	Expertise in financial or related field	Audit Committee Financial Expert	Civic and community involvement	Leadership and team building skills	Diversity by race, gender, or cultural	Geo-graphical diversity	Finance	Tech-nology	Market-ing	G an
David J. Maness	X			X	X				X		
Dennis P. Angner	X	X		X	X			X	X		X
Dr. Jeffrey J. Barnes	X			X	X		X				
Richard J. Barz	X	X		X	X			X		X	
Jae A. Evans	X	X		X	X			X		X	
G. Charles Hubscher	X	X		X	X						
Thomas L. Kleinhardt	X			X	X		X	X		X	
Joseph LaFramboise	X			X	X		X			X	
W. Joseph Manifold	X	X	X	X	X			X	X		
W. Michael McGuire	X	X	X	X	X		X	X	X		X
	X			X	X	X	X			X	

Sarah R.
Opperman

2

Table of Contents

The following table identifies individual Board members serving on each of our standing committees:

Director	Audit	Nominating and Corporate Governance	Compensation and Human Resource	Information Technology
David J. Maness	X ^o	X ^o	X ^c	X ^o
Dennis P. Angner				
Dr. Jeffrey J. Barnes	X		X	
Richard J. Barz				
Jae A. Evans				
G. Charles Hubscher	X		X	
Thomas L. Kleinhardt			X	X ^c
Joseph LaFramboise	X	X	X	X
W. Joseph Manifold	X ^c	X	X	
W. Michael McGuire	X	X ^c	X	X
Sarah R. Opperman			X	

C — Chairperson

O — Ex-Officio

Director Nominees for Terms Ending in 2018

Dennis P. Angner (age 59) has been a director of Isabella Bank Corporation and the Bank since 2000. Mr. Angner has been principally employed by the Corporation since 1984 and has served as President of Isabella Bank Corporation since December 30, 2001 and CFO since January 1, 2010. Mr. Angner served as Chief Executive Officer of Isabella Bank Corporation from December 30, 2001 through December 31, 2009. He is a past Chair of the Michigan Bankers Association and is currently serving as Chairman of its taxation committee, is a member of the American Bankers Association Government Relations Council, and served on the Central Michigan American Red Cross board for over 20 years.

Richard J. Barz (age 66) has been a director of the Bank since 2000 and of Isabella Bank Corporation since 2002. Mr. Barz retired as Chief Executive Officer of Isabella Bank Corporation on December 31, 2013 after over 41 years of service with the Corporation. Mr. Barz was Chief Executive Officer of Isabella Bank Corporation from 2010 to 2013 and President and Chief Executive Officer of the Bank from 2001 to July 2012. Mr. Barz has been very active in community organizations and events. He is a past Chairman of the Central Michigan Community Hospital Board of Directors, is the current Chairman of the Middle Michigan Development Corporation Board of Directors, and serves on several boards and committees for Central Michigan University and various volunteer organizations throughout mid-Michigan.

Jae A. Evans (age 58) was appointed a director of Isabella Bank Corporation and the Bank and elected Chief Executive Officer of Isabella Bank Corporation effective January 1, 2014. Mr. Evans has been employed by the Corporation since 2008 and has over 38 years of banking experience. He served as Chief Operations Officer of the Bank from June 2011 to December 31, 2013 and President of the Greenville Division of the Bank from January 1, 2008 to June 2011. Mr. Evans is a board member for The Community Bankers of Michigan, Art Reach of Mid Michigan, and is the Chair of the EightCAP governing board. Mr. Evans is also past Vice Chair of the Carson City Hospital, was president of the Greenville Rotary Club, and past Chair of The Community Bankers of Michigan.

W. Michael McGuire (age 65) has been a director of Isabella Bank Corporation since 2007 and of the Bank since January 1, 2010. Mr. McGuire, an attorney, retired in August 2013 as the Director of the Office of the Corporate Secretary and Assistant Secretary of The Dow Chemical Company, a manufacturer of chemicals, plastics and agricultural products, headquartered in Midland, Michigan.

Current Directors with Terms Ending in 2016

Thomas L. Kleinhardt (age 60) has been a director of the Bank since 1998 and of Isabella Bank Corporation since 2010. Mr. Kleinhardt is President of McGuire Chevrolet, is active in the Clare Kiwanis Club, and past coach of the girls Varsity Basketball team for both Farwell High School and Clare High School.

Joseph LaFramboise (age 65) has been a director of the Bank since 2007 and of Isabella Bank Corporation since 2010. He is a retired Sales and Marketing Executive of Ford Motor Company. Mr. LaFramboise is an Ambassador of Eagle Village in Ewart, Michigan.

3

Table of Contents

Sarah R. Opperman (age 55) has been a director of the Bank and Isabella Bank Corporation since July 1, 2012. Ms. Opperman is the owner of Opperman Consulting, LLC, which provides public affairs counsel. She was previously employed for 28 years by The Dow Chemical Company, where she held leadership roles in public and government affairs. Ms. Opperman is Vice Chair of the CMU Board of Trustees and chairs the Board's Finance and Facilities Committee. She also is a member of the CMU Development Board. She is a member of the Mid Michigan Health's Corporate Board of Directors, as well as its Continuing Care Board and Fund Development Committee. Ms. Opperman also serves on the United Way of Midland County Board.

Director Nominees for Terms Ending in 2017

Dr. Jeffrey J. Barnes (age 53) has been a director of the Bank since 2007 and of Isabella Bank Corporation since 2010. Dr. Barnes is a physician and shareholder in Lansing Ophthalmology PC. He is a former member of the Central Michigan Community Hospital Board of Directors.

G. Charles Hubscher (age 61) has been a director of the Bank since 2004 and of Isabella Bank Corporation since 2010. Mr. Hubscher is President of Hubscher and Son, Inc., a sand and gravel producer. He is a director of the National Stone and Gravel Association, the Michigan Aggregates Association, serves on the Board of Trustees for the Mt. Pleasant Area Community Foundation, and is a member of the Zoning Board of Appeals for Deerfield Township.

David J. Maness (age 61) has been a director of the Bank since 2003 and of Isabella Bank Corporation since 2004. Mr. Maness has served as Chairman of the Board for the Corporation and the Bank since 2010. He is President of Maness Petroleum, a geological and geophysical consulting services company. Mr. Maness is currently serving as a director for the Michigan Oil & Gas Association, and he previously served on the Mt. Pleasant Public Schools Board of Education.

W. Joseph Manifold (age 63) has been a director of Isabella Bank Corporation since 2003 and of the Bank since January 1, 2010. Mr. Manifold is CFO of Federal Broach Holdings LLC, a holding company which operates several manufacturing companies. Previously, he was a senior manager with Ernst & Young Certified Public Accounting firm working principally on external bank audits and was CFO of the Delfield Company. Prior to joining the Board, Mr. Manifold served on the Isabella Community Credit Union Board and was President of the Mt. Pleasant Public Schools Board of Education.

Each of the directors has been engaged in their stated professions for more than five years.

Other Named Executive Officers

Steven D. Pung (age 65), President of the Bank, has been employed by the Bank since 1979. Jerome E. Schwind (age 48), Executive Vice President and Chief Operating Officer of the Bank, has been employed by the Bank since 1999. David J. Reetz (age 54), Senior Vice President and Chief Lending Officer of the Bank, has been employed by the Bank since 1987.

All officers serve at the pleasure of the Board.

Table of Contents

Corporate Governance

Director Independence

We have adopted the director independence standards as defined under of the NASDAQ Stock Market Marketplace Rules. We have determined that Dr. Jeffrey J. Barnes, G. Charles Hubscher, Thomas L. Kleinhardt, Joseph LaFramboise, David J. Maness, W. Joseph Manifold, W. Michael McGuire, and Sarah R. Opperman are independent directors. Richard J. Barz is not independent as he retired as CEO of Isabella Bank Corporation on December 31, 2013. Jae A. Evans is not independent as he is employed as CEO of Isabella Bank Corporation. Dennis P. Angner is not independent as he is employed as President and CFO of Isabella Bank Corporation.

Board Leadership Structure and Risk Oversight

Our Governance Policy provides that only directors who are deemed to be independent as set forth by the NASDAQ Stock Market Marketplace Rules and SEC rules are eligible to hold the office of chairperson. Additionally, the chairpersons of Board established committees must also be independent directors. It is our belief that having a separate chairperson and CEO best serves the interest of the shareholders. The Board elects its chairperson at the first Board meeting following the Annual Meeting. Independent members of the Board meet without inside directors at least twice per year.

Management is responsible for our day-to-day risk management and the Board's role is to engage in informed oversight. The Board utilizes committees to oversee risks associated with compensation, governance, and information technology. The Isabella Bank Board of Directors is responsible for overseeing credit, investment, interest rate, and trust risks. The chairpersons of the respective boards or committees report on their activities on a regular basis. Our Audit Committee is responsible for overseeing the integrity of our consolidated financial statements, the independent auditors' qualifications and independence, the performance of our internal audit function and those of independent auditors, our system of internal controls, our financial reporting and system of disclosure controls, and our compliance with legal and regulatory requirements and with our Code of Business Conduct and Ethics.

Committees of the Board of Directors and Meeting Attendance

The Board met 14 times during 2014. All incumbent directors attended 75% or more of the meetings held in 2014. The Board has an Audit Committee, a Nominating and Corporate Governance Committee, a Compensation and Human Resource Committee, and an Information Technology Committee.

Audit Committee

The Audit Committee is composed of independent directors. Information regarding the functions performed by the Audit Committee, its membership, and the number of meetings held during the year, is set forth in the "Audit Committee Report" included elsewhere in this Proxy Statement. The Audit Committee is governed by a written charter approved by the Board, which is available on the Bank's website: www.isabellabank.com.

In accordance with the provisions of the Sarbanes-Oxley Act of 2002, directors Manifold and McGuire meet the requirements of Audit Committee Financial Expert and have been so designated. The Audit Committee also consists of directors Barnes, Hubscher, LaFramboise, and Maness (ex-officio).

Nominating and Corporate Governance Committee

We have a standing Nominating and Corporate Governance Committee consisting of independent directors LaFramboise, Maness (ex-officio), Manifold, and McGuire. The Nominating and Corporate Governance Committee held two meeting in 2014, with all committee members attending the meeting. The Board has approved a Nominating and Corporate Governance Committee Charter which is available on the Bank's website: www.isabellabank.com. The Nominating and Corporate Governance Committee is responsible for evaluating and recommending individuals for nomination to the Board for approval. This Committee in evaluating nominees, including incumbent directors and any nominees put forth by shareholders, considers business experience, skills, character, judgment, leadership experience, and their knowledge of the geographical markets, business segments or other criteria the Committee deems relevant and appropriate based on the current composition of the Board. This Committee considers diversity in identifying members with respect to our geographical markets served and the business experience of the nominee. The Nominating and Corporate Governance Committee will consider, as potential nominees, persons recommended by shareholders. Recommendations should be submitted in writing to the Secretary of the Corporation, 401 N. Main St., Mt.

Table of Contents

Pleasant, Michigan 48858 and include the shareholder's name, address and number of shares of the Corporation owned by the shareholder. The recommendation should also include the name, age, address and qualifications of the candidate. Recommendations for the 2016 Annual Meeting of Shareholders should be delivered no later than November 27, 2015. The Nominating and Corporate Governance Committee evaluates all potential director nominees in the same manner, whether the nominations are received from a shareholder, or otherwise.

Compensation and Human Resource Committee

The Compensation and Human Resource Committee is responsible for reviewing and recommending to our Board the compensation of the Chief Executive Officer and other executive officers, benefit plans, and the overall percentage increase in salaries. This Committee consists of independent directors Barnes, Hubscher, Kleinhardt, LaFramboise, Maness, Manifold, McGuire, and Opperman. The Compensation and Human Resource Committee held three meetings during 2014 with all committee members in attendance. This Committee is governed by a written charter approved by the Board that is available on the Bank's website: www.isabellabank.com.

Information Technology Committee

The Information Technology Committee is responsible for reviewing and monitoring information technology risks. Oversight includes customer data, physical and information security, disaster planning, equipment and programs, and the audit process. This Committee consists of directors Angner, Evans, Kleinhardt, LaFramboise, Maness (ex-officio), and McGuire and other members of senior management. The Information Technology Committee held two meetings during 2014 with all committee members in attendance.

Communications with the Board

Shareholders may communicate with the Board by sending written communications to the attention of the Corporation's Secretary, Isabella Bank Corporation, 401 N. Main St., Mt. Pleasant, Michigan 48858. Communications will be forwarded to the Board or the appropriate committee, as soon as practicable.

Code of Ethics

Our Code of Business Conduct and Ethics, which is applicable to the CEO and CFO, is available on the Bank's website: www.isabellabank.com.

Table of Contents

Audit Committee Report

The Audit Committee oversees the financial reporting process on behalf of the Board. The 2014 Audit Committee consisted of directors Barnes, Hubscher, LaFramboise, Maness (ex-officio), Manifold, and McGuire.

The Audit Committee is responsible for pre-approving all auditing services and permitted non-audit services by our independent auditors, or any other auditing or accounting firm, if those fees are reasonably expected to exceed 5.0% of the current year agreed upon fee for independent audit services. The Audit Committee has established general guidelines for the permissible scope and nature of any permitted non-audit services in connection with its annual review of the audit plan and reviews the guidelines with the Board.

Management has the primary responsibility for the consolidated financial statements and the reporting process including the systems of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited consolidated financial statements in the Annual Report with management including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the consolidated financial statements. The Audit Committee also reviewed with management and the independent auditors, management's assertion on the design and effectiveness of our internal control over financial reporting as of December 31, 2014.

The Audit Committee reviewed with our independent auditors, who are responsible for expressing an opinion on the conformity of those audited consolidated financial statements with accounting principles generally accepted in the United States of America, their judgments as to the quality, not just the acceptability, of our accounting principles and such other matters as are required to be discussed with the Audit Committee by the standards of the Public Company Accounting Oversight Board (United States), including those described in Auditing Standard No. 16 "Communications with Audit Committees", as may be modified or supplemented. In addition, the Audit Committee has received the written disclosures and the letter from the independent auditors required by PCAOB Rule 3526, Communication with Audit Committees Concerning Independence, as may be modified or supplemented, and has discussed with the independent auditor the independent auditors' independence.

The Audit Committee discussed with our internal and independent auditors the overall scope and plans for their respective audits. The Audit Committee meets with the internal and external independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of our internal controls, and the overall quality of our financial reporting process. The Audit Committee held five meetings during 2014, and all committee members attended 75% or more of the meetings.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors (and the Board has approved) that the audited consolidated financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2014 for filing with the Securities and Exchange Commission. The Audit Committee has appointed Rehmann Robson LLC as the independent auditors for the 2015 audit.

Respectfully submitted,

W. Joseph Manifold, Audit Committee Chairperson

Dr. Jeffrey J. Barnes

G. Charles Hubscher

Joseph LaFramboise

David J. Maness (ex-officio)

W. Michael McGuire

Table of Contents

Compensation Discussion and Analysis

The Compensation and Human Resource Committee is responsible for reviewing and recommending to the Board the compensation and benefits for the CEO, President and CFO, and executive officers. This Committee evaluates and approves our executive officer and senior management compensation plans, policies, and programs. The CEO recommends to this Committee an appropriate salary for the CFO and named executive officers based on their annual performance reviews and the officer's years of service along with competitive market data.

Compensation Objectives

The Compensation and Human Resource Committee considers asset growth with the safety and soundness objectives and earnings per share to be the primary ratios in measuring financial performance. Our philosophy is to maximize long-term return to shareholders consistent with safe and sound banking practices, while maintaining the commitment to superior customer and community service. We believe that the performance of executive officers in managing the business should be the basis for determining overall compensation. Consideration is also given to overall economic conditions and current competitive forces in the market place. The objectives of this Committee are to effectively balance salaries and potential compensation to an officer's individual management responsibilities and encourage each of them to realize their potential for future contributions. The objectives are designed to attract and retain high performing executive officers who will provide leadership while attaining earnings and performance goals.

What the Compensation Programs are Designed to Reward

Our compensation programs are designed to reward dedicated and conscientious employment, loyalty in terms of continued employment, attainment of job related goals and overall profitability. In measuring an executive officer's contributions, the Compensation and Human Resource Committee considers numerous factors including, among other things, our growth in terms of asset size and increase in earnings per share. In rewarding loyalty and long-term service, we provide attractive retirement benefits.

Review of Risks Associated with Compensation Plans

Based on an analysis conducted by management and reviewed by the Compensation and Human Resource Committee, we do not believe that compensation programs for employees are reasonably likely to have a material short or long term adverse effect on our operating results.

Use of Consultants

In 2014 and 2012, the Compensation and Human Resource Committee directly engaged the services of Blanchard Consulting Group, an independent compensation consulting firm, to assist with a total compensation review for the CEO, President and CFO, and executive officers of the Corporation. Blanchard Consulting Group does not perform any additional services for us or any members of senior management. In addition, Blanchard Consulting Group does not have any other personal or business relationships with any Board members or officers. During 2013, the Compensation and Human Resource Committee did not employ any services of outside compensation or benefit consultants to assist it in compensation related initiatives.

Elements of Compensation

Our executive compensation program has consisted primarily of base salary and benefits, annual performance incentives, benefits and perquisites, and participation in our retirement plans.

How Elements Fit into Overall Compensation Objectives

Individual elements of our compensation objectives are structured to reward strong financial performance, continued service, and to incentivize our leaders to excel in the future. We continually review our compensation objectives to ensure that they are sufficient to attract and retain exceptional officers.

Why Each of the Elements of Compensation is Chosen and How We Determine Amounts for Each Element

Base Salaries, which include director fees for certain executive officers, are set to provide competitive levels of compensation to attract and retain officers with strong leadership skills. Each officer's performance, current compensation, and responsibilities are considered by the Compensation and Human Resource Committee when establishing base salaries. We also believe it is best to pay sufficient base salary because we believe an over-reliance on equity incentive compensation could potentially skew incentives toward short-term maximization of shareholder value as opposed to building long-term shareholder

Table of Contents

value. Competitive base salary encourages management to operate in a safe and sound manner even when incentive goals may prove unattainable.

The Compensation and Human Resource Committee's approach to determining the annual base salary of executive officers is to offer competitive salaries in comparison with other comparable financial institutions. In 2014 and 2012, this Committee utilized both an independent compensation consultant, Blanchard Consulting Group, and a survey prepared by the Michigan Bankers Association of similar sized Michigan based financial institutions. The independent compensation consultant established a benchmark peer group of 23 midwest financial institutions in non-urban areas with comparable average assets size (\$1 billion—\$2.4 billion), number of branch locations, return on average assets, and nonperforming assets. The Michigan Bankers Association 2014 compensation survey was based on the compensation information provided by these organizations for 2013. Specific factors used to decide where an executive officer's salary should be within the established range include the historical financial performance, financial performance outlook, years of service, and job performance. The Compensation and Human Resource Committee targeted total compensation for the CEO, the President & CFO, and Bank President using ranges obtained from the Michigan Bankers Association compensation survey as well as any ranges obtained from the independent compensation consultant. Compensation for other named executive officers was based on the ranges provided by the Michigan Bankers Association survey. The Michigan Bankers Association survey was utilized in 2013 as well.

Annual Performance Incentives are used to reward executive officers based on our overall financial performance. This element of the compensation program is included in the overall compensation in order to reward employees above and beyond their base salaries when our performance and profitability exceed established annual targets. The inclusion of this modest incentive encourages management to be creative and diligent in managing to achieve specific financial goals without incurring inordinate risks. Annual performance incentives paid in 2014 were determined by reference to six performance measures that related to services performed in 2013. The maximum award that may be granted to each eligible employee equals 10% of the employee's base salary (the "Maximum Award").

The payment of 35% of the Maximum Award ("personal performance goals") is based on the achievement of goals set for each individual. An analysis is conducted by the CEO. The CEO makes a recommendation to the Compensation and Human Resource Committee for the appropriate amount for each individual executive officer. This Committee reviews, modifies if necessary, and approves the recommendations of the CEO. This Committee also reviews the performance of the CEO. The Compensation and Human Resource Committee uses the following factors as quantitative measures of corporate performance in determining annual cash bonus amounts to be paid:

- Peer group financial performance compensation;
- 1 and 5 year shareholder returns;
- Earnings per share and earnings per share growth;
- Budgeted as compared to actual annual operating performance;
- Community and industry involvement;
- Results of audit and regulatory exams; and
- Other strategic goals as established by the Board.

Each of the executive officers who were eligible to participate in 2013 accomplished their personal performance goals and were accordingly paid 35% of the 2013 Maximum Award in 2014.

The payment of the remaining 65% of the Maximum Award ("corporate performance goals") was conditioned on the achievement of targets in the following six categories:

- Earnings per share (weighted 40%);
- Net operating expenses to average assets (weighted 20%);
- Fully Taxable Equivalent ("FTE") net interest margin, excluding loan fees (weighted 10%);
- Loan growth (weighted 10%);
- In-market deposit growth (weighted 10%); and
- Exceeding peer group return on average assets (weighted 10%).

Table of Contents

The following chart provides the 2013 target for each corporate performance goal, as well as the performance attained for each target.

Target	2013 Targets				2013 Performance (1)	Target % Obtained	
	25.00%	50.00%	75.00%	100.00%			
Earning per share	\$ 1.57	\$ 1.60	\$ 1.62	\$ 1.64	\$ 1.63	75	%
Net operating expenses to average assets	1.64	% 1.61	% 1.58	% 1.55	% 1.62	% 25	%
FTE Net Interest Margin	3.33	% 3.35	% 3.37	% 3.39	% 3.28	% —	%
In market deposit growth	4.50	% 5.00	% 5.50	% 6.00	% 7.07	% 100	%
Loan growth	4.00	% 4.50	% 5.00	% 5.50	% 1.81	% —	%
Exceeding peer group return on average assets	1.32	% 1.35	% 1.39	% 1.42	% 1.28	% —	%

(1) Adjusted for incentive calculation measures.

Benefits and Perquisites. Executive officers are eligible for all of the benefits made available to full-time employees (such as health insurance, group term life insurance and disability insurance) on the same basis as other full-time employees and are subject to the same sick leave and other employee policies.

We also provide our executive officers with certain additional perquisites, which we believe are appropriate in order to attract and retain the proper quality of talent for these positions and to recognize that similar executive perquisites are commonly offered by comparable financial institutions. We maintain a plan for qualified officers to provide death benefits to each participant. Insurance policies, designed primarily to fund death benefits, have been purchased on the life of each participant with the Bank as the sole owner and beneficiary of the policies. We believe that perquisites provided to our executive officers in 2014 represented a reasonable percentage of each executive's total compensation package and are consistent, in the aggregate, with perquisites provided to executive officers of comparable financial institutions. A description and the cost of these perquisites are included in footnote 1 in the "Summary Compensation Table" appearing on page 12, the table outlining the change in pension value on page 13, and the "Nonqualified Deferred Compensation Table" appearing on page 14.

Retirement Plans. Our retirement plans are designed to assist executives in providing themselves with a financially secure retirement. The retirement plans include a 401(k) plan, a frozen defined benefit pension plan, a frozen non-leveraged employee stock ownership plan ("ESOP"), and a retirement bonus plan.

We have a 401(k) plan, in which substantially all employees are eligible to participate. Employees may contribute up to 100% of their compensation subject to certain limits based on federal tax laws. The plan was amended in 2013 to provide a matching safe harbor contribution for all eligible employees equal to 100% of the first 5.0% of an employee's compensation contributed to the Plan during the year. Employees are 100% vested in the safe harbor matching contributions.

For 2012, we made a 3.0% safe harbor contribution for all eligible employees and matching contributions equal to 50% of the first 4.0% of an employee's compensation contributed to the Plan during the year. Employees were 100% vested in the safe harbor contributions and were 0% vested through their first two years of employment and were 100% vested after 6 years of service for matching contributions.

Our defined benefit pension plan was curtailed effective March 1, 2007 and the current participants' accrued benefits were frozen as of that date. Participation in the plan was limited to eligible employees as of December 31, 2006.

Our non-leveraged ESOP was frozen effective December 31, 2006 to new participants. Contributions to the plan are discretionary and approved by the Board.

The retirement bonus plan is a nonqualified plan of deferred compensation benefits for eligible employees effective January 1, 2007. Benefit amounts are determined pursuant to the payment schedule adopted at the sole and exclusive discretion of the Board.

Table of Contents

Compensation and Human Resource Committee Report

The Compensation and Human Resource Committee Report does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Corporation filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Corporation specifically incorporates this Report by reference therein.

The Compensation and Human Resource Committee, which includes all of the independent directors of the Board, has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of SEC Regulation S-K with management, and based on such review and discussion, the Compensation and Human Resource Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and the Annual Report on Form 10-K.

Submitted by the Compensation and Human Resource Committee of the Board:

David J. Maness, Chairperson

Dr. Jeffrey J. Barnes

G. Charles Hubscher

Thomas L. Kleinhardt

Joseph LaFramboise

W. Joseph Manifold

W. Michael McGuire

Sarah R. Opperman

Table of Contents

Executive Officers

Executive officers are compensated in accordance with their employment with the applicable entity. The following table shows information on compensation earned in each of the last three fiscal years ended December 31, 2014, for the CEO, CFO, and our three other most highly compensated executive officers.

Summary Compensation Table

Name and principal position	Year	Salary (\$)	Bonus (\$)	Change in pension value and nonqualified deferred compensation earnings (\$)	All other compensation \$(1)	Total (\$)
Jae A. Evans (2) CEO Isabella Bank Corporation	2014	\$302,472	\$10,698	\$ 65,000	\$ 36,703	\$414,873
	2013	176,379	13,320	—	30,832	220,531
	2012					
Dennis P. Angner President and CFO Isabella Bank Corporation	2014	\$365,542	\$19,809	\$ 259,016	\$ 26,582	\$670,949
	2013	354,522	25,121	9,918	29,775	419,336
	2012	357,335	23,628	131,266	28,208	540,437
Steven D. Pung President Isabella Bank	2014	\$262,953	\$13,814	\$ 153,870	\$ 34,673	\$465,310
	2013	227,675	6,003	6,629	29,589	269,896
	2012	195,128	13,333	67,361	30,111	305,933
Jerome E. Schwind (2) Executive Vice President and COO Isabella Bank	2014	\$219,176	\$9,316	\$ 16,000	\$ 28,766	\$273,258
	2013	152,017	10,326	(9,000	) 25,474	178,817
	2012					
David J. Reetz Sr. Vice President and CLO Isabella Bank	2014	\$155,088	\$8,981	\$ 90,237	\$ 17,639	\$271,945
	2013	133,537	10,598	(9,778	) 16,604	150,961
	2012	129,397	9,708	45,361	17,138	201,604

For all named executives all other compensation includes 401(k) matching contributions. For Jae A. Evans, Steven (1)D. Pung, and David J. Reetz this also includes club dues and auto allowance. For Dennis P. Angner and Jerome E.

Schwind, this also includes auto allowance.

(2)Not a named executive officer prior to 2013.

Executive officer salary includes compensation voluntarily deferred under our 401(k) plan. Director and advisory board fees are also included and are displayed in the following table for each the last three fiscal years ended December 31, 2014:

Name and principal position	Director and advisory board fees (\$)		
	2014	2013	2012
Jae A. Evans	\$27,300	\$675	
Dennis P. Angner	45,700	46,525	51,325
Steven D. Pung	24,100	12,675	900
Jerome E. Schwind	—	1,200	
David J. Reetz	—	—	—

Table of Contents

The change in pension value and nonqualified deferred compensation earnings, listed in the summary compensation table, represents the aggregate non-cash change in the actuarial present value of the noted executive's accumulated benefit under the Isabella Bank Corporation Pension Plan and also includes the non-cash change in the Isabella Bank Corporation Retirement Bonus Plan. The following table provides the change in values for the last three fiscal years ended December 31, 2014:

Name and principal position	Pension plan (\$)			Retirement plan (\$)		
	2014	2013	2012	2014	2013	2012
Jae A. Evans	—	—		65,000	—	
Dennis P. Angner	173,000	(70,000)	64,000	86,016	79,918	67,266
Steven D. Pung	126,000	(29,000)	44,000	27,870	35,629	23,361
Jerome E. Schwind	16,000	(9,000)		—	—	
David J. Reetz	66,000	(32,000)	25,000	24,237	22,222	20,361

Pension Benefits

The following table indicates the present value of accumulated benefits as of December 31, 2014 for each named executive officer in the summary compensation table.

Name	Plan name	Number of years of vesting service as of 01/01/14	Present value of accumulated benefit (\$)	Payments during last fiscal year
Jae A. Evans	Isabella Bank Corporation Pension Plan	—	—	—
	Isabella Bank Corporation Retirement Bonus Plan	N/A	65,000	—
Dennis P. Angner	Isabella Bank Corporation Pension Plan	31	658,000	—
	Isabella Bank Corporation Retirement Bonus Plan	N/A	563,405	—
Steven D. Pung	Isabella Bank Corporation Pension Plan	36	602,000	—
	Isabella Bank Corporation Retirement Bonus Plan	N/A	254,405	—
Jerome E. Schwind	Isabella Bank Corporation Pension Plan	16	48,000	—
	Isabella Bank Corporation Retirement Bonus Plan	N/A	—	—
David J. Reetz	Isabella Bank Corporation Pension Plan	28	221,000	—
	Isabella Bank Corporation Retirement Bonus Plan	N/A	176,142	—

Defined benefit pension plan. We sponsor the Isabella Bank Corporation Pension Plan, a frozen defined benefit pension plan. The curtailment, which was effective March 1, 2007, froze the current participant's accrued benefits as of that date and limited participation in the plan to eligible employees as of December 31, 2006. Due to the curtailment of the plan, the number of years of credited service was frozen. As such, the years of credited service for the plan may differ from the participant's actual years of service.

Annual contributions are made to the plan as required by accepted actuarial principles, applicable federal tax laws, and to pay expenses related to operating and maintaining the plan. The amount of contributions on behalf of any one participant cannot be separately or individually computed.

Pension plan benefits are based on years of service and the employees' five highest consecutive years of compensation out of the last ten years of service, through December 31, 2006.

A participant may earn a benefit for up to 35 years of accredited service. Earned benefits are 100% vested after five years of service. Benefit payments normally start when a participant reaches age 65. A participant with more than five years of service may elect to take early retirement benefits anytime after reaching age 55. Benefits payable under early

retirement are reduced actuarially for each month prior to age 65 in which benefits begin. Dennis P. Angner and Steven D. Pung are eligible for early retirement under the plan. Under the provisions of the plan, participants are eligible for early retirement after reaching the age of 55 with at least 5 years of service. The early retirement benefit amount is the accrued benefit payable at normal retirement date reduced by 5/9% for each of the first 60 months and 5/18% for each of the next 60 months that the benefit commencement date precedes the normal retirement date.

Table of Contents

Retirement bonus plan. We sponsor the Isabella Bank Corporation Retirement Bonus Plan. This nonqualified plan is intended to provide eligible employees with additional retirement benefits. To be eligible, the employee needed to be an employee on January 1, 2007, and be a participant in our frozen Executive Supplemental Income Agreement. Participants must also be an officer with at least 10 years of service as of December 31, 2006. We have sole and exclusive discretion to add new participants to the plan by authorizing such participation pursuant to action of the Board.

An initial amount was credited for each eligible employee as of January 1, 2007. Subsequent amounts have been credited on each allocation date thereafter as defined in the plan. The amount of the initial allocation and the annual allocation shall be determined pursuant to the payment schedule adopted at our sole and exclusive discretion, as set forth in the plan.

Dennis P. Angner and Steven D. Pung are eligible for early retirement under the plan. Under the provisions of the plan, participants are eligible for early retirement upon attaining 55 years of age. There is no difference between the calculation of benefits payable upon early retirement and normal retirement.

Nonqualified Deferred Compensation Table

Name	Executive contributions in 2014 (\$)	Aggregate earnings in 2014 (\$)	Aggregate balance at December 31, 2014 (\$)
Jae A. Evans	13,764	974	29,811
Dennis P. Angner	27,564	12,940	344,246
Steven D. Pung	24,100	1,439	45,651
Jerome E. Schwind	—	198	5,120
David J. Reetz	—	—	—

Under the Deferred Compensation Plan for Directors ("Directors Plan"), named executive officers who serve as directors, are required to invest at least 25% of their board fees in our common stock and may invest up to 100% of their earned fees based on their annual election. These amounts are reflected in the above table. These stock investments can be made either through deferred fees or through the purchase of shares through the Isabella Bank Corporation Stockholder Dividend Reinvestment and Employee Stock Purchase Plan ("DRIP Plan"). Deferred fees, under the Directors Plan, are converted on a quarterly basis into shares of our common stock based on the fair market value of shares at that time. Shares credited to a participant's account are eligible for stock and cash dividends as paid. DRIP Plan shares are purchased on a monthly basis pursuant to the DRIP Plan.

Distribution of deferred fees from the Directors Plan occurs when the participant retires from the Board, attains age 70, or upon the occurrence of certain other events. Distributions must take the form of shares of our common stock. Any common stock issued under deferred fees from the Directors Plan will be considered restricted stock under the Securities Act of 1933, as amended. Common stock purchased through the DRIP Plan are not considered restricted stock under the Securities Act of 1933, as amended.

Potential Payments Upon Termination or Change in Control

The estimated amounts payable to each named executive officer upon severance from employment, retirement, termination upon death or disability or termination following a change in control are described below. For all termination scenarios, the amounts assume such termination took place as of December 31, 2014.

Any Severance of Employment

Regardless of the manner in which a named executive officer's employment terminates, he or she is entitled to receive amounts earned during his or her term of employment. Such amounts include:

• Amounts accrued and vested through the Defined Benefit Pension Plan.

• Amounts accrued and vested through the Retirement Bonus Plan.

• Amounts deferred in the Directors Plan.

• Unused vacation pay.

Retirement

In the event of the retirement of an executive officer, the officer would receive the benefits identified above.

14

Table of Contents

Death or Disability

In the event of death or disability of an executive officer, in addition to the benefits listed above, the executive officer will also receive payments under our life insurance plan or under our disability plan as appropriate.

In addition to potential payments upon termination available to all employees, the estates for the executive officers listed below would receive the following payments upon death:

Name	While an Active Employee	Subsequent to Retirement
Jae A. Evans	\$530,000	\$265,000
Dennis P. Angner	616,000	308,000
Steven D. Pung	460,000	230,000
Jerome E. Schwind	422,000	211,000
David J. Reetz	298,000	149,000

Change in Control

We currently do not have a change in control agreement with any of the executive officers; provided, however, pursuant to the Retirement Bonus Plan each participant would become 100% vested in their benefit under the plan if, following a change in control, they voluntarily terminate employment or are terminated without just cause.

Director Compensation

The following table summarizes the compensation of each non-employee director who served on the Board during 2014.

Name	Fees paid in cash (\$)(1)	Fees deferred under Directors Plan (\$)(1)	Total fees earned (\$)
Dr. Jeffrey J. Barnes	\$675	\$29,925	\$30,600
Richard J. Barz	29,200	—	29,200
G. Charles Hubscher	675	36,025	36,700
Thomas L. Kleinhardt	675	34,025	34,700
Joseph LaFramboise	16,155	20,945	37,100
David J. Maness	26,286	25,614	51,900
W. Joseph Manifold	675	34,525	35,200
W. Michael McGuire	25,963	10,337	36,300
Sarah R. Opperman	31,000	—	31,000

(1) Directors electing to receive all fees in cash, resulting in no contributions to the Directors Plan, invest at least 25% of their board fees in our common stock under the DRIP Plan as described in our Directors Plan on page 14.

We paid \$1,350 per board meeting plus a retainer of \$7,500 to each member during 2014. Members of the Audit Committee were paid \$600 per Audit Committee meeting attended. Members of the Nominating and Corporate Governance Committee were paid \$300 per meeting attended. Members of the Information Technology Committee were paid \$225 per meeting attended plus a retainer of \$1,000. The chairperson of the Board is paid a retainer of \$33,000, the chairperson for the Audit Committee is paid a retainer of \$4,000, and the vice chairperson for the Audit Committee is paid a retainer of \$2,000.

Under the Directors Plan, upon a participant's attainment of age 70, retirement from the Board, or the occurrence of certain other events, they are eligible to receive a lump-sum, in-kind distribution of all of the stock that is then credited to their account. The plan does not allow for cash settlement. Stock issued under the Directors Plan is restricted stock under the Securities Act of 1933, as amended.

We established a Rabbi Trust to fund the Directors Plan. The Rabbi Trust is an irrevocable grantor trust to which we may contribute assets for the limited purpose of funding a nonqualified deferred compensation plan. Although we may not reach the assets of the Rabbi Trust for any purpose other than meeting its obligations under the Directors Plan, the assets of the Rabbi Trust remain subject to the claims of our creditors. We may contribute cash or common stock to

the Rabbi Trust from time-to-

15

Table of Contents

time for the sole purpose of funding the Directors Plan. The Rabbi Trust will use any cash that we may contribute to purchase shares of our common stock on the open market.

We transferred \$338,649 to the Rabbi Trust in 2014, which held 13,934 shares of our common stock for settlement as of December 31, 2014. As of December 31, 2014, there were 173,435 shares of stock credited to participants' accounts, which credits are unfunded as of such date to the extent that they are in excess of the stock and cash that has been credited to the Rabbi Trust. All amounts are unsecured claims against our general assets. The net cost of this benefit was \$154,107 in 2014.

The following table displays the cumulative number of equity shares credited to the accounts of current directors pursuant to the terms of the Directors Plan as of March 12, 2015:

Name	# of shares of stock credited
Dennis P. Angner	15,300
Dr. Jeffrey J. Barnes	8,922
Richard J. Barz	—
Jae A. Evans	1,325
G. Charles Hubscher	12,929
Thomas L. Kleinhardt	19,708
Joseph LaFramboise	8,832
David J. Maness	23,647
W. Joseph Manifold	15,165
W. Michael McGuire	7,934
Sarah R. Opperman	1,932

Compensation and Human Resource Committee Interlocks and Insider Participation

In 2014, the Compensation and Human Resource Committee members were directors Barnes, Hubscher, Kleinhardt, LaFramboise, Maness, Manifold, McGuire and Opperman. No executive officer of the Corporation serves on any board of directors or compensation committee of any entity that compensates any member of the Compensation and Human Resource Committee.

Indebtedness of and Transactions with Management

Certain directors and officers and members of their families were loan customers of the Bank, or have been directors or officers of corporations, members or managers of limited liability companies, or partners of partnerships which have had transactions with the Bank. In our opinion, all such transactions were made in the ordinary course of business and were substantially on the same terms, including collateral and interest rates, as those prevailing at the same time for comparable transactions with customers not related to the Bank. These transactions do not involve more than normal risk of collectability or present other unfavorable features. Total loans to these customers were approximately \$3,822,000 as of December 31, 2014. We address transactions with related parties in our Code of Business Conduct and Ethics Policy. Conflicts of interest are prohibited, except under board approved guidelines.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information as of March 12, 2015 as to the common stock of the Corporation owned of record or beneficially by any person who is known to the Corporation to be the beneficial owner of more than 5% of the common stock of the Corporation.

Name and Address of Owner	Amount and Nature of Beneficial Ownership (1)	Percent of Class
McGuirk Investments LLC P.O. Box 222 Mt. Pleasant, MI 48804-0222	412,557	5.29 %

(1) Beneficial ownership is defined by rules of the SEC and includes shares that the person has or shares voting or investment power over and shares that the person has a right to acquire within 60 days from March 12, 2015.

Table of Contents

The following table sets forth certain information as of March 12, 2015 as to our common stock owned beneficially by each director and director nominee, by each named executive officer, and by all directors, director nominees and executive officers as a group.

Name of Owner	Amount and Nature of Beneficial Ownership (1)	Percent of Class	
Dennis P. Angner	36,186	0.46	%
Dr. Jeffrey J. Barnes	15,415	0.19	%
Richard J. Barz	31,490	0.40	%
Jae A. Evans	10,202	0.13	%
G. Charles Hubscher	168,716	2.13	%
Thomas L. Kleinhardt	69,422	0.88	%
Joseph LaFramboise	10,074	0.13	%
David J. Maness	26,692	0.34	%
W. Joseph Manifold	20,040	0.25	%
W. Michael McGuire	78,864	1.00	%
Sarah R. Opperman	4,998	0.06	%
Steven D. Pung	23,066	0.29	%
David J. Reetz	9,503	0.12	%
Jerome E. Schwind	1,440	0.02	%
All Directors, nominees and Executive Officers as a Group (14) persons	506,108	6.40	%

Beneficial ownership is defined by rules of the SEC and includes shares that the person has or shares voting or investment power over and shares that the person has a right to acquire within 60 days from March 12, 2015.

Totals for directors include shares of stock credited under the Directors Plan as of March 12, 2015 as disclosed in the table on page 16 above. Totals for named executive officers Steven D. Pung and Jerome E. Schwind include (1) shares of stock credited under the Directors Plan as of March 12, 2015 as follows: Mr. Pung, 2,029 shares; and Mr. Schwind, 228 shares. Participants in the Directors Plan have a right to acquire shares credited to their accounts upon a distributable event. A description of the Directors Plan under which these shares of stock were issued is set forth above in "Director Compensation."

Independent Registered Public Accounting Firm

The Audit Committee has appointed Rehmann Robson LLC as our independent auditors for the year ending December 31, 2015.

A representative of Rehmann Robson LLC is expected to be present at the Annual Meeting to respond to appropriate questions from shareholders and to make any comments Rehmann Robson LLC believes are appropriate.

Fees for Professional Services Provided by Rehmann Robson LLC

The following table shows the aggregate fees billed by Rehmann Robson LLC for the audit and other services provided for:

	2014	2013
Audit fees	\$278,178	\$271,380
Audit related fees	18,760	29,425
Tax fees	24,210	27,095
Total	\$321,148	\$327,900

The audit fees were for performing the integrated audit of our consolidated annual financial statements and the internal control attestation report related to the Federal Deposit Insurance Corporation Improvement Act, review of interim quarterly financial statements included in our Forms 10-Q, and services that are normally provided by Rehmann Robson LLC in connection with statutory and regulatory filings or engagements.

Table of Contents

The audit related fees are typically for various discussions related to the adoption and interpretation of new accounting pronouncements. During 2014, this includes fees for procedures related to nonrecurring regulatory filings. Also included are fees for auditing of our employee benefit plans.

The tax fees were for the preparation of our state and federal tax returns and for consultation on various tax matters. The Audit Committee has considered whether the services provided by Rehmann Robson LLC, other than the audit fees, are compatible with maintaining Rehmann Robson LLC's independence and believes that the other services provided are compatible.

Pre-Approval Policies and Procedures

All audit and non-audit services over \$5,000 to be performed by Rehmann Robson LLC must be approved in advance by the Audit Committee if those fees are reasonably expected to exceed 5.0% of the current year agreed upon fee for independent audit services. As permitted by SEC rules, the Audit Committee has authorized its chairperson to pre-approve audit, audit-related, tax and non-audit services, provided that such approved service is reported to the full Audit Committee at its next meeting.

As early as practicable in each calendar year, the independent auditor provides to the Audit Committee a schedule of the audit and other services that the independent auditor expects to provide or may provide during the next twelve months. The schedule will be specific as to the nature of the proposed services, the proposed fees, timing, and other details that the Audit Committee may request. The Audit Committee will by resolution authorize or decline the proposed services. Upon approval, this schedule will serve as the budget for fees by specific activity or service for the next twelve months.

A schedule of additional services proposed to be provided by the independent auditor, or proposed revisions to services already approved, along with associated proposed fees, may be presented to the Audit Committee for their consideration and approval at any time. The schedule will be specific as to the nature of the proposed service, the proposed fee, and other details that the Audit Committee may request. The Audit Committee will by resolution authorize or decline authorization for each proposed new service.

Applicable SEC rules and regulations permit waiver of the pre-approval requirements for services other than audit, review or attest services if certain conditions are met. Out of the services characterized above as audit-related, tax and professional services, none were billed pursuant to these provisions in 2014 and 2013 without pre-approval.

Shareholder Proposals

Any proposals which you intend to present at the next Annual Meeting must be received before November 27, 2015 to be considered for inclusion in our Proxy Statement and proxy for that meeting. Proposals should be made in accordance with Securities and Exchange Commission Rule 14a-8.

Directors' Attendance at the Annual Meeting of Shareholders

Our directors are encouraged to attend the Annual Meeting. At the 2014 Annual Meeting, all directors were in attendance, with the exception of Dr. Barnes.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and certain officers and persons who own more than 10% of our common stock, to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock. These officers, directors, and greater than 10% shareholders are required by SEC regulation to furnish us with copies of these reports.

To our knowledge, based solely on review of the copies of such reports furnished, during the year ended December 31, 2014 all Section 16(a) filing requirements were satisfied, with respect to the applicable officers, directors, and greater than 10% beneficial owners with the exception of the following: Director Barz filed one late report for two reportable transactions, Director Hubscher filed two late reports for one reportable transaction, and Director Opperman filed one late report for two reportable transactions.

Other Matters

We will bear the cost of soliciting proxies. In addition to solicitation by mail, officers and other employees may solicit proxies by telephone or in person, without compensation other than their regular compensation.

Table of Contents

As to Other Business Which May Come Before the Meeting

We do not intend to bring any other business before the meeting for action. However, if any other business should be presented for action, it is the intention of the persons named in the enclosed form of proxy to vote in accordance with their judgment on such business.

By order of the Board of Directors

Debra Campbell, Secretary

Table of Contents

Isabella Bank Corporation
Financial Information Index

Page	Description
<u>22</u>	<u>Common Stock and Dividend Information</u>
<u>24</u>	<u>Summary of Selected Financial Data</u>
<u>26</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>
<u>46</u>	<u>Quantitative and Qualitative Disclosures about Market Risk</u>
<u>49</u>	<u>Report of Independent Registered Public Accounting Firm</u>
<u>50</u>	<u>Consolidated Financial Statements</u>
<u>56</u>	<u>Notes to Consolidated Financial Statements</u>
<u>94</u>	<u>Shareholders' Information</u>

20

Table of Contents

Forward Looking Statements

This report contains certain forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend such forward looking statements to be covered by the safe harbor provisions for forward looking statements contained in the Private Securities Litigation Reform Act of 1995, and are included in this statement for purposes of these safe harbor provisions. Forward looking statements, which are based on certain assumptions and describe future plans, strategies and expectations, are generally identifiable by use of the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project” and similar expressions. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on the operations and future prospects include, but are not limited to, changes in: interest rates, general economic conditions, monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the FRB, the quality or composition of the loan or investment portfolios, demand for loan products, fluctuation in the value of collateral securing our loan portfolio, deposit flows, competition, demand for financial services in our market area, and accounting principles, policies and guidelines. These risks and uncertainties should be considered in evaluating forward looking statements and undue reliance should not be placed on such statements. Further information concerning our business, including additional factors that could materially affect our financial results, is included in our filings with the SEC.

The acronyms and abbreviations identified below may be used throughout this Annual Report on Form 10-K or in our other filings. You may find it helpful to refer back to this page while reading this report.

AFS: Available-for-sale	GAAP: U.S. generally accepted accounting principles
ALLL: Allowance for loan and lease losses	GLB Act: Gramm-Leach-Bliley Act of 1999
AOCI: Accumulated other comprehensive income (loss)	IFRS: International Financial Reporting Standards
ASC: FASB Accounting Standards Codification	IRR: Interest rate risk
ASU: FASB Accounting Standards Update	JOBS Act: Jumpstart our Business Startups Act
ATM: Automated Teller Machine	LIBOR: London Interbank Offered Rate
BHC Act: Bank Holding Company Act of 1956	N/A: Not applicable
CFPB: Consumer Financial Protection Bureau	N/M: Not meaningful
CIK: Central Index Key	NASDAQ: NASDAQ Stock Market Index
CRA: Community Reinvestment Act	NASDAQ Banks: NASDAQ Bank Stock Index
DIF: Deposit Insurance Fund	NAV: Net asset value
DIFS: Department of Insurance and Financial Services	NOW: Negotiable order of withdrawal
Directors Plan: Isabella Bank Corporation and Related Companies Deferred Compensation Plan for Directors	NSF: Non-sufficient funds
Dividend Reinvestment Plan: Isabella Bank Corporation Stockholder Dividend Reinvestment Plan and Employee Stock Purchase Plan	OCI: Other comprehensive income (loss)
Dodd-Frank Act: Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010	OMSR: Originated mortgage servicing rights
ESOP: Employee stock ownership plan	OREO: Other real estate owned
Exchange Act: Securities Exchange Act of 1934	OTTI: Other-than-temporary impairment
FASB: Financial Accounting Standards Board	PBO: Projected benefit obligation
FDI Act: Federal Deposit Insurance Act	PCAOB: Public Company Accounting Oversight Board
FDIC: Federal Deposit Insurance Corporation	Rabbi Trust: A trust established to fund the Directors Plan
FFIEC: Federal Financial Institutions Examinations Council	SEC: U.S. Securities & Exchange Commission
FRB: Federal Reserve Bank	SOX: Sarbanes-Oxley Act of 2002
FHLB: Federal Home Loan Bank	TDR: Troubled debt restructuring
Freddie Mac: Federal Home Loan Mortgage Corporation	XBRL: eXtensible Business Reporting Language
FTE: Fully taxable equivalent	

Table of Contents

Common Stock and Dividend Information

Our authorized common stock consists of 15,000,000 shares, of which 7,776,274 shares are issued and outstanding as of December 31, 2014. As of that date, there were 3,056 shareholders of record.

Our common stock is traded in the over the counter market. The common stock is quoted on the OTCQX market tier of the OTC Markets Group Inc.'s ("OTC Markets") electronic quotation system (www.otcm Markets.com) under the symbol "ISBA". Other trades in the common stock occur in privately negotiated transactions from time-to-time of which we may have little or no information.

We have reviewed the information available as to the range of reported high and low bid quotations, including high and low bid information as reported by OTC Markets. The following table sets forth our compilation of that information for the periods indicated. Price information obtained from OTC Markets reflects inter-dealer prices, without retail mark-up, mark-down, or commissions and may not necessarily represent actual transactions. The following compiled data is provided for information purposes only and should not be viewed as indicative of the actual or market value of our common stock.

	Number of Shares	Sale Price Low	High
2014			
First Quarter	79,719	\$22.25	\$23.94
Second Quarter	72,142	22.44	23.50
Third Quarter	94,422	21.73	24.00
Fourth Quarter	67,771	22.10	23.99
	314,054		
2013			
First Quarter	54,741	\$21.55	\$25.10
Second Quarter	65,865	24.65	26.00
Third Quarter	105,540	23.40	25.50
Fourth Quarter	116,052	21.12	24.84
	342,198		

The following table sets forth the cash dividends paid for the following quarters:

	Per Share	
	2014	2013
First Quarter	\$0.22	\$0.21
Second Quarter	0.22	0.21
Third Quarter	0.22	0.21
Fourth Quarter	0.23	0.21
Total	\$0.89	\$0.84

We have adopted and publicly announced a common stock repurchase plan. The plan was last amended on October 22, 2014, to allow for the repurchase of an additional 150,000 shares of common stock. These authorizations do not have expiration dates. As shares are repurchased under this plan, they are retired and revert back to the status of authorized, but unissued shares.

Table of Contents

The following table provides information for the unaudited three month period ended December 31, 2014, with respect to the common stock repurchase plan:

	Shares Repurchased		Total Number of Shares Purchased as Part of Publicly Announced Plan or Program	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
	Number	Average Price Per Share		
Balance, September 30				26,716
October 1 - 22	3,600	\$23.61	3,600	23,116
Additional Authorization (150,000 shares)				173,116
October 23 - 31	2,707	23.27	2,707	170,409
November 1 - 30	7,257	22.87	7,257	163,152
December 1 - 31	11,386	22.66	11,386	151,766
Balance, December 31	24,950	\$22.93	24,950	151,766

Information concerning securities authorized for issuance under equity compensation plans appears under Item 12.

Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Stock Performance

The following graph compares the cumulative total shareholder return on our common stock for the last five years with the cumulative total return on (1) NASDAQ, which is comprised of all United States common shares traded on the NASDAQ and (2) the NASDAQ Banks, which is comprised of bank and bank holding company common shares traded on the NASDAQ over the same period. The graph assumes the value of an investment in the Corporation's common stock and each index was \$100 at December 31, 2009 and all dividends are reinvested.

Year	ISBA	NASDAQ	NASDAQ Banks
12/31/2009	\$100.00	\$100.00	\$100.00
12/31/2010	95.20	117.99	114.01
12/31/2011	135.70	117.08	102.08
12/31/2012	128.80	137.80	121.02
12/31/2013	146.20	192.78	171.02
12/31/2014	143.30	221.15	179.24

Table of Contents

Results of Operations (Dollars in thousands except per share amounts)

The following table outlines the results of operations and provides certain key performance measures as of, and for the years ended, December 31:

	2014	2013	2012	2011	2010	
INCOME STATEMENT DATA						
Interest income	\$53,951	\$54,076	\$56,401	\$57,905	\$57,217	
Interest expense	9,970	11,021	13,423	16,203	17,204	
Net interest income	43,981	43,055	42,978	41,702	40,013	
Provision for loan losses	(668)	) 1,111	2,300	3,826	4,857	
Noninterest income	9,325	10,175	11,530	8,218	9,300	
Noninterest expenses	37,906	37,413	37,639	34,530	33,807	
Federal income tax expense	2,344	2,196	2,363	1,354	1,604	
Net Income	\$13,724	\$12,510	\$12,206	\$10,210	\$9,045	
PER SHARE						
Basic earnings	\$1.77	\$1.63	\$1.61	\$1.35	\$1.20	
Diluted earnings	\$1.74	\$1.59	\$1.56	\$1.31	\$1.17	
Dividends	\$0.89	\$0.84	\$0.80	\$0.76	\$0.72	
Tangible book value*	\$16.59	\$15.62	\$14.72	\$13.90	\$13.22	
Quoted market value						
High	\$24.00	\$26.00	\$24.98	\$24.45	\$19.00	
Low	\$21.73	\$21.12	\$21.75	\$17.10	\$15.75	
Close*	\$22.50	\$23.85	\$21.75	\$23.70	\$17.30	
Common shares outstanding*	7,776,274	7,723,023	7,671,846	7,589,226	7,550,074	
PERFORMANCE RATIOS						
Return on average total assets	0.90	% 0.86	% 0.88	% 0.79	% 0.76	%
Return on average shareholders' equity	8.06	% 7.67	% 7.60	% 6.74	% 6.22	%
Return on average tangible shareholders' equity	10.80	% 10.71	% 11.41	% 10.30	% 9.51	%
Net interest margin yield (FTE)	3.45	% 3.50	% 3.70	% 3.87	% 4.04	%
BALANCE SHEET DATA*						
Gross loans	\$833,582	\$808,037	\$772,753	\$750,291	\$735,304	
AFS securities	\$567,534	\$512,062	\$504,010	\$425,120	\$330,724	
Total assets	\$1,549,543	\$1,493,137	\$1,430,639	\$1,337,925	\$1,225,810	
Deposits	\$1,074,484	\$1,043,766	\$1,017,667	\$958,164	\$877,339	
Borrowed funds	\$289,709	\$279,326	\$241,001	\$216,136	\$194,917	
Shareholders' equity	\$174,594	\$160,609	\$164,489	\$154,783	\$145,161	
Gross loans to deposits	77.58	% 77.42	% 75.93	% 78.31	% 83.81	%
ASSETS UNDER MANAGEMENT*						
Loans sold with servicing retained	\$288,639	\$293,665	\$303,425	\$302,636	\$312,252	
Assets managed by our Investment and Trust Services Department	\$383,878	\$351,420	\$319,301	\$297,393	\$307,983	
Total assets under management	\$2,222,060	\$2,138,222	\$2,053,365	\$1,937,954	\$1,846,045	
ASSET QUALITY*						
Nonperforming loans to gross loans	0.50	% 0.42	% 1.00	% 0.95	% 0.83	%
Nonperforming assets to total assets	0.33	% 0.32	% 0.68	% 0.67	% 0.67	%
ALLL to gross loans	1.21	% 1.42	% 1.54	% 1.65	% 1.68	%
CAPITAL RATIOS*						

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Shareholders' equity to assets	11.27	% 10.76	% 11.50	% 11.57	% 11.84	%
Tier 1 capital to average assets	8.59	% 8.46	% 8.29	% 8.18	% 8.24	%
Tier 1 risk-based capital	14.08	% 13.67	% 13.23	% 12.92	% 12.44	%
Total risk-based capital	15.18	% 14.92	% 14.48	% 14.17	% 13.69	%

* At end of year

Table of Contents

The following table outlines our interim results of operations and key performance measures as of, and for the unaudited periods ended:

	Quarter to Date							
	December 31 2014	September 30 2014	June 30 2014	March 31 2014	December 31 2013	September 30 2013	June 30 2013	March 31 2013
Total interest income	\$13,713	\$ 13,483	\$13,391	\$13,364	\$ 13,603	\$ 13,505	\$13,440	\$13,528
Total interest expense	2,504	2,498	2,468	2,500	2,683	2,736	2,781	2,821
Net interest income	11,209	10,985	10,923	10,864	10,920	10,769	10,659	10,707
Provision for loan losses	(64)	(162)	(200)	(242)	245	351	215	300
Noninterest income	2,426	2,216	2,434	2,249	2,130	2,862	2,736	2,447
Noninterest expenses	9,606	9,514	9,300	9,486	9,578	9,320	9,324	9,191
Federal income tax expense	648	444	692	560	303	674	643	576
Net income	\$3,445	\$ 3,405	\$3,565	\$3,309	\$ 2,924	\$ 3,286	\$3,213	\$3,087
PER SHARE								
Basic earnings	\$0.44	\$ 0.44	\$0.46	\$0.43	\$ 0.38	\$ 0.43	\$0.42	\$0.40
Diluted earnings	0.44	0.43	0.45	0.42	0.37	0.42	0.41	0.39
Dividends	0.23	0.22	0.22	0.22	0.21	0.21	0.21	0.21
Quoted Market value*	22.50	23.60	22.95	23.00	23.85	24.85	24.75	25.00
Tangible book value*	16.59	16.33	16.08	15.82	15.62	15.43	15.19	14.95

* At end of period

Table of Contents

Management's Discussion and Analysis of Financial Condition and Results of Operations
ISABELLA BANK CORPORATION FINANCIAL REVIEW

(Dollars in thousands except per share amounts)

The following is management's discussion and analysis of the financial condition and results of our operations. This discussion and analysis is intended to provide a better understanding of the consolidated financial statements and statistical data included elsewhere in this Annual Report on Form 10-K.

Executive Summary

We reported record net income of \$13,724 and earnings per common share of \$1.77 for the year ended December 31, 2014. Our continued strong earnings have primarily been the result of a continued improvement in credit quality indicators. These improvements resulted in a decline in the level of the ALLL in both amount and as a percentage of gross loans, resulting in a reversal of provision for loan losses of \$668 for the year ended December 31, 2014. Net loan charge-offs during 2014 were \$732 as compared to \$1,547 in 2013 which is a 52.68% decline. Additionally, we continue to see reductions in loans classified as less than satisfactory.

During the year, total assets grew by 3.78% to \$1,549,543, and assets under management increased to \$2,222,060 which includes loans sold and serviced, and assets managed by our Investment and Trust Services Department of \$672,517. We enjoyed total loan growth of \$25,545 which was driven by commercial and agricultural loan growth of \$51,989. This was partially offset by declines in both residential real estate and consumer loans of \$26,444 as demand for residential real estate loans continued to be soft and the market for consumer loans continued to be dominated by automobile manufacturers.

While our net yield on interest earning assets of 3.45% remains historically low, it has stabilized. The low net yield on interest earning assets is a direct result of Federal Reserve Bank monetary policy. While we expect the Federal Reserve Bank to increase short term interest rates in 2015, we do not anticipate any significant improvements in our net yield on interest earning assets as the rates paid on interest bearing liabilities will likely increase faster than those of interest earning assets. Net interest income will increase only through continued growth in loans, investments, and other income earning assets.

We anticipate that competition for commercial loans will continue to be significant, residential mortgage loan activity will remain soft, and growing our deposit base will be challenging throughout the foreseeable future. Despite these challenges, our unwavering commitment to core community banking principles and long term sustainable growth has, and will continue to, enable us to meet the needs of the communities we serve and increase shareholder value.

Recent Legislation

The Health Care and Education Act of 2010, the Patient Protection and Affordable Care Act, the Dodd-Frank Act, and the JOBS Act, have already had, and are expected to continue to have, a negative impact on our operating results. Of these four acts, the Dodd-Frank Act has had the most significant impact. The Dodd-Frank Act established the CFPB which has made significant changes in the regulation of financial institutions aimed at strengthening the oversight of the federal government over the operation of the financial services sector and increasing the protection of consumers. Rules issued by the CFPB regarding consumer lending, including residential mortgage lending have increased our compensation and outside advisor costs to ensure our compliance with the new regulations and this trend is expected to continue.

On July 2, 2013, the FRB published revised BASEL III Capital standards for banks. The rules redefine what is included or deducted from equity capital, changes risk weighting for certain on and off-balance sheet assets, increases the minimum required equity capital to be considered well capitalized, and introduces a capital cushion buffer. The rules, which will be gradually phased in between 2015 and 2019, are not expected to have a material impact on the Corporation but will require us to hold more capital than we have historically.

Other

We have not received any notices of regulatory actions as of February 27, 2015.

Table of Contents

CRITICAL ACCOUNTING POLICIES

Our significant accounting policies are set forth in “Note 1 – Nature of Operations and Summary of Significant Accounting Policies” of the “Notes to Consolidated Financial Statements” in Item 8. Financial Statements and Supplementary Data. Of these significant accounting policies, we consider our policies regarding the ALLL, acquisition intangibles and goodwill, and the determination of the fair value and assessment of OTTI of investment securities to be our most critical accounting policies.

The ALLL requires our most subjective and complex judgment. Changes in economic conditions can have a significant impact on the ALLL and, therefore, the provision for loan losses and results of operations. We have developed policies and procedures for assessing the appropriateness of the ALLL, recognizing that this process requires a number of assumptions and estimates with respect to our loan portfolio. Our assessments may be impacted in future periods by changes in economic conditions, and the discovery of information with respect to borrowers which is not known to us at the time of the issuance of the consolidated financial statements. For additional discussion concerning our ALLL and related matters, see the detailed discussion to follow under the caption “Allowance for Loan and Lease Losses” and “Note 5 – Loans and ALLL” of the “Notes to Consolidated Financial Statements” in Item 8. Financial Statements and Supplementary Data.

U.S. generally accepted accounting principles require that we determine the fair value of the assets and liabilities of an acquired entity, and record their fair value on the date of acquisition. We employ a variety of measures in the determination of the fair value, including the use of discounted cash flow analysis, market appraisals, and projected future revenue streams. For certain items that we believe we have the appropriate expertise to determine the fair value, we may choose to use our own calculations of the value. In other cases, where the value is not easily determined, we consult with outside parties to determine the fair value of the identified asset or liability. Once valuations have been adjusted, the net difference between the price paid for the acquired entity and the net value of assets acquired on our balance sheet, including identifiable intangibles, is recorded as goodwill. Acquisition intangibles and goodwill are qualitatively evaluated to determine if it is more likely than not that the carrying balance is impaired on at least an annual basis.

AFS securities are carried at fair value with changes in the fair value included as a component of other comprehensive income. Declines in the fair value of AFS securities below their cost that are other-than-temporary are reflected as realized losses in the consolidated statements of income. We evaluate AFS securities for indications of losses that are considered other-than-temporary, if any, on a regular basis. The market values for AFS investment securities are typically obtained from outside sources and applied to individual securities within the portfolio.

Table of Contents

Average Balances, Interest Rate, and Net Interest Income

The following schedules present the daily average amount outstanding for each major category of interest earning assets, nonearning assets, interest bearing liabilities, and noninterest bearing liabilities for the last three years. These schedules also present an analysis of interest income and interest expense for the periods indicated. All interest income is reported on a FTE basis using a 34% federal income tax rate. Nonaccrual loans, for the purpose of the following computations, are included in the average loan balances. FRB and FHLB restricted equity holdings are included in accrued income and other assets.

	Year Ended December 31									
	2014			2013			2012			
	Average Balance	Tax Equivalent Interest	Average Yield / Rate	Average Balance	Tax Equivalent Interest	Average Yield / Rate	Average Balance	Tax Equivalent Interest	Average Yield / Rate	
INTEREST EARNING ASSETS										
Loans	\$813,202	\$39,432	4.85 %	\$790,132	\$41,233	5.22 %	\$754,304	\$43,396	5.75 %	
Taxable investment securities	357,250	8,092	2.27 %	335,575	7,228	2.15 %	309,681	7,555	2.44 %	
Nontaxable investment securities	194,751	9,877	5.07 %	165,774	8,294	5.00 %	145,502	7,941	5.46 %	
Trading securities	174	9	5.17 %	1,071	55	5.14 %	2,624	142	5.41 %	
Other	25,610	510	1.99 %	27,235	447	1.64 %	33,359	486	1.46 %	
Total earning assets	1,390,987	57,920	4.16 %	1,319,787	57,257	4.34 %	1,245,470	59,520	4.78 %	
NONEARNING ASSETS										
Allowance for loan losses	(10,973)			(11,877)			(12,408)			
Cash and demand deposits due from banks	18,552			18,162			19,409			
Premises and equipment	25,957			25,993			25,244			
Accrued income and other assets	97,657			96,375			103,368			
Total assets	\$1,522,180			\$1,448,440			\$1,381,083			
INTEREST BEARING LIABILITIES										
Interest bearing demand deposits	\$191,750	157	0.08 %	\$183,665	161	0.09 %	\$170,851	204	0.12 %	
Savings deposits	260,469	374	0.14 %	242,777	366	0.15 %	214,958	451	0.21 %	
Time deposits	448,971	5,764	1.28 %	456,774	6,613	1.45 %	473,675	8,476	1.79 %	
Borrowed funds	274,080	3,675	1.34 %	251,590	3,881	1.54 %	225,689	4,292	1.90 %	
Total interest bearing liabilities	1,175,270	9,970	0.85 %	1,134,806	11,021	0.97 %	1,085,173	13,423	1.24 %	

NONINTEREST
BEARING
LIABILITIES

Demand deposits	165,860		141,872		125,443
Other	10,773		8,752		9,785
Shareholders' equity	170,277		163,010		160,682
Total liabilities and shareholders' equity	\$1,522,180		\$1,448,440		\$1,381,083
Net interest income (FTE)		\$ 47,950		\$ 46,236	
Net yield on interest earning assets (FTE)		3.45 %		3.50 %	3.70 %

28

Table of Contents

Net Interest Income

Net interest income is the amount by which interest income on earning assets exceeds the interest expenses on interest bearing liabilities. Net interest income is influenced by changes in the balance and mix of assets and liabilities and market interest rates. We exert some control over these factors; however, FRB monetary policy and competition have a significant impact. For analytical purposes, net interest income is adjusted to an FTE basis by adding the income tax savings from interest on tax exempt loans, and nontaxable investment securities, thus making year to year comparisons more meaningful. Included in interest income are loan fees which are displayed in the following table for the years ended December 31:

	2014	2013	2012
Loan fees	\$2,199	\$3,182	\$3,178

Volume and Rate Variance Analysis

The following table sets forth the effect of volume and rate changes on interest income and expense for the periods indicated. For the purpose of this table, changes in interest due to volume and rate were determined as follows:

Volume—change in volume multiplied by the previous period's FTE rate.

Rate—change in the FTE rate multiplied by the previous period's volume.

The change in interest due to both volume and rate has been allocated to volume and rate changes in proportion to the relationship of the absolute dollar amounts of the change in each.

	2014 Compared to 2013			2013 Compared to 2012		
	Increase (Decrease) Due to			Increase (Decrease) Due to		
	Volume	Rate	Net	Volume	Rate	Net
Changes in interest income						
Loans	\$1,179	\$(2,980)	\$(1,801)	\$1,996	\$(4,159)	\$(2,163)
Taxable investment securities	480	384	864	601	(928)	(327)
Nontaxable investment securities	1,468	115	1,583	1,049	(696)	353
Trading securities	(46)	)	(46)	(80)	)	(87)
Other	(28)	)	91	(96)	)	57
Total changes in interest income	3,053	(2,390)	) 663	3,470	(5,733)	) (2,263)
Changes in interest expense						
Interest bearing demand deposits	7	(11)	) (4)	14	(57)	) (43)
Savings deposits	26	(18)	) 8	53	(138)	) (85)
Time deposits	(111)	)	(738)	(293)	)	(1,570)
Borrowed funds	329	(535)	) (206)	457	(868)	) (411)
Total changes in interest expense	251	(1,302)	) (1,051)	231	(2,633)	) (2,402)
Net change in interest margin (FTE)	\$2,802	\$(1,088)	) \$1,714	\$3,239	\$(3,100)	) \$139

Our net yield on interest earning assets remains at historically low levels which is a direct result of FRB monetary policy. The persistent low interest rate environment coupled with an increase in the concentration of AFS securities as a percentage of earning assets has also placed downward pressure on net interest margin yield. While we anticipate that the FRB will increase short term interest rates in 2015, we do not expect any significant change in our net yield on interest earning assets as the rates paid on interest bearing liabilities will likely increase faster than those of interest earning assets. Net interest income will increase only through continued balance sheet growth.

	Average Yield / Rate for the Unaudited Three Month Periods Ended:				
	December 31 2014	September 30 2014	June 30 2014	March 31 2014	December 31 2013
Total earning assets	4.17	% 4.10	% 4.14	% 4.14	% 4.30
Total interest bearing liabilities	0.85	% 0.85	% 0.84	% 0.85	% 0.94
Net yield on interest earning assets (FTE)	3.46	% 3.39	% 3.43	% 3.42	% 3.50

Table of Contents

	Quarter to Date (Unaudited) Net Interest Income (FTE)				
	December 31 2014	September 30 2014	June 30 2014	March 31 2014	December 31 2013
Total interest income (FTE)	\$ 14,702	\$ 14,357	\$ 14,282	\$ 14,242	\$ 14,441
Total interest expense	2,504	2,498	2,468	2,500	2,683
Net interest income (FTE)	\$ 12,198	\$ 11,859	\$ 11,814	\$ 11,742	\$ 11,758

One of the the primary contributors to the decline in the net yield on interest earning assets during 2014 was a drastic decline in loan fees. Loan fees have declined as the demand for residential mortgage loans has diminished and the competition for commercial loans remains intense. As shown in the following table, the net yield on interest earning assets and net interest income excluding the impact of loan fees (FTE) has remained essentially unchanged since the fourth quarter of 2013. The following table displays unaudited data for the three month periods ended:

	December 31 2014	September 30 2014	June 30 2014	March 31 2014	December 31 2013	
Net interest income (FTE)	\$ 12,198	\$ 11,859	\$ 11,814	\$ 11,742	\$ 11,758	
Less loan fees	669	488	566	476	761	
Net interest income excluding loan fees (FTE)	\$ 11,529	\$ 11,371	\$ 11,248	\$ 11,266	\$ 10,997	
Net yield on interest earning assets excluding loan fees (FTE)	3.27	% 3.25	% 3.26	% 3.28	% 3.27	%

Allowance for Loan and Lease Losses

The viability of any financial institution is ultimately determined by its management of credit risk. Loans represent our single largest concentration of risk. The ALLL is our estimation of incurred losses within the existing loan portfolio. We allocate the ALLL throughout the loan portfolio based on our assessment of the underlying risks associated with each loan segment. Our assessments include allocations based on specific impairment valuation allowances, historical charge-offs, internally assigned credit risk ratings, and past due and nonaccrual balances. A portion of the ALLL is not allocated to any one loan segment, but is instead a reflection of other qualitative risks that reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

The following table summarizes our charge-offs, recoveries, provisions for loan losses, and ALLL balances as of, and for the unaudited three month periods ended:

	December 31 2014	September 30 2014	June 30 2014	March 31 2014	December 31 2013	
Total charge-offs	\$351	\$416	\$411	\$450	\$497	
Total recoveries	115	278	211	292	152	
Net loan charge-offs	236	138	200	158	345	
Net loan charge-offs to average loans outstanding	0.03	% 0.02	% 0.02	% 0.02	% 0.04	%
Provision for loan losses	\$(64)	\$(162)	\$(200)	\$(242)	\$245	
Provision for loan losses to average loans outstanding	(0.01)	)% (0.02	)% (0.02	)% (0.03	)% 0.03	%
ALLL	\$ 10,100	\$ 10,400	\$ 10,700	\$ 11,100	\$ 11,500	
ALLL as a% of loans at end of period	1.21	% 1.26	% 1.31	% 1.37	% 1.42	%

Table of Contents

The following table summarizes our charge-off and recovery activity for the years ended December 31:

	2014	2013	2012	2011	2010	
ALLL at beginning of period	\$11,500	\$11,936	\$12,375	\$12,373	\$12,979	
Charge-offs						
Commercial and agricultural	590	907	1,672	1,984	3,731	
Residential real estate	722	1,004	1,142	2,240	2,524	
Consumer	316	429	542	552	596	
Total charge-offs	1,628	2,340	3,356	4,776	6,851	
Recoveries						
Commercial and agricultural	550	363	240	461	453	
Residential real estate	197	181	122	177	638	
Consumer	149	249	255	314	297	
Total recoveries	896	793	617	952	1,388	
Provision for loan losses	(668)	) 1,111	2,300	3,826	4,857
ALLL at end of period	10,100	11,500	11,936	12,375	12,373	
Net loan charge-offs	\$732	\$1,547	\$2,739	\$3,824	\$5,463	
Net loan charge-offs to average loans outstanding	0.09	% 0.20	% 0.36	% 0.51	% 0.75	%
ALLL as a% of loans at end of period	1.21	% 1.42	% 1.54	% 1.65	% 1.68	%

As the level of net loan charge-offs continues to decline and credit quality indicators continue to improve, we have reduced the ALLL in both amount and as a percentage of loans. For further discussion of the allocation of the ALLL, see “Note 5 – Loans and ALLL” of the “Notes to Consolidated Financial Statements” in Item 8. Financial Statements and Supplementary Data.

Loans Past Due and Loans in Nonaccrual Status

Increases in past due and nonaccrual loans can have a significant impact on the ALLL. To determine the potential impact, and corresponding estimated losses, we analyze our historical loss trends on loans past due greater than 30 days and nonaccrual loans. We monitor all loans that are past due and in nonaccrual status for indications of additional deterioration.

	Total Past Due and Nonaccrual				
	December 31 2014	September 30 2014	June 30 2014	March 31 2014	December 31 2013
Commercial and agricultural	\$4,805	\$3,904	\$5,045	\$4,986	\$3,621
Residential real estate	4,181	4,011	4,613	7,067	7,008
Consumer	138	134	98	113	259
Total	\$9,124	\$8,049	\$9,756	\$12,166	\$10,888
	Total Past Due and Nonaccrual as of December 31				
	2014	2013	2012	2011	2010
Commercial and agricultural	\$4,805	\$3,621	\$7,271	\$7,420	\$9,606
Residential real estate	4,181	7,008	5,431	5,297	8,119
Consumer	138	259	199	186	309
Total	\$9,124	\$10,888	\$12,901	\$12,903	\$18,034

Declines in past due and nonaccrual loans during 2014 are the result of strengthened loan performance. A summary of loans past due and in nonaccrual status, including the composition of the ending balance of nonaccrual loans by type, is included in “Note 5 – Loans and ALLL” of the “Notes to Consolidated Financial Statements” in Item 8. Financial Statements and Supplementary Data.

Troubled Debt Restructurings

We have taken a proactive approach to avoid foreclosures on borrowers who are willing to work with us in modifying their loans, thus making them more affordable. While this approach has allowed certain borrowers to develop a payment structure

Table of Contents

that will allow them to continue making payments in lieu of foreclosure, it has contributed to a significant increase in the level of loans classified as TDRs. The modifications have been successful for us and our customers as very few of the modified loans have resulted in foreclosures. At the time of the TDR, the loan is reviewed to determine whether or not to classify the loan as accrual or nonaccrual. The majority of new modifications result in terms that satisfy our criteria for continued interest accrual. TDRs that have been placed in nonaccrual status may be placed back on accrual status after six months of continued performance.

We restructure debt with borrowers who due to temporary financial difficulties are unable to service their debt under the original terms. We may extend the amortization period, reduce interest rates, forgive principal, forgive interest, or a combination of these modifications. Typically, the modifications are for a period of five years or less. There were no TDRs that were Government sponsored as of December 31, 2014 or December 31, 2013.

Losses associated with TDRs, if any, are included in the estimation of the ALLL in the quarter in which a loan is identified as a TDR, and we review the analysis of the ALLL estimation each reporting period to ensure its continued appropriateness.

The following tables provide a roll-forward of TDRs for the years ended December 31, 2013 and 2014:

	Accruing Interest		Nonaccrual		Total	
	Number	Balance	Number	Balance	Number	Balance
	of		of		of	
	Loans		Loans		Loans	
January 1, 2013	115	\$16,531	19	\$2,824	134	\$19,355
New modifications	76	12,192	5	424	81	12,616
Principal advances (payments)	—	(891)	—	(292)	—	(1,183)
Loans paid-off	(17)	(2,844)	(6)	(800)	(23)	(3,644)
Partial charge-offs	—	(79)	—	(477)	—	(556)
Balances charged-off	(3)	(167)	(1)	(27)	(4)	(194)
Transfers to OREO	(1)	(33)	(7)	(496)	(8)	(529)
Transfers to accrual status	2	133	(2)	(133)	—	—
Transfers to nonaccrual status	(7)	(419)	7	419	—	—
December 31, 2013	165	24,423	15	1,442	180	25,865
New modifications	30	2,647	5	367	35	3,014
Principal advances (payments)	—	(1,501)	—	(254)	—	(1,755)
Loans paid-off	(32)	(2,964)	(3)	(90)	(35)	(3,054)
Partial charge-offs	—	(70)	—	(193)	—	(263)
Balances charged-off	(3)	(13)	(3)	(115)	(6)	(128)
Transfers to OREO	—	—	(5)	(338)	(5)	(338)
Transfers to accrual status	5	502	(5)	(502)	—	—
Transfers to nonaccrual status	(9)	(2,093)	9	2,093	—	—
December 31, 2014	156	\$20,931	13	\$2,410	169	\$23,341

The following table summarizes our TDRs as of December 31:

	2014			2013			2012		
	Accruing Interest	Nonaccrual	Total	Accruing Interest	Nonaccrual	Total	Accruing Interest	Nonaccrual	Total
Current	20,012	272	20,284	21,690	1,189	22,879	16,301	941	17,242
Past due 30-59 days	804	592	1,396	2,158	37	2,195	158	561	719
Past due 60-89 days	115	3	118	575	—	575	72	41	113
Past due 90 days or more	—	1,543	1,543	—	216	216	—	1,281	1,281

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Total	20,931	2,410	23,341	24,423	1,442	25,865	16,531	2,824	19,355
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32

Table of Contents

	2011			2010		
	Accruing Interest	Nonaccrual	Total	Accruing Interest	Nonaccrual	Total
Current	16,125	514	16,639	4,798	499	5,297
Past due 30-59 days	1,564	344	1,908	175	26	201
Past due 60-89 days	50	85	135	102	—	102
Past due 90 days or more	—	74	74	—	163	163
Total	17,739	1,017	18,756	5,075	688	5,763

Additional disclosures about TDRs are included in “Note 5 – Loans and ALLL” of the “Notes to Consolidated Financial Statements” in Item 8. Financial Statements and Supplementary Data.

Impaired Loans

The following is a summary of information pertaining to impaired loans as of December 31:

	2014			2013		
	Outstanding Balance	Unpaid Principal Balance	Valuation Allowance	Outstanding Balance	Unpaid Principal Balance	Valuation Allowance
TDRs						
Commercial real estate	\$10,222	\$10,501	\$1,276	\$10,663	\$11,193	\$1,585
Commercial other	715	945	4	1,310	1,340	62
Agricultural real estate	1,423	1,423	—	1,459	1,459	30
Agricultural other	66	186	—	79	199	—
Residential real estate senior liens	10,462	11,019	1,847	12,266	12,841	2,010
Residential real estate junior liens	246	246	49	20	20	4
Home equity lines of credit	153	453	46	—	—	—
Consumer secured	54	54	1	68	69	—
Total TDRs	23,341	24,827	3,223	25,865	27,121	3,691
Other impaired loans						
Commercial real estate	1,009	1,195	3	1,707	2,193	330
Commercial other	83	95	—	136	217	58
Agricultural real estate	106	106	—	—	—	—
Agricultural other	—	—	—	—	—	—
Residential real estate senior liens	1,183	1,763	168	1,795	2,473	268
Residential real estate junior liens	19	29	4	28	45	5
Home equity lines of credit	97	197	29	193	493	—
Consumer secured	10	10	—	51	79	—
Total other impaired loans	2,507	3,395	204	3,910	5,500	661
Total impaired loans	\$25,848	\$28,222	\$3,427	\$29,775	\$32,621	\$4,352

Additional disclosure related to impaired loans is included in “Note 5 – Loans and ALLL” of the “Notes to Consolidated Financial Statements” in Item 8. Financial Statements and Supplementary Data.

Table of Contents

Nonperforming Assets

The following table summarizes our nonperforming assets as of December 31:

	2014	2013	2012	2011	2010	
Nonaccrual loans	\$4,044	\$3,244	\$7,303	\$6,389	\$5,610	
Accruing loans past due 90 days or more	148	142	428	760	486	
Total nonperforming loans	4,192	3,386	7,731	7,149	6,096	
Foreclosed assets	885	1,412	2,018	1,876	2,067	
Total nonperforming assets	\$5,077	\$4,798	\$9,749	\$9,025	\$8,163	
Nonperforming loans as a % of total loans	0.50	% 0.42	% 1.00	% 0.95	% 0.83	%
Nonperforming assets as a % of total assets	0.33	% 0.32	% 0.68	% 0.67	% 0.67	%

After a loan is 90 days past due, it is generally placed in nonaccrual status unless it is well secured and in the process of collection. Upon transferring the loans to nonaccrual status, we perform an evaluation to determine the net realizable value of the underlying collateral. This evaluation is used to help determine if any charge-offs are necessary. Loans may be placed back on accrual status after six months months of continued performance.

Included in the nonaccrual loan balances above were loans currently classified as TDRs as of December 31:

	2014	2013	2012	2011	2010
Commercial and agricultural	\$1,995	\$833	\$2,325	\$520	\$115
Residential real estate	262	609	499	497	573
Consumer	153	—	—	—	—
Total	\$2,410	\$1,442	\$2,824	\$1,017	\$688

Additional disclosures about nonaccrual loans are included in “Note 5 – Loans and ALLL” of the “Notes to Consolidated Financial Statements” in Item 8. Financial Statements and Supplementary Data.

We continue to devote considerable attention to identifying impaired loans and adjusting the net carrying value of these loans to their current net realizable values through the establishment of a specific reserve or the recording of a charge-off. We believe that all loans deemed to be impaired have been identified.

We believe that the level of the ALLL is appropriate as of December 31, 2014 and we will continue to closely monitor overall credit quality and our policies and procedures related to the analysis of the ALLL to ensure that the ALLL remains appropriate.

Table of Contents

Noninterest Income and Noninterest Expenses

Noninterest income consists of service charges and fees, gains on sale of mortgage loans, earnings on corporate owned life insurance policies, gains and losses on sales of AFS securities, and other income. Significant account balances are highlighted in the following table with additional descriptions of significant fluctuations for the years ended December 31:

	2014	2013	Change		2012	Change		
			\$	%		\$	%	
Service charges and fees								
NSF and overdraft fees	\$2,156	\$2,243	\$(87)	(3.88)%	\$2,367	\$(124)	(5.24)%	
ATM and debit card fees	2,084	1,944	140	7.20%	1,874	70	3.74%	
Freddie Mac servicing fee	720	737	(17)	(2.31)%	757	(20)	(2.64)%	
Service charges on deposit accounts	354	373	(19)	(5.09)%	337	36	10.68%	
Net OMSR income (loss)	(36)	269	(305)	(113.38)%	(89)	358	N/M	
All other	133	116	17	14.66%	125	(9)	(7.20)%	
Total service charges and fees	5,411	5,682	(271)	(4.77)%	5,371	311	5.79%	
Gain on sale of mortgage loans	514	962	(448)	(46.57)%	1,576	(614)	(38.96)%	
Earnings on corporate owned life insurance policies	751	732	19	2.60%	698	34	4.87%	
Gains (losses) on sale of AFS securities	97	171	(74)	(43.27)%	1,119	(948)	(84.72)%	
Other								
Trust and brokerage advisory fees	2,069	1,858	211	11.36%	1,635	223	13.64%	
Other	483	770	(287)	(37.27)%	1,131	(361)	(31.92)%	
Total other	2,552	2,628	(76)	(2.89)%	2,766	(138)	(4.99)%	
Total noninterest income	\$9,325	\$10,175	\$(850)	(8.35)%	\$11,530	\$(1,355)	(11.75)%	

Significant changes in noninterest income are detailed below:

As customers continue to increase their dependence on ATM and debit cards, we have realized a corresponding increase in fees. We do not anticipate significant changes to our ATM and debit fee structure; however, we do expect that these fees will continue to increase as the usage of ATM and debit cards increase.

Offering rates on residential mortgage loans, as well as the decline in loan demand, are the most significant drivers behind fluctuations in the gain on sale of mortgage loans and net OMSR income (loss). As a result of the lack of demand in residential mortgage loan originations, we are experiencing declines in both the gain on sale of mortgage loans and net OMSR income (loss). As mortgage rates are expected to approximate current levels in the foreseeable future and purchase money mortgage activity will likely remain soft, we do not anticipate any significant changes in origination volumes or the gain on sale of mortgage loans.

We are continually analyzing our AFS securities for potential sale opportunities. These analyses identified several mortgage-backed securities pools in 2014, 2013, and 2012 that made economic sense to sell.

In recent periods, we have invested considerable efforts to increase our market share in trust and brokerage advisory services. These efforts have translated into increases in trust fees and brokerage and advisory fees.

The fluctuations in all other income is spread throughout various categories, none of which are individually significant.

Table of Contents

Noninterest expenses include compensation and benefits, furniture and equipment, occupancy, net AFS security impairment loss, and other expenses. Significant account balances are highlighted in the following table with additional descriptions of significant fluctuations for the years ended December 31:

	2014	2013	Change		2012	Change		
			\$	%		\$	%	
Compensation and benefits								
Employee salaries	\$16,114	\$15,677	\$437	2.79	% \$15,374	\$303	1.97	%
Employee benefits	5,191	5,788	(597)	(10.31)	)% 5,853	(65)	(1.11))%
Total compensation and benefits	21,305	21,465	(160)	(0.75)	)% 21,227	238	1.12	%
Furniture and equipment								
Service contracts	2,542	2,277	265	11.64	% 1,995	282	14.14	%
Depreciation	1,850	1,889	(39)	(2.06)	)% 1,796	93	5.18	%
ATM and debit card fees	722	710	12	1.69	% 690	20	2.90	%
All other	59	69	(10)	(14.49)	)% 79	(10)	(12.66))%
Total furniture and equipment	5,173	4,945	228	4.61	% 4,560	385	8.44	%
Occupancy								
Outside services	718	671	47	7.00	% 605	66	10.91	%
Depreciation	701	667	34	5.10	% 621	46	7.41	%
Utilities	524	502	22	4.38	% 463	39	8.42	%
Property taxes	515	499	16	3.21	% 501	(2)	(0.40))%
All other	340	314	26	8.28	% 329	(15)	(4.56))%
Total occupancy	2,798	2,653	145	5.47	% 2,519	134	5.32	%
Net AFS securities impairment loss	—	—	—	—	282	(282)	(100.00))%
Other								
Marketing and community relations	1,431	1,131	300	26.53	% 1,965	(834)	(42.44))%
FDIC insurance premiums	842	1,082	(240)	(22.18)	)% 864	218	25.23	%
Audit and related fees	809	738	71	9.62	% 711	27	3.80	%
Director fees	775	819	(44)	(5.37)	)% 885	(66)	(7.46))%
Education and travel	625	502	123	24.50	% 588	(86)	(14.63))%
Postage and freight	397	387	10	2.58	% 389	(2)	(0.51))%
Printing and supplies	367	396	(29)	(7.32)	)% 424	(28)	(6.60))%
Loan underwriting fees	361	423	(62)	(14.66)	)% 403	20	4.96	%
Consulting fees	349	315	34	10.79	% 482	(167)	(34.65))%
Legal fees	320	359	(39)	(10.86)	)% 268	91	33.96	%
Other losses	250	109	141	129.36	% 300	(191)	(63.67))%
Amortization of deposit premium	183	221	(38)	(17.19)	)% 260	(39)	(15.00))%
State taxes	171	140	31	22.14	% 187	(47)	(25.13))%
Foreclosed asset and collection	122	211	(89)	(42.18)	)% 202	9	4.46	%
All other	1,628	1,517	111	7.32	% 1,123	394	35.08	%
Total other	8,630	8,350	280	3.35	% 9,051	(701)	(7.75))%
Total noninterest expenses	\$37,906	\$37,413	\$493	1.32	% \$37,639	\$(226)	(0.60))%

Table of Contents

Significant changes in noninterest expenses are detailed below:

Employee salaries have increased as a result of normal merit increases and additional staffing required by our continued growth. The decline in employee benefits is related to health care costs as a result of lower than anticipated claims. Employee benefits are expected to increase moderately in future periods as a result of anticipated increases in health care costs.

We have consistently been a strong supporter of the various communities, schools, and charities in the markets we serve. We sponsor a foundation, which we established in 1996, that is funded by discretionary donations. The affiliated foundation provides centralized oversight for donations to organizations that benefit our communities. Included in marketing and community relations were discretionary donations to the foundation of \$500, \$200, and \$850 for the years ended December 31, 2014, 2013, and 2012, respectively.

FDIC insurance premiums were elevated in 2013 due to us receiving less of a refund for prepaid FDIC insurance premiums than we had anticipated. FDIC insurance premiums have returned to normalized levels and are anticipated to approximate current levels in 2015.

We place a strong emphasis on employee development through continuous education. Education and travel expenses vary from year to year based on the timing of various programs that our employees attend.

Loan underwriting fees have declined in 2014 as a result of declines in residential real estate loan originations.

Other losses increased significantly in 2014 primarily as a result of losses incurred related to fraudulent activities.

Also contributing to losses in both 2014 and 2012 were losses related to the repurchase of loans that we previously sold to a third party. While other losses fluctuate from period to period, they are expected to approximate 2013 levels in 2015.

The fluctuations in all other expenses are spread throughout various categories, none of which are individually significant.

Table of Contents

Analysis of Changes in Financial Condition

The following table shows the composition and changes in our balance sheet as of December 31:

	2014	2013	Change \$	%	
ASSETS					
Cash and cash equivalents	\$19,326	\$41,558	\$(22,232)	(53.50))%
Certificates of deposit held in other financial institutions	580	580	—	—	
Trading securities	—	525	(525)	(100.00))%
AFS securities					
Amortized cost of AFS securities	561,893	517,614	44,279	8.55	%
Unrealized Gains (losses) on AFS securities	5,641	(5,552)	) 11,193	N/M	
AFS securities	567,534	512,062	55,472	10.83	%
Mortgage loans AFS	901	1,104	(203)	(18.39))%
Loans					
Gross loans	833,582	808,037	25,545	3.16	%
Less allowance for loan and lease losses	10,100	11,500	(1,400)	(12.17))%
Net loans	823,482	796,537	26,945	3.38	%
Premises and equipment	25,881	25,719	162	0.63	%
Corporate owned life insurance policies	25,152	24,401	751	3.08	%
Accrued interest receivable	5,851	5,442	409	7.52	%
Equity securities without readily determinable fair values	20,076	18,293	1,783	9.75	%
Goodwill and other intangible assets	46,128	46,311	(183)	(0.40))%
Other assets	14,632	20,605	(5,973)	(28.99))%
TOTAL ASSETS	\$1,549,543	\$1,493,137	\$56,406	3.78	%
LIABILITIES AND SHAREHOLDERS' EQUITY					
Liabilities					
Deposits	\$1,074,484	\$1,043,766	\$30,718	2.94	%
Borrowed funds	289,709	279,326	10,383	3.72	%
Accrued interest payable and other liabilities	10,756	9,436	1,320	13.99	%
Total liabilities	1,374,949	1,332,528	42,421	3.18	%
Shareholders' equity	174,594	160,609	13,985	8.71	%
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$1,549,543	\$1,493,137	\$56,406	3.78	%

As shown above, total assets have increased \$56,406 since December 31, 2013. During 2014, we increased our cost basis of AFS securities by \$44,279 while loans grew by \$25,545. Contributing to the increase in our AFS securities portfolio were \$11,193 in unrealized gains observed during the year. This balance sheet growth was funded by increases in both deposits and borrowed funds. While we do anticipate that generating quality loans will continue to be competitive, we expect that loans will continue to grow in 2015.

A discussion of changes in balance sheet amounts by major categories follows:

Cash and cash equivalents

Included in cash and cash equivalents are funds held with FRB which fluctuate from period-to-period.

Certificates of deposit held in other financial institutions

As certificates of deposit held in other financial institutions mature, the funds are reinvested into AFS investment securities to increase net interest margins (as the yields on AFS investment securities exceeded the potential reinvestment rates for

Table of Contents

certificates of deposits held in other financial institutions during the year). While there were no maturities in 2014 to reinvest, the maturities in 2015 will likely continue this trend.

AFS investment securities

The primary objective of our investing activities is to provide for safety of the principal invested. Secondary considerations include the need for earnings, liquidity, and our overall exposure to changes in interest rates.

The following is a schedule of the carrying value of AFS investment securities as of December 31:

	2014	2013	2012	2011	2010
Government sponsored enterprises	\$24,136	\$23,745	\$25,776	\$397	\$5,404
States and political subdivisions	215,345	201,988	182,743	174,938	169,717
Auction rate money market preferred	2,619	2,577	2,778	2,049	2,865
Preferred stocks	6,140	5,827	6,363	5,033	6,936
Mortgage-backed securities	166,926	144,115	155,345	143,602	102,215
Collateralized mortgage obligations	152,368	133,810	131,005	99,101	43,587
Total	\$567,534	\$512,062	\$504,010	\$425,120	\$330,724

Excluding those holdings in government sponsored enterprises and municipalities within the State of Michigan, there were no investments in securities of any one issuer that exceeded 10% of shareholders' equity. We have a policy prohibiting investments in securities that we deem are unsuitable due to their inherent credit or market risks.

Prohibited investments include stripped mortgage backed securities, zero coupon bonds, nongovernment agency asset backed securities, and structured notes. Our holdings in mortgage-backed securities and collateralized mortgage obligations include only government agencies and government sponsored agencies as we hold no investments in private label mortgage-backed securities or collateralized mortgage obligations.

Table of Contents

The following is a schedule of maturities of AFS investment securities and their weighted average yield as of December 31, 2014. Weighted average yields have been computed on an FTE basis using a tax rate of 34%. Our auction rate money market preferred is a long term floating rate instrument for which the interest rate is set at periodic auctions. At each successful auction, we have the option to sell the security at par value. Additionally, the issuers of auction rate securities generally have the right to redeem or refinance the debt. Because of their lack of contractual maturities, auction rate money market preferred and preferred stocks are not reported by a specific maturity group. Mortgage-backed securities and collateralized mortgage obligations are not reported by a specific maturity group due to their variable monthly payments. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations.

	Maturing									
	Within One Year		After One Year But Within Five Years		After Five Years But Within Ten Years		After Ten Years		Securities with Variable Monthly Payments or Noncontractual Maturities	
	Amount	Yield (%)	Amount	Yield (%)	Amount	Yield (%)	Amount	Yield (%)	Amount	Yield (%)
Government sponsored enterprises	\$—	—	\$18,765	1.46	\$5,371	1.51	\$—	—	\$—	—
States and political subdivisions	13,975	2.61	58,229	4.95	100,619	4.44	42,522	4.59	—	—
Mortgage-backed securities	—	—	—	—	—	—	—	—	166,926	2.19
Collateralized mortgage obligations	—	—	—	—	—	—	—	—	152,368	2.29
Auction rate money market preferred	—	—	—	—	—	—	—	—	2,619	6.35
Preferred stocks	—	—	—	—	—	—	—	—	6,140	5.78
Total	\$13,975	2.61	\$76,994	4.10	\$105,990	4.29	\$42,522	4.59	\$328,053	2.34

Loans

Loans are the largest component of earning assets. The proper management of credit and market risk inherent in the loan portfolio is critical to our financial well-being. To control these risks, we have adopted strict underwriting standards. These standards include specific criteria against lending outside our defined market areas, lending limits to a single borrower, and strict loan to collateral value limits. We also monitor and limit loan concentrations to specific industries. We have no foreign loans and there were no concentrations greater than 10% of total loans that are not disclosed as a separate category in the following table.

The following table presents the composition of the loan portfolio for the years ended December 31:

	2014	2013	2012	2011	2010
Commercial	\$431,961	\$392,104	\$371,505	\$365,714	\$348,852
Agricultural	104,721	92,589	83,606	74,645	71,446
Residential real estate	264,595	289,931	284,148	278,360	284,029
Consumer	32,305	33,413	33,494	31,572	30,977
Total	\$833,582	\$808,037	\$772,753	\$750,291	\$735,304

Table of Contents

The following table presents the change in the loan portfolio categories for the years ended December 31:

	2014		2013		2012			
	\$ Change	% Change	\$ Change	% Change	\$ Change	% Change		
Commercial	\$39,857	10.16	% \$20,599	5.54	% \$5,791	1.58	%	
Agricultural	12,132	13.10	% 8,983	10.74	% 8,961	12.00	%	
Residential real estate	(25,336)	(8.74)	% 5,783	2.04	% 5,788	2.08	%	
Consumer	(1,108)	(3.32)	% (81)	(0.24)	% 1,922	6.09	%	
Total	\$25,545	3.16	% \$35,284	4.57	% \$22,462	2.99	%	

We continue to see declines in residential real estate loans which have been offset by increases in commercial and agricultural loans. This trend is likely to continue as the demand for residential real estate loans is anticipated to remain soft due to continuing uncertainty in the residential real estate markets, increases in interest rates, and the implementation of CFPB underwriting guidelines. We expect loans to increase moderately in 2015, with most of the growth in commercial loans.

Equity securities without readily determinable fair values

Included in equity securities without readily determinable fair values are restricted securities, which are carried at cost and investments in unconsolidated entities accounted for under the equity method of accounting (see "Note 1 – Nature of Operations and Summary of Significant Accounting Policies" and "Note 19 – Fair Value" of the "Notes to Consolidated Financial Statements" in Item 8. Financial Statements and Supplementary Data).

Deposits

Deposits are our primary source of funding. The following table presents the composition of the deposit portfolio as of December 31:

	2014	2013	2012	2011	2010
Noninterest bearing demand deposits	\$181,826	\$158,428	\$143,735	\$119,072	\$104,902
Interest bearing demand deposits	190,984	192,089	181,259	163,653	142,259
Savings deposits	261,412	243,237	228,338	193,902	177,817
Certificates of deposit	339,824	362,473	376,790	395,777	386,435
Brokered certificates of deposit	72,134	56,329	55,348	54,326	53,748
Internet certificates of deposit	28,304	31,210	32,197	31,434	12,178
Total	\$1,074,484	\$1,043,766	\$1,017,667	\$958,164	\$877,339

The following table presents the change in the deposit categories for the years ended December 31:

	2014		2013		2012			
	\$ Change	% Change	\$ Change	% Change	\$ Change	% Change		
Noninterest bearing demand deposits	\$23,398	14.77	% \$14,693	10.22	% \$24,663	20.71	%	
Interest bearing demand deposits	(1,105)	(0.58)	% 10,830	5.97	% 17,606	10.76	%	
Savings deposits	18,175	7.47	% 14,899	6.52	% 34,436	17.76	%	
Certificates of deposit	(22,649)	(6.25)	% (14,317)	(3.80)	% (18,987)	(4.80)	%	
Brokered certificates of deposit	15,805	28.06	% 981	1.77	% 1,022	1.88	%	
Internet certificates of deposit	(2,906)	(9.31)	% (987)	(3.07)	% 763	2.43	%	
Total	\$30,718	2.94	% \$26,099	2.56	% \$59,503	6.21	%	

Overall, deposits continued to grow during 2014. As a result of the current interest rate environment, we continue to see declines in certificates of deposits, but these declines have been offset by increases in noninterest bearing demand deposits and savings accounts. We expect this trend to continue for the foreseeable future. Growth is anticipated to continue to come in the form of non-contractual deposits, while certificates of deposit are expected to approximate current levels.

Table of Contents

The remaining maturity of time certificates and other time deposits of \$100 or more as of December 31, 2014 was as follows:

Maturity	
Within 3 months	\$42,416
Within 3 to 6 months	22,303
Within 6 to 12 months	55,257
Over 12 months	124,924
Total	\$244,900

Borrowed Funds

Borrowed funds include FHLB advances and securities sold under agreements to repurchase. The balance of borrowed funds fluctuates from period to period based on our funding needs including changes in loans, investments, and deposits. The current interest rate environment has made it almost impossible to increase net interest income without increasing earning assets. As deposit growth has generally outpaced loan demand, we continue to deploy deposits into purchases of AFS securities to provide additional interest income. In addition to utilizing deposits, we also utilize borrowings and brokered deposits to fund earning assets.

The following table presents borrowed funds balances for the years ended December 31:

	2014	2013	2012	2011	2010
FHLB advances	\$ 192,000	\$ 162,000	\$ 152,000	\$ 142,242	\$ 113,423
Securities sold under agreements to repurchase without stated maturity dates	95,070	106,025	66,147	57,198	45,871
Securities sold under agreements to repurchase with stated maturity dates	439	11,301	16,284	16,696	19,623
Federal funds purchased	2,200	—	6,570	—	16,000
Total	\$289,709	\$279,326	\$241,001	\$216,136	\$194,917

For additional disclosure related to borrowed funds, see "Note 9 – Borrowed Funds" of "Notes to Consolidated Financial Statements" in Item 8. Financial Statements and Supplementary Data.

Accrued interest payable and other liabilities

Included in accrued interest payable and other liabilities are obligations related to our defined benefit pension plan. Our liability related to the plan increased in 2014 as a result of changes in mortality tables and discount rates used to determine the current benefit obligation. For more information on the defined benefit pension plan, see "Note 16 – Benefit Plans" of the "Notes to Consolidated Financial Statements" in Item 8. Financial Statements and Supplementary Data).

Table of Contents

Contractual Obligations and Loan Commitments

We have various financial obligations, including contractual obligations and commitments, which may require future cash payments. The following schedule summarizes our non-cancelable obligations and future minimum payments as of December 31, 2014:

	Minimum Payments Due by Period				Total
	Due in One Year or Less	After One Year But Within Three Years	After Three Years But Within Five Years	After Five Years	
Deposits					
Deposits with no stated maturity	\$634,222	\$—	\$—	\$—	\$634,222
Certificates of deposit with stated maturities	217,505	131,583	73,451	17,723	440,262
Total deposits	851,727	131,583	73,451	17,723	1,074,484
Borrowed funds					
Short-term borrowings	97,270	—	—	—	97,270
Long-term borrowings	42,439	40,000	60,000	50,000	192,439
Total borrowed funds	139,709	40,000	60,000	50,000	289,709
Total contractual obligations	\$991,436	\$171,583	\$133,451	\$67,723	\$1,364,193

We also have loan commitments that may impact liquidity. The following schedule summarizes our loan commitments and expiration dates by period as of December 31, 2014. Commitments to grant loans include loans to be sold to the secondary market. Since many of these commitments historically have expired without being drawn upon, the total amount of these commitments does not necessarily represent our future cash requirements.

	Expiration Dates by Period				Total
	Due in One Year or Less	After One Year But Within Three Years	After Three Years But Within Five Years	After Five Years	
Unused commitments under lines of credit	\$68,056	\$27,330	\$18,527	\$3,022	\$116,935
Commitments to grant loans	13,988	—	—	—	13,988
Commercial and standby letters of credit	4,985	—	—	—	4,985
Total loan commitments	\$87,029	\$27,330	\$18,527	\$3,022	\$135,908

For additional disclosure related to Contractual Obligations and Loan Commitments, see “Note 12 – Off-Balance-Sheet Activities” of the “Notes to Consolidated Financial Statements” in Item 8. Financial Statements and Supplementary Data.

Capital

Capital consists solely of common stock, retained earnings, and accumulated other comprehensive income (loss). We are currently authorized to raise capital through dividend reinvestment, employee and director stock purchases, and shareholder stock purchases. Pursuant to these authorizations, we issued 182,755 shares or \$4,227 of common stock during 2014, and 149,191 shares or \$3,618 of common stock in 2013. We also offer the Directors Plan in which participants either directly purchase stock or purchase stock units through deferred fees, in lieu of cash payments. Pursuant to this plan, we increased shareholders’ equity by \$495 and \$554 during 2014 and 2013, respectively. We have approved a publicly announced common stock repurchase plan. Pursuant to this plan, we repurchased 135,630 shares or \$3,122 of common stock compared to 98,014 shares for \$2,375 during 2014 and 2013, respectively. As of December 31, 2014, we were authorized to repurchase up to an additional 151,766 shares of common stock. There are no significant regulatory constraints placed on our capital. The FRB’s current recommended minimum primary capital to assets requirement is 6.00%. Our primary capital to adjusted average assets, which consists of shareholders' equity plus the ALLL acquisition intangibles, was 8.59% as of December 31, 2014.

Table of Contents

The FRB has established minimum risk based capital guidelines. Pursuant to these guidelines, a framework has been established that assigns risk weights to each category of on and off balance sheet items to arrive at risk adjusted total assets. Regulatory capital is divided by the risk adjusted assets with the resulting ratio compared to the minimum standard to determine whether a corporation has adequate capital. The minimum standard is 8.00%, of which at least 4.00% must consist of equity capital net of goodwill. The following table sets forth the percentages required under the Risk Based Capital guidelines and our values as of:

	2014	2013	Required	
Equity Capital	14.08	% 13.67	% 4.00	%
Secondary Capital	1.10	% 1.25	% 4.00	%
Total Capital	15.18	% 14.92	% 8.00	%

Secondary capital includes only the ALLL. The percentage for the secondary capital under the required column is the maximum amount allowed from all sources.

The FRB and FDIC also prescribe minimum capital requirements for Isabella Bank. At December 31, 2014, the Bank exceeded these minimum capital requirements. On July 2, 2013, the FRB published revised BASEL III Capital standards for banks. The rules redefine what is included or deducted from equity capital, changes risk weighting for certain on and off-balance sheet assets, increases the minimum required equity capital to be considered well capitalized, and introduces a capital cushion buffer. The rules, which will be gradually phased in between 2015 and 2019, are not expected to have a material impact on the Corporation but will require us to hold more capital than we have historically. For further information regarding the Bank's capital requirements, see "Note 15 – Minimum Regulatory Capital Requirements" of the "Notes to Consolidated Financial Statements" in Item 8. Financial Statements and Supplementary Data.

Fair Value

We utilize fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. AFS securities and certain liabilities are recorded at fair value on a recurring basis.

Additionally, from time-to-time, we may be required to record at fair value other assets on a nonrecurring basis, such as mortgage loans AFS, foreclosed assets, OMSR, and certain other assets and liabilities. These nonrecurring fair value adjustments typically involve the application of lower of cost or market accounting or write-downs of individual assets.

For further information regarding fair value measurements, see "Note 1 – Nature of Operations and Summary of Significant Accounting Policies" and "Note 19 – Fair Value" of the "Notes to Consolidated Financial Statements" in Item 8. Financial Statements and Supplementary Data.

Table of Contents

Interest Rate Sensitivity

Interest rate sensitivity is determined by the amount of earning assets and interest bearing liabilities repricing within a specific time period, and their relative sensitivity to a change in interest rates. We strive to achieve reasonable stability in the net interest margin through periods of changing interest rates. One tool we use to measure interest rate sensitivity is gap analysis. As shown in the table below, the gap analysis depicts our position for specific time periods and the cumulative gap as a percentage of total assets.

Fixed interest rate AFS securities are scheduled according to their contractual maturity. Fixed rate loans are included in the appropriate time frame based on their scheduled amortization. Variable rate loans, which totaled \$172,432 as of December 31, 2014, are included in the time frame of their earliest repricing. Time deposit liabilities are scheduled based on their contractual maturity except for variable rate time deposits in the amount of \$1,123 that are included in the 0 to 3 month time frame.

Savings and NOW accounts have no contractual maturity date and are believed by us to be predominantly noninterest rate sensitive. These accounts have been classified in the gap table according to their estimated withdrawal rates based upon our analysis of deposit decay over the past five years. We believe this decay experience is consistent with our expectation for the future. As of December 31, 2014, we had a positive cumulative gap within one year. A positive gap position results when more assets, within a specified time frame, have the potential to mature or reprice than liabilities.

The following table shows the time periods and the amount of assets and liabilities available for interest rate repricing as of December 31, 2014. The interest rate sensitivity information for investment securities is based on the expected prepayments and call dates versus stated maturities. For purposes of this analysis, nonaccrual loans and the ALLL are excluded.

	0 to 3 Months	4 to 12 Months	1 to 5 Years	Over 5 Years	
Interest sensitive assets					
AFS securities	\$23,984	\$85,277	\$273,600	\$184,673	
Loans	203,326	84,090	390,966	151,156	
Total	\$227,310	\$169,367	\$664,566	\$335,829	
Interest sensitive liabilities					
Borrowed funds	\$117,709	\$22,000	\$100,000	\$50,000	
Time deposits	68,939	149,036	204,564	17,723	
Savings	7,360	22,619	88,940	142,493	
NOW	2,604	7,812	36,104	144,464	
Total	\$196,612	\$201,467	\$429,608	\$354,680	
Cumulative gap	\$30,698	\$(1,402)	\$233,556	\$214,705	
Cumulative gap as a % of assets	1.98	% (0.09)% 15.07	% 13.86	%

The following table shows the maturity of commercial and agricultural loans outstanding at December 31, 2014. Also provided are the amounts due after one year, classified according to the sensitivity to changes in interest rates.

	1 Year or Less	1 to 5 Years	Over 5 Years	Total
Commercial and agricultural	\$96,084	\$269,425	\$171,173	\$536,682
Interest sensitivity				
Loans maturing after one year that have:				
Fixed interest rates		\$231,583	\$166,707	
Variable interest rates		37,842	4,466	
Total		\$269,425	\$171,173	

Table of Contents

Liquidity

Liquidity is monitored regularly by our Market Risk Committee, which consists of members of senior management. The committee reviews projected cash flows, key ratios, and liquidity available from both primary and secondary sources.

Our primary sources of liquidity are cash and cash equivalents, certificates of deposit held in other financial institutions, and AFS securities. These categories totaled \$587,440 or 37.91% of assets as of December 31, 2014 as compared to \$554,725 or 37.15% as of December 31, 2013. Liquidity is important for financial institutions because of their need to meet loan funding commitments, depositor withdrawal requests, and various other commitments including expansion of operations, investment opportunities, and payment of cash dividends. Liquidity varies significantly daily, based on customer activity.

Our primary source of funds is deposit accounts. We also have the ability to borrow from the FHLB, the FRB, and through various correspondent banks in the form of federal funds purchased and a line of credit. These funding methods typically carry a higher interest rate than traditional market deposit accounts. Some borrowed funds, including FHLB advances, FRB Discount Window advances, and repurchase agreements, require us to pledge assets, typically in the form AFS securities or loans as collateral. As of December 31, 2014, we had available lines of credit of \$112,301.

The following table summarizes our sources and uses of cash for the years ended December 31:

	2014	2013	\$ Variance
Net cash provided by (used in) operating activities	\$ 17,334	\$ 22,741	\$(5,407)
Net cash provided by (used in) investing activities	(74,598)	(64,931)	(9,667)
Net cash provided by (used in) financing activities	35,032	58,828	(23,796)
Increase (decrease) in cash and cash equivalents	(22,232)	16,638	(38,870)
Cash and cash equivalents January 1	41,558	24,920	16,638
Cash and cash equivalents December 31	\$ 19,326	\$ 41,558	\$(22,232)

Quantitative and Qualitative Disclosures about Market Risk

Our primary market risks are interest rate risk and liquidity risk. We have no significant foreign exchange risk and do not utilize interest rate swaps or derivatives, except for interest rate locks and forward loan commitments, in the management of IRR. Any changes in foreign exchange rates or commodity prices would have an insignificant impact on our interest income and cash flows.

IRR is the exposure of our net interest income to changes in interest rates. IRR results from the difference in the maturity or repricing frequency of a financial institution's interest earning assets and its interest bearing liabilities. IRR is the fundamental method by which financial institutions earn income and create shareholder value. Excessive exposure to IRR could pose a significant risk to our earnings and capital.

The FRB has adopted a policy requiring us to effectively manage the various risks that can have a material impact on our safety and soundness. The risks include credit, interest rate, liquidity, operational, and reputational. We have policies, procedures, and internal controls for measuring and managing these risks. Specifically, our Funds Management policy and procedures include defining acceptable types and terms of investments and funding sources, liquidity requirements, limits on investments in long term assets, limiting the mismatch in repricing opportunity of assets and liabilities, and the frequency of measuring and reporting to our Board.

The primary technique to measure IRR is simulation analysis. Simulation analysis forecasts the effects on the balance sheet structure and net interest income under a variety of scenarios that incorporate changes in interest rates, the shape of yield curves, interest rate relationships, and loan prepayments. These forecasts are compared against net interest income projected in a stable interest rate environment. While many assets and liabilities reprice either at maturity or in accordance with their contractual terms, several balance sheet components demonstrate characteristics that require an evaluation to more accurately reflect their repricing behavior. Key assumptions in the simulation analysis include prepayments on loans, probable calls of investment securities, changes in market conditions, loan volumes and loan pricing, deposit sensitivity, and customer preferences. These assumptions are inherently uncertain as they are subject to fluctuation and revision in a dynamic environment. As a result, the simulation analysis cannot precisely forecast the impact of rising and falling interest rates on net interest income. Actual results will differ from simulated results due

to many other factors, including changes in balance sheet components, interest rate changes, changes in market conditions, and management strategies.

Our interest rate sensitivity is estimated by first forecasting the next 12 and 24 months of net interest income under an assumed environment of a constant balance sheet and constant market interest rates (base case). We then compare the results of various

46

Table of Contents

simulation analyses to the base case. At December 31, 2014, we projected the change in net interest income during the next 12 and 24 months assuming market interest rates were to immediately decrease by 100 basis points and increase by 100, 200, 300, and 400 basis points in a parallel fashion over the entire yield curve during the same time period. We did not project scenarios showing decreases in interest rates beyond 100 basis points as this is considered extremely unlikely given current interest rate levels. These projections were based on our assets and liabilities remaining static over the next 12 and 24 months, while factoring in probable calls and prepayments of certain investment securities and real estate residential and consumer loans. While it is extremely unlikely that interest rates would immediately increase to these levels, we feel that these extreme scenarios help us identify potential gaps and mismatches in the repricing characteristics of assets and liabilities. We regularly monitor our projected net interest income sensitivity to ensure that it remains within established limits.

The following table summarizes our interest rate sensitivity for 12 and 24 months as of:

	December 31, 2014					24 Months				
	12 Months					24 Months				
Immediate basis point change assumption (short-term)	(100)	100	200	300	400	(100)	100	200	300	400
Percent change in net interest income vs. constant rates	(1.66)%	0.29 %	0.45 %	(3.18)%	(4.39)%	(1.83)%	0.25 %	1.04 %	(2.70)%	(3.98)%

	December 31, 2013					24 Months				
	12 Months					24 Months				
Immediate basis point change assumption (short-term)	(100)	100	200	300	400	(100)	100	200	300	400
Percent change in net interest income vs. constant rates	(2.85)%	0.25 %	(0.28)%	(0.99)%	(2.16)%	(3.24)%	0.04 %	0.29 %	0.41 %	(0.35)%

Gap analysis, the secondary method to measure IRR, measures the cash flows and/or the earliest repricing of our interest bearing assets and liabilities. This analysis is useful for measuring trends in the repricing characteristics of the balance sheet. Significant assumptions are required in this process because of the embedded repricing options contained in assets and liabilities. Residential real estate and consumer loans allow the borrower to repay the balance prior to maturity without penalty, while commercial and agricultural loans have prepayment penalties. The amount of prepayments is dependent upon many factors, including the interest rate of a given loan in comparison to the current offering rates, the level of sales of used homes, and the overall availability of credit in the market place. Generally, a decrease in interest rates will result in an increase in cash flows from these assets. A significant portion of our securities are callable or have prepayment options. The call and prepayment options are more likely to be exercised in a period of decreasing interest rates. Savings and demand accounts may generally be withdrawn on request without prior notice. The timing of cash flows from these deposits is estimated based on historical experience. Certificates of deposit have penalties that discourage early withdrawals.

The following tables provide information about assets and liabilities that are sensitive to changes in interest rates as of December 31, 2014 and December 31, 2013. The principal amounts of investments, loans, other interest earning assets, borrowings, and time deposits maturing were calculated based on the contractual maturity dates. Estimated cash flows for savings and NOW accounts are based on our estimated deposit decay rates.

Table of Contents

	December 31, 2014							
	2015	2016	2017	2018	2019	Thereafter	Total	Fair Value
Rate sensitive assets								
Other interest bearing assets	\$1,748	\$—	\$100	\$—	\$—	\$—	\$1,848	\$1,847
Average interest rates	0.36	% —	0.35	% —	—	—	0.36	%
Trading securities	\$—	\$—	\$—	\$—	\$—	\$—	\$—	\$—
Average interest rates	—	—	—	—	—	—	—	—
AFS securities	\$109,261	\$93,324	\$80,147	\$53,017	\$47,112	\$184,673	\$567,534	\$567,534
Average interest rates	2.22	% 2.26	% 2.32	% 2.39	% 2.46	% 2.62	% 2.41	%
Fixed interest rate loans (1)	\$119,028							