

Dear Shareholders

The New River, designated a National Scenic River in 1976, flows through several of the counties we serve. On most days the river is slow and moves along at a pleasant pace as it winds through northwestern North Carolina, merging with other tributaries and creating a much broader river. Although we may not often stop to consider it, there are lessons to be learned from rivers. For instance: with time, we can gently smooth away impediments, but when we can't, it's best to forge a way around them. Or—a more important lesson—we cannot stop progress; we must keep moving forward.

We are eager to share with you the ways that we have moved forward this year, channeling our energy and efforts into continuing growth and improvement. This past year, net income increased 23.6% to \$3,939,798. This was our ninth consecutive year of double-digit earnings increase. ROAA increased to 1.36% and ROAE increased to 14.06%. Assets increased \$11.1 million to \$300.9 million. Loans increased \$7.0 million to \$191.7 million and deposits grew \$14.9 million to \$226.5 million. Overall, our non-interest income grew \$368 thousand to \$8.6 million. All capital ratios increased, with total risk based capital growing from 17.1% to 17.8%, and classified assets dropped \$425 thousand to \$3.6 million.

In this report, you will find two customers we were delighted to work with to restore historic buildings. First, the Horton building in downtown Boone has been many things since it was built in 1924. It is now a boutique hotel, right in the center of Main Street and just a block away from the Appalachian State University campus. The second is the Todd General Store. While still a work in progress, this 1914 building has been the heart of the Todd community for over a century. After the building was closed for the past few years, the new owners are tirelessly working to bring it back to life. Helping restore and support local communities is a big part of who we are. We also feature Tampco, a local manufacturing company with an employee friendly culture. They are just the type of small business we want to serve.

Technology continues to advance the speed and control customers have over their banking. This year we added mobile wallet including Apple Pay and enhanced the power of our mobile banking app with card controls which allows our customers to turn their debit card on and off and set purchase restrictions. We rolled out a new app for mortgage applications, allowing consumers to complete an application, check the progress of their mortgage, and access multiple tools to help them pick the right mortgage for their needs. We have also joined the Zelle network, which is the largest Person to Person, "P2P" service in existence. We believe combining the best and latest technologies with our high standards for customer service allows us to improve the user experience for our customers, while remaining the hometown bank and insurance company our clients have come to know and love.

This year we had a number of expansions, changes and improvements take place. In January, we purchased Andrews & Andrews Inc. in Newland. Their book of business was primarily life and health insurance and some property and casualty. With the additional product lines we can bring to this market, we see a strong potential for growth. We purchased an older building in downtown Newland, repurposed it and relocated their operation to the new office building. In Elkin, we had an insurance office that was at capacity when we added a commercial loan production office to it. So, we found a great historical building to purchase in the heart of downtown Elkin. Based on the size of the building and its proximity to the North Wilkesboro market, we decided to consolidate both locations into this facility. This building more than triples the size of our previous location, leaving us better positioned with room to grow.

We are also well under way with a major renovation to our Jefferson location. In addition to much-needed renovations, we are upgrading this facility to improve the customer experience. This includes adding an ATM, making the drive-thru more accessible and modernizing the teller area.

We are also delighted to announce an increase in our annual dividend to \$0.28 a share. This represents a 12% increase over the prior year. Our stock was trading at \$33.75 a share at the time of this writing, a 21.6% increase over the \$27.75 per share our stock was trading at this time last year. The book value per share increased from \$25.56 to \$30.36 per share, while earnings per share grew from \$3.13 to \$3.86 a share. The Mutual Holding Company receives dividends since it owns over 50% of the stock. One of the ways the Board has instructed management to use this money is forming the LifeStore Community Fund. The first check that was written from the fund was to assist in the purchase of the Elk Shoals camp on the New River of Ashe County



Robert Washburn, President and Chief Executive Officer

to make it an extension of the North Carolina State Park system. With this addition, there are now four parks with camping, canoeing and outdoor recreation opportunities along the New River. These parks are about a day apart by canoe or a short drive by car. The addition of Elk Shoals greatly boosts the park system's accessibility and recreation offerings, and for this reason, we are delighted to highlight Elk Shoals on the cover of this report. The river nourishes our ecosystem, provides recreation, and adds beauty to our landscape. Like the river, we strive to give back, serving as a key and positive influence on the communities in which we live.

As we have already alluded, part of bringing value to our communities includes giving back. Our employee council is run by employees, without management getting in their way. They do a great job of identifying projects and people in need, and we have highlighted a few projects in this report. There are some that we can't share, but have the satisfaction of knowing that people in need in our communities are being helped. Thank you for your support!

LifeStore Mission Statement - "Deliver exceptional, personalized banking and insurance products that bring value and prosperity to our customers and our communities."

Robert E. Washburn

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President and Chief Executive Officer



New Bank Markets



LifeStore lender T.J. Bledsoe, with Emily Cave and David Barker of Tampco

Tampco Keeps Local Manufacturing Alive

LifeStore is excited to expand its footprint in the Elkin market, where we have operated an insurance office since 1999. "It's been almost three years since we added Earl Searcy as a loan officer for the Morganton/Hickory market and the addition of TJ Bledsoe in Elkin expands the breadth of services to local businesses." comented Joedy Eller, Chief Banking Officer. For Earl and TJ, there is only a small sign on the building where their offices are located and not the local presence we associate with the hometown bank. The key to their success is relationships. TJ says: "Relationships are everything. I don't have to cold call everywhere because people know that I am in banking. I get business from my relationships, whether it's teaching at my church, serving on a volunteer board or coaching youth league soccer; I know people and they know I'm in banking."

Steve Cohen was looking for a lender to assist him in becoming the sole owner of Tampco Inc. a local manufacturer of marine industry parts made using stainless steel tubing. The tubing is sourced from two of the largest tube mills in the country, which are also North Carolina based and located less than an hour from its location. Tampco employs just over 50 people and offers a competitive wage, benefits, and a four-day work week in Surry County, North Carolina. It represents the heart of the homegrown manufacturing economy that many small towns can only reflect upon in memory.

Tampco Plant Manager David Barker said, "There are so many shapes and sizes that you can't build a machine to accommodate, and that is where human skill comes into play and it's a beautiful thing when it does."

The operation requires skilled workers, and Tampco relies on word of mouth to get employees. David continued, "we try to create a culture so when someone comes to work here, they will tell their friends. It's not every day the skill we need walks through the door qualified to do the job. When you get a good employee you do what you can to hold onto them." Human Resources Manager Emily Cave added, "We have a good workforce. Our employees have from 5 to 38 years of service. They like our four-day work week, our schedule, and the family atmosphere."

Tampco is in a unique position where repeat customers are the key to their business. When asked how they get customers, David replied, "A good relationship – if you're there when they need you, they'll be there when you need them."

For TJ the expansion into the Elkin office is an exciting career move: "I think it is the best professional decision I have ever made." He has worked in banking and insurance for almost 20 years. This area is his home and where he has always worked.

Both Earl and TJ believe there is a tremendous opportunity as the Hometown Bank because the larger banks are losing customers, and it's a good time for a hometown bank with local decision making to be in their areas.



New Look, New Technology





"As the hometown bank, LifeStore is committed to serving Ashe County, even as other banks are closing branches in rural areas," commented Joedy Eller, Chief Banking Officer. The renovations of the Jefferson branch, designed to better serve Ashe County, are nearing completion as LifeStore continues to experience growth in this market.

New technology is in use to increase the speed of transactions and make the in-branch experience more convenient for customers.

- The interior has been renovated to feature new décor and more lobby space
- The drive-thru has been moved to the rear of the building with expanded lanes to better accommodate traffic flow
- A full-service ATM is installed to give customers the option to conduct banking, including deposits, 24 hours a day

"We have listened and incorporated customer preferences into the changes with the objective of providing the best possible customer experience. We are proud of the new Jefferson office design and invite you to visit soon," added Eller.



The ATM allows customers to complete transactions, including deposits anytime

New Products Give Customers More Control of Their Experience

- Card controls allow the customer to turn their debit card on and off and set purchase restrictions
- The Assurance Checking account includes: cell phone protection, a buyer's warranty on purchases and discounts for travel, restaurants, and entertainment
- A system to stay in touch with new checking account customers was implemented
- We have also joined the Zelle network, allowing easy access to make Person to Person, "P2P" transfers
- A mortgage app which allows consumers to complete an application, check loan progress, and select a mortgage



Preservation Brings



The Horton Hotel Creates Local Brand



Fulton and Denise Lovin

The opportunity to breathe fresh life into an old façade in the heart of downtown is a special opportunity for longtime members of the Boone community, Fulton and Denise Lovin. They contemplated the best use of the H.W. Horton building in downtown Boone before pursuing the puchase. With LifeStore's assistance, the Lovins were able to create their vision for the property's optimal use, transforming the building built in 1924 into the Horton Hotel, a new boutique hotel with a unique footprint in the Boone community.

The building had housed varied businesses in the past, and its previous lives left historical elements and relics that the Lovins incorporated into the story of the Horton Hotel. From having antique Studebaker car parts pay homage to a past car showroom onsite, to incorporating art deco-influenced accessories to connect the new business to the era in which the building was constructed, the Lovins have taken every opportunity to embrace the historical significance of the building. Combining this heritage with an earthy vibe connects the posh space to the bountiful natural beauty of the surrounding area, which is only a portion of the Horton Hotel's trademark character.

The Lovins went beyond the aesthetics when designing the Horton's local brand. "Our vision for the hotel was to build something that was needed in the town," said Denise. Given that there was not a rooftop lounge in Boone, nor had there been a downtown hotel in decades, the Horton gracefully fills a niche while also encouraging success for other entrepreneurs in the community.

"Part of our mission is to be neighborly," Denise continued. In addition to partnering with various local businesses to encourage shared economic success, the Lovins have also turned an eye to supporting local causes, including on the bar menu a signature drink to help fund the Middle Fork Greenway. In addition to building relationships with community partners, the Lovins are eager to welcome visitors to the Horton Hotel into their local brand family. It is key to the Lovins that all who enter the Horton feel more than just the warmth of hospitality. They hired a staff who can exude empathy and build relationships, and this extends to the guests. As a result of these thoughtfully designed components, the Horton Hotel is a rare gem – an iconic spot that perfectly complements and strengthens its community, and LifeStore is proud to have had a role in helping it build its local brand.



Wes Waugh, friend of the Lovins, created this symbol for the hotel. Lovin was inspired by John Lennon's drawings or doodles. The symbol is a tribute to Colonel Horton, one of the early settlers of Watauga County. The

symbol or "doodle" is etched in the copper insets surrounding the fireplace in the lobby and creates interest in the bar partitioning the booths.

New Beginnings...



Matt and Andrea Connell

A New Chapter for the Todd General Store

Being a community bank is more than lending money or taking deposits: it is promoting efforts to increase economic development, preserving the livelihood and heritage of local communities, and assisting entrepreneurs eager to stimulate economic growth and contribute to the region's unfolding legacies.

The Todd General Store, purchased in May 2019 by Matt and Andrea Connell, is one such example. Established in 1914, the building has changed ownership numerous times in the last century, before falling into disuse in 2016. Lovers of backroad drives, the Connells had driven past the store and wondered why it was closed, but reopening it themselves was not an option at the time. In Matt's words, "This is one of the best places to drive, get lost, and find your way back." With time and assistance from LifeStore, the Connells were able to find their way back to their dream of breathing new life into this community staple.





Since closing on the property, the Connells have tirelessly worked to get the Todd General Store in shape for the next chapter of this landmark's long history. Intending to create a community hub that will feed patrons' bodies and souls, Matt and Andrea have plans for a family-friendly kitchen menu, as well as an upstairs gallery that will highlight artisans from across the region. Reviving Todd's music programs and beginning a storytelling series are also on the docket for the store, which is slated to celebrate its grand opening in Autumn 2019.

The Connells do not take their responsibility as stewards of this property lightly. They want to honor the Todd General Store's heritage and preserve its history, while also reinvigorating the store's community spirit, fostering ongoing relevance and allowing the business to continue to serve its neighbors both now and in the future. "We wanted something where we could incorporate our family into what we did," said Matt. LifeStore is excited to see new energy build upon traditions in Todd.

Financials

Selected Financial Condition Data: \$ 300,913 \$ 289,773 \$ 275,831 \$ 266,049 \$	254,349 176,007
Total assets \$ 300,913 \$ 289,773 \$ 275,831 \$ 266,049 \$	
	176,007
Loans receivable, net ¹ 189,254 182,197 176,660 162,654	
Investment securities ² 64,122 50,543 50,065 50,697	25,377
Cash and cash equivalents 18,492 29,999 20,752 27,232	26,426
Deposits 226,524 211,656 198,183 188,757	179,654
Borrowings 38,037 47,278 49,577 51,628	51,676
Equity 31,283 26,048 23,028 21,810	19,014
Book value per share 30.36 25.56 22.60 21.40	18.66
Selected Operating Data:	
Interest income and dividends \$ 11,800 \$ 10,716 \$ 9,608 \$ 9,417 \$	10,347
Interest expense 2,860 2,343 2,155 2,199	2,316
Net interest income 8,940 8,373 7,453 7,219	8,032
Provision for loan losses 180 186 196 160	287
Net interest income after provision for loan losses 8,760 8,187 7,257 7,059	7,744
Non-interest income 8,562 8,194 7,600 7,257	6,576
Non-interest expense 12,609 12,201 11,874 11,665	12,345
Income before income tax expense 4,713 4,180 2,983 2,651	1,976
Income tax expense 773 993 638 627	472
Net income 3,940 \$ 3,187 \$ 2,345 \$ 2,024 \$	1,505
Year Ended June 30, 2019 2018 2017 2016 20)15
Selected Ratios:	
Basic earnings per share of common stock \$ 3.86 \$ 3.13 \$ 2.30 \$ 1.99 \$	1.48
Return on average assets 1.36% 1.13% 0.87% 0.78%	0.58%
Return on average equity 14.06% 12.82% 10.63% 10.02%	8.05%
Net interest margin ³ 3.41% 3.32% 3.10% 3.09%	3.52%
Efficiency ratio ⁴ 72.04% 73.65% 78.88% 80.44%	84.50%
Nonperforming loans to total loans 0.72% 0.87% 1.96% 3.54%	2.75%
Allowance for loan losses to total loans 1.26% 1.35% 1.32% 1.43%	1.62%

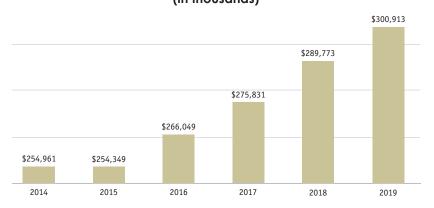
¹ Loans receivable, net is compromised of total loans less allowance for loan losses, loans sold, undisbursed loan funds and deferred loan fees.

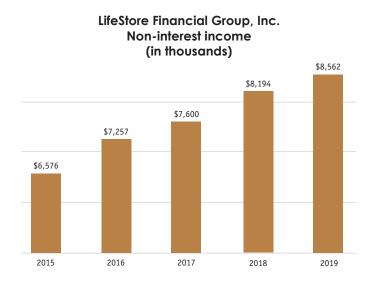
² Includes other investments, at cost and securities available for sale.
³ The net interest margin represents net interest income as a percentage of average interest-earning assets.
⁴ The efficiency ratio represents non-interest expense as a percentage of the sum of net interest income and non-interest income.

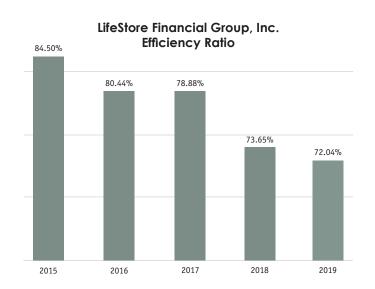
LifeStore Financial Group, Inc. Net Income (in thousands)



LifeStore Financial Group, Inc. Total Assets (in thousands)







Insurance Report

Benjamin Franklin once said, "Without continual growth and progress, such words as improvement, achievement, and success have no meaning." We should not be satisfied with the status quo, but must continually strive to improve our company and ourselves. Throughout the years at LifeStore Insurance, we have risen above the status quo by expanding offerings, stretching our footprint in the market, being active in our communities, and investing in technology to carry us into the future.

This year, we successfully increased revenues for the seventh consecutive year, finishing year-end 2019 with \$5.5 million gross revenue, a 5.1% increase over year-end 2018. The increase in gross revenue was aided by attracting new clients to the agency, increasing policies to our existing clients, and an agency acquisition. Our net income, \$1.0 million, is down 12.6% from last year, due mainly to a positive tax adjustment in the previous year and additional expenses associated with the agency purchase. Although our agency wrote over 100 different lines of insurance coverage during the past year, our top ten lines of business, such as personal auto and workers compensation, account for over 90% of our revenue. During the past year, we increased revenue on eight of our top ten lines of business.



Jody Brown, President, LifeStore Insurance

On January 1, 2019, we completed our third agency purchase in the last five years with the acquisition of Andrews & Andrews in Newland, NC, which is located in Avery County. Obtaining and ultimately operating a location in Avery County was a natural progression for us, as the demographics of the area are very similar to much of our existing footprint. The owner, Melba Andrews, had been in business for many years, specializing in health insurance and Medicare products, and desired to find a buyer who would provide excellent customer service to her clients upon her retirement. We will continue to focus on these staple products and will expand the property and casualty lines of business, while providing clients with superior hometown service.

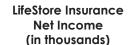
In addition, we recently purchased a building in downtown Elkin and are currently remodeling the property. After construction is completed in late 2019, we will move our Elkin staff and newly consolidated Wilkes County business to the renovated office. The new office location provides more space for our operation, gives us greater visibility and more parking for our clients, and affords us the opportunity to expand in these markets.

Challenging the status quo is crucial to our long-term success, and we must continue to move forward, finding ways to fine-tune our business and achieve better results in order to deliver the best products, services, and expertise to our clients. In the words of a former Starbucks CEO, "Any business today that embraces the status quo as an operating principle is going to be on a death march." Continual growth and progress is our only option if we are to continue to be successful in providing our clients with the very best insurance products and services, now and in the future.

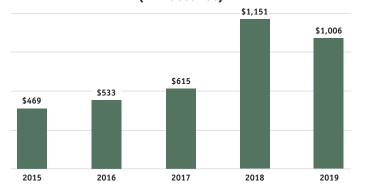
Jody Brown

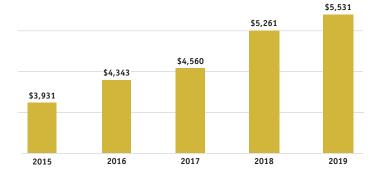
President, LifeStore Insurance





LifeStore Insurance **Gross Revenue** (in thousands)





LifeStore Insurance, Newland

LifeStore **Insurance Expands**

NEWLAND: LifeStore insurance welcomes the newest addition to the insurance group; this agency formerly known as Andrews & Andrews has been serving Avery County for nearly 30 years. "We're excited about this expansion into neighboring Avery County," commented Jody Brown, LifeStore Insurance President.

"They have a reputation of providing their customers with personal and reliable service and are a great fit with our agency." This location will continue serving their former clients and hopes to expand its reach by offering more options and specialty coverage for businesses such as Christmas tree farms. These employees' expertise and long-held client relationships will be a perfect complement to LifeStore's belief in hometown service and support of the local communities.



Downtown Elkin with the new LifeStore location

ELKIN: By the end of 2019, the LifeStore operation in Elkin will be moving to the downtown business district, in a building that has been vacant for almost three years. According to Jason Pike, Senior Vice President and Elkin Branch Manager, this will not only be a good move for LifeStore, but it will fulfill a need for Elkin. The purchase has been well received from everyone vested in the downtown area, from the Mayor to the City Manager. "I've had many of the downtown merchants introduce themselves and express their appreciation and anticipation of our upcoming move. Our presence downtown will help attract visitors and bring people downtown. We are all very excited to be a part of this revitalization and look forward to spending time getting to know our new neighbors," commented Jason. 11

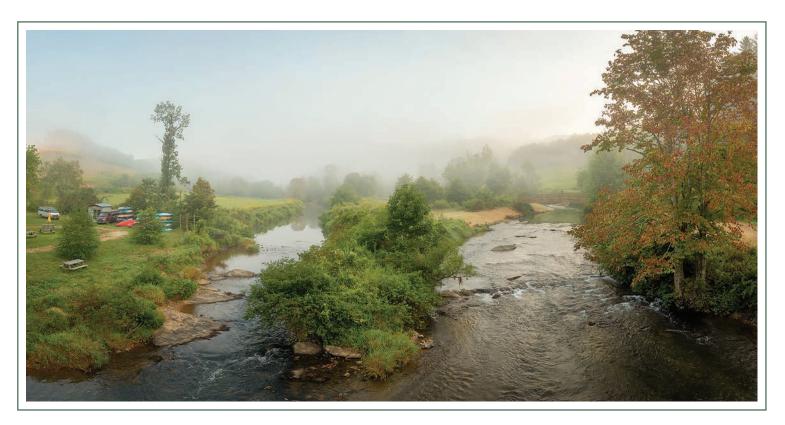
Employee Involvement

Employees volunteer hundreds of hours each year and LifeStore encourages community involvement by offering employees two paid hours per month to assist a local non-profit during working hours. This year, LifeStore employees sponsored a day at Farm Café volunteering to help prep food, wash dishes, serve food, and clean up for all the patrons who came to Farm Café on this day, and LifeStore donated funds to help cover other costs. The mission of Farm Café is to fight food insecurity and "Feed All Regardless of Means." Hal Hood and Brian Greer grew up in Boone and recently returned to live in Watauga County. They both work as commercial loan officers in the Boone office and enjoy opportunities to connect with the community. Hal Hood commented:

"I had a great time! I knew of the Farm Café, but had never been there. It felt almost like a family experience. Aside from serving with coworkers, there were local business folks dining, university students, professors and even some tourists. The Café really does bring all aspects of our community together in one room for a meal. We all learned some things about service and hospitality and I have a real appreciation for their mission. I was honored to represent LifeStore as a volunteer."



Hal Hood and Brian Greer, LifeStore employees volunteer in the community





Left to Right: Candi Miller, Charity O'Connell, Chris Hill, Hope Caroselli, Kim Issacs, Sheila Miller & Margaret McGlamery

The Employee Council Takes A Larger Role In Community Service

Intended to generate recommendations to make the LifeStore experience better for employees and customers, the current LifeStore Employee Council members, led by Financial Consultant Candi Miller, wanted to be something more. This year, they set out to have a greater impact in both the workplace and the community.

These LifeStore employees first tackled employee concerns about walking from their parking lot across West Jefferson's Backstreet. They enlisted the help of the Town of West Jefferson and through signage and street striping, they have made a safer crossing for all pedestrians.

The Council has a strong desire to serve the communities where LifeStore is located. This year, LifeStore hosted a New River cleanup in Todd, in addition to its first blood drive, where 28 employees and community members, including 18 first-time donors, participated. The Employee Council is also challenging employees to get involved monthly through Jean Day For A Cause. Jean Day For A Cause allows employees to make the work day casual and wear jeans and a logo shirt when they donate \$5 to support a specific cause.

The beneficiaries range from local food pantries to the heart fund to assisting with Christmas gifts for the elderly. Gratefully citing LifeStore's support of employees doing community service, Miller added, "Hopefully, we inspire more giving and let everyone see that while we all can't take on every cause individually, as a group, we can have a bigger impact."

LifeStore honors the requests of many local charities and projects throughout the year by making monetary donations, and this year Senior Management gave the Council a charge to select a few causes in their community where a donation could make a difference. As a result, LifeStore purchased and installed picnic tables at the Foley Center, Ashe Early College and at Ashe Services for Aging, where they also improved the community walking trail and landscaping. Additionally, they are currently assembling hygiene bags for school counselors to distribute to students in need.

While the Council is thrilled with the workforce's response to these efforts, they are not stopping yet. Miller stated the Employee Council has more ideas planned to better serve their peers and community. She added, "We're the hometown bank and insurance company, and we want to make our communities better. The only way you can do that is to get out and get involved."



Board of Directors



Left to Right, Harry Davis, Don Moore, Claudia Kelley, Charles Jones, Bob Washburn, Jerry Roten, Jim Walker, Mike Sherman and Karen Powell

Harry M. Davis, Ph.D

Professor of Banking and Dean for the North Carolina School of Banking, former Chair and current Professor for Department of Finance, Banking, and Insurance at Appalachian State University, Economist for the North Carolina Bankers Association, began serving in 2017

Donald R. Moore

Owner and manager of a McDonalds Restaurant in West Jefferson, NC, serving Board since 2001

Claudia L. Kelley, Ph.D

Professor of Accounting at Appalachian State University, joined Board in 2003

Charles W. Jones, M.D.

General surgeon, joined Board in 2014. Operates private practice in Jefferson, NC, as fourth generation surgeon

Robert E. Washburn

President and Chief Executive Officer of LifeStore Financial Group and LifeStore Bank since 2004

Jerry L. Roten

Chairman of the Board of LifeStore, joined Board in 1992, former Clerk of Superior Court of Ashe County, NC

James C. Walker

BGen, USMC (Ret.), former Deputy Director for International Projects at Samaritans Purse Boone, NC joined Board in 2016

Michael M. Sherman

Vice Chairman of the Board of LifeStore, joined Board in 2001, President and Chief Executive Officer of Zibra, LLC, Mooresville, NC

Karen P. Powell

Public Relations Administrator for Skyline Membership Corporation in West Jefferson, NC, serving Board since 2006



Executive Officers

Robert E. Washburn

President & Chief Executive Officer

Melanie P. Miller

Executive Vice President & Chief Financial Officer

Joseph E. Eller

Executive Vice President & Chief Banking Officer

Ruth F. Johnson

Executive Vice President & Chief Credit Officer

Joseph T. Brown III

President of LifeStore Insurance Services, Inc.

LifeStore Bank Locations

1675 Blowing Rock Rd, Boone, NC 28607 840 E Main St, Jefferson, NC 28640 205 S Jefferson Ave, West Jefferson, NC 28694 1441 Mt Jefferson Rd, West Jefferson, NC 28694

LifeStore Bank Loan Production Office

102 W Main St, Elkin, NC 28621 216 Collett St, Morganton, NC 28655

LifeStore Financial Group Support Center

21 E Ashe St, West Jefferson, NC 28694

LifeStore Insurance Locations

1675 Blowing Rock Rd, Boone, NC 28607 148 Hwy 105 Ext, Suite 204, Boone, NC 28607 102 W Main St, Elkin, NC 28621 840 E Main St, Jefferson, NC 28640 151 Cranberry St, Newland, NC 28657 324 Morganton Blvd SW, Lenoir, NC 28645 112 S Main St, Sparta, NC 28675 206 S Jefferson Ave, West Jefferson, NC 28694



Our Cover: The purchase of Elk Shoals in 2019 added 270 acres of significant natural resources to the park, and expanded state park coverage of the New River from its previous 26.5 miles to 40 miles. Featuring the only sandy swim beach open to the public on the New River, Elk Shoals greatly augments the recreational opportunities available to our community and will remain protected for future generations. LifeStore is pleased to support the expansion of the New River State Park through a donation from our community fund.

