

# F.N.B. Corporation

## Earnings Presentation

Second Quarter 2022

July 21, 2022



# Cautionary Statement Regarding Forward-Looking Information

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This document may contain statements regarding F.N.B. Corporation's outlook for earnings, revenues, expenses, tax rates, capital and liquidity levels and ratios, asset quality levels, financial position and other matters regarding or affecting our current or future business and operations. These statements can be considered "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve various assumptions, risks and uncertainties which can change over time. Actual results or future events may be different from those anticipated in our forward-looking statements and may not align with historical performance and events. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance upon such statements. Forward-looking statements are typically identified by words such as "believe," "plan," "expect," "anticipate," "intend," "outlook," "estimate," "forecast," "will," "should," "project," "goal," and other similar words and expressions. We do not assume any duty to update forward-looking statements, except as required by federal securities laws.

FNB's forward-looking statements are subject to the following principal risks and uncertainties:

- Our business, financial results and balance sheet values are affected by business, economic and political circumstances, including, but not limited to: (i) developments with respect to the U.S. and global financial markets; (ii) actions by the Federal Reserve Board, Federal Deposit Insurance Corporation, U.S. Treasury Department, Office of the Comptroller of the Currency and other governmental agencies, especially those that impact money supply, market interest rates or otherwise affect business activities of the financial services industry; (iii) a slowing of the U.S. economy in general and regional and local economies within our market area; (iv) inflation concerns; (v) the impacts of tariffs or other trade policies of the U.S. or its global trading partners; and (vi) the sociopolitical environment in the United States.
- Business and operating results affected by our ability to identify and effectively manage risks inherent in our businesses, including, where appropriate, through effective use of systems and controls, third-party insurance, derivatives, and capital management techniques, and to meet evolving regulatory capital and liquidity standards.
- Competition can have an impact on customer acquisition, growth and retention, and on credit spreads, deposit gathering and product pricing, which can affect market share, loans, deposits and revenues. Our ability to anticipate, react quickly and continue to respond to technological changes and COVID-19 challenges can also impact our ability to respond to customer needs and meet competitive demands.
- Business and operating results can also be affected by widespread natural and other disasters, pandemics, including the impact of the COVID-19 pandemic crisis and post pandemic return to normalcy, global events, including the Ukraine-Russia conflict, dislocations, including shortages of labor, supply chain disruptions and shipping delays, terrorist activities, system failures, security breaches, significant political events, cyber attacks or international hostilities through impacts on the economy and financial markets generally, or on us or our counterparties specifically.
- Legal, regulatory and accounting developments could have an impact on our ability to operate and grow our businesses, financial condition, results of operations, competitive position, and reputation. Reputational impacts could affect matters such as business generation and retention, liquidity, funding, and the ability to attract and retain talent. These developments could include:
  - Changes resulting from the current U.S. presidential administration, including legislative and regulatory reforms, different approaches to supervisory or enforcement priorities, changes affecting oversight of the financial services industry, regulatory obligations or restrictions, consumer protection, taxes, employee benefits, compensation practices, pension, bankruptcy and other industry aspects, and changes in accounting policies and principles.
  - Changes to regulations or accounting standards governing bank capital requirements, loan loss reserves and liquidity standards.
  - Changes in monetary and fiscal policies, including interest rate policies and strategies of the Federal Open Market Committee (FOMC).
  - Unfavorable resolution of legal proceedings or other claims and regulatory and other governmental investigations or other inquiries. These matters may result in monetary judgments or settlements or other remedies, including fines, penalties, restitution or alterations in our business practices, and in additional expenses and collateral costs, and may cause reputational harm to FNB.
  - Results of the regulatory examination and supervision process, including our failure to satisfy requirements imposed by the federal bank regulatory agencies or other governmental agencies.
  - Business and operating results are affected by our ability to effectively identify and manage risks inherent in our businesses, including, where appropriate, through effective use of policies, processes systems and controls, third-party insurance, derivatives, and capital and liquidity management techniques.
  - The impact on our financial condition, results of operations, financial disclosures and future business strategies related to the impact on the allowance for credit losses due to changes in forecasted macroeconomic conditions as a result of applying the "current expected credit loss" accounting standard, or CECL.
  - A failure or disruption in or breach of our operational or security systems or infrastructure, or those of third parties, including as a result of cyber-attacks or campaigns.
- The COVID-19 pandemic and the federal, state, and local regulatory and governmental actions implemented in response to COVID-19 have resulted in increased volatility of the financial markets and national and local economic conditions, supply chain challenges, rising inflationary pressures, increased levels of unemployment and business failures, and the potential to have a material impact on, among other things, our business, financial condition, results of operations, liquidity, or on our management, employees, customers and critical vendors and suppliers. In view of the many unknowns associated with the COVID-19 pandemic, our forward-looking statements continue to be subject to various conditions that may be substantially different in the future than what we are currently experiencing or expecting, including, but not limited to, challenging headwinds for the U.S. economy and labor market and the possible change in commercial and consumer customer fundamentals, expectations and sentiments. As a result of the COVID-19 impact, including uncertainty regarding the potential impact of continuing variant mutations of the virus, U.S. government responsive measures to manage it or provide financial relief, the uncertainty regarding its duration and the success of vaccination efforts, it is possible the pandemic may have a material adverse impact on our business, operations and financial performance.

# Cautionary Statement Regarding Forward-Looking Information

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- We grow our business, in part, through acquisitions and new strategic initiatives. Risks and uncertainties include those presented by the nature of the business acquired and strategic initiative, including in some cases those associated with our entry into new businesses or new geographic or other markets and risks resulting from our unfamiliarity with those new areas, as well as risks and various uncertainties related to the acquisition transactions themselves, regulatory issues, and the integration of the acquired businesses into FNB after closing. Such risks attendant to the pending FNB-UB Bancorp merger include, but are not limited to:
  - The possibility that the anticipated benefits of the transaction, including anticipated cost savings and strategic gains, are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy, competitive factors in the areas where FNB and UB Bancorp do business, or as a result of other unexpected factors or events;
  - Completion of the transaction is dependent on the satisfaction of customary closing conditions, including approval by UB Bancorp stockholders, which cannot be assured, and the timing and completion of the transaction is dependent on various factors that cannot be predicted with precision at this point;
  - The occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the merger agreement;
  - Completion of the transaction is subject to bank regulatory approvals and such approvals may not be obtained in a timely manner or at all or may be subject to conditions which may cause additional significant expense or delay the consummation of the merger transaction;
  - Potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the transaction;
  - The outcome of any legal proceedings that may be instituted against FNB or UB Bancorp;
  - Subsequent federal legislative and regulatory actions and reforms affecting the financial institutions' industry may substantially impact the economic benefits of the proposed merger;
  - Unanticipated challenges or delays in the integration of UB Bancorp's business into FNB's and the conversion of UB Bancorp's technology systems and customer data may significantly increase the expense associated with the transaction; and
  - Other factors that may affect future results of FNB and UB Bancorp, including changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer borrowing, repayment, investment and deposit practices; the impact, extent and timing of technological changes; capital management activities; and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

The risks identified here are not exclusive or the types of risks FNB may confront and actual results may differ materially from those expressed or implied as a result of these risks and uncertainties, including, but not limited to, the risk factors and other uncertainties described under Item 1A Risk Factors and the Risk Management sections of our 2021 Annual Report on Form 10-K, our subsequent 2022 Quarterly Reports on Form 10-Q (including the risk factors and risk management discussions) and our other 2022 filings with the SEC, which are available on our corporate website at <https://www.fnb-online.com/about-us/investor-information/reports-and-filings> or the SEC's website at [www.sec.gov](http://www.sec.gov). More specifically, our forward-looking statements may be subject to the evolving risks and uncertainties related to the COVID-19 pandemic and its macro-economic impact and the resulting governmental, business and societal responses to it. We have included our web address as an inactive textual reference only. Information on our website is not part of our SEC filings.

## **ADDITIONAL INFORMATION ABOUT THE MERGER AND WHERE TO FIND IT**

This communication is being made in respect of the proposed merger transaction between FNB and UB Bancorp. In connection with the proposed merger, FNB will file a registration statement on Form S-4 with the SEC to register FNB's shares that will be issued to UB Bancorp's stockholders in connection with the merger. The registration statement will include a proxy statement of UB Bancorp and a prospectus of FNB as well as other relevant documents concerning the proposed transaction.

**INVESTORS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.**

The proxy statement/prospectus, other relevant materials (when they become available) and any other documents FNB has filed with the SEC may be obtained free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders may obtain free copies of the documents FNB has filed with the SEC by contacting James Orié, Chief Legal Officer, F.N.B. Corporation, One North Shore Center, Pittsburgh, PA 15212, telephone: (724) 983-3317. The proxy statement/prospectus, when it becomes available, may also be obtained free of charge from F.N.B. Corporation at the contact set forth above, or UB Bancorp, 1011 Red Banks Road, Greenville, NC 27858, telephone: (866) 638-0552.

## **Participants in the Solicitation**

FNB and UB Bancorp and certain of their directors and executive officers may be deemed to be participants in the solicitation of proxies from UB Bancorp's stockholders in connection with the proposed merger. Information regarding FNB's directors and executive officers is contained in FNB's Proxy Statement on Schedule 14A, dated March 25, 2022, as amended, and in certain of its Current Reports on Form 8-K, which are filed with the SEC. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Proxy Statement/Prospectus regarding the proposed merger when it becomes available. Free copies of these documents may be obtained as described in the preceding paragraph.

## **No Offer or Solicitation**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction.

# Use of Non-GAAP Financial Measures and Key Performance Indicators

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To supplement our Consolidated Financial Statements presented in accordance with GAAP, we use certain non-GAAP financial measures, such as operating net income available to common stockholders, operating earnings per diluted common share, return on average tangible equity, return on average tangible common equity, return on average tangible assets, tangible book value per common share, the ratio of tangible equity to tangible assets, the ratio of tangible common equity to tangible assets, provision for credit losses, excluding the initial provision for non-PCD loans associated with the Howard acquisition, average deposits, excluding Howard average deposits, loans and leases, excluding PPP loans and Howard loans as of the acquisition date, excluding PPP loans, loans and leases, excluding PPP loans and Howard loans, excluding PPP loans (average), loans and leases, excluding PPP loans, pre-provision net revenue to average tangible common equity, efficiency ratio, and net interest margin (FTE) to provide information useful to investors in understanding our operating performance and trends, and to facilitate comparisons with the performance of our peers. Management uses these measures internally to assess and better understand our underlying business performance and trends related to core business activities. The non-GAAP financial measures and key performance indicators we use may differ from the non-GAAP financial measures and key performance indicators other financial institutions use to assess their performance and trends.

These non-GAAP financial measures should be viewed as supplemental in nature, and not as a substitute for, or superior to, our reported results prepared in accordance with GAAP. When non-GAAP financial measures are disclosed, the Securities and Exchange Commission's (SEC) Regulation G requires: (i) the presentation of the most directly comparable financial measure calculated and presented in accordance with GAAP and (ii) a reconciliation of the differences between the non-GAAP financial measure presented and the most directly comparable financial measure calculated and presented in accordance with GAAP. Reconciliations of non-GAAP operating measures to the most directly comparable GAAP financial measures are included later in this release under the heading "Reconciliations of Non-GAAP Financial Measures and Key Performance Indicators to GAAP."

Management believes items such as merger expenses, initial provision for non-PCD loans acquired and branch consolidation costs are not organic to run our operations and facilities. These items are considered significant items impacting earnings as they are deemed to be outside of ordinary banking activities. The merger expenses and branch consolidation costs principally represent expenses to satisfy contractual obligations of the acquired entity or closed branch without any useful ongoing benefit to us. These costs are specific to each individual transaction and may vary significantly based on the size and complexity of the transaction.

To facilitate peer comparisons of net interest margin and efficiency ratio, we use net interest income on a taxable-equivalent basis in calculating net interest margin by increasing the interest income earned on tax-exempt assets (loans and investments) to make it fully equivalent to interest income earned on taxable investments (this adjustment is not permitted under GAAP). Taxable-equivalent amounts for the 2022 and 2021 periods were calculated using a federal statutory income tax rate of 21%.

# Financial Highlights

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## Second Quarter 2022 Highlights

- ❖ Earnings per diluted common share of \$0.30 and operating (non-GAAP) earnings per diluted share of \$0.31.
- ❖ Total loans and leases (period-end), excluding PPP (non-GAAP), increased \$1.3 billion, or 19.5% annualized, linked-quarter.
  - Commercial loans and leases increased \$503.9 million, or 11.6% annualized.
  - Consumer loans increased \$795.0 million, or 34.4% annualized.
- ❖ Record revenue totaled \$336 million, an increase of 7.5% linked-quarter, and net interest income increased 8.4% linked-quarter.
- ❖ Pre-provision net revenue (non-GAAP) of \$145.1 million, on an operating basis, increasing \$27.3 million, or 23.2%, and \$17.3 million, or 13.5%, compared to the first quarter of 2022 and second quarter of 2021, respectively.
- ❖ Efficiency ratio improved to 55.2% from 60.7% in the first quarter of 2022.
- ❖ Continued favorable asset quality trends across the loan portfolio.
  - The annualized net charge-offs/(recoveries) to total average loans ratio was (0.01)%, compared to 0.03% linked-quarter.

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## Year-to-Date 2022 Highlights

- ❖ Earnings per diluted common share of \$0.45 and operating (non-GAAP) earnings per share of \$0.57.
- ❖ Pre-provision net revenue (PPNR) totaled \$262.9 million, on an operating basis (non-GAAP), an increase of 5.7%, compared to the first half of 2021.
- ❖ Period-end total loans and leases, excluding PPP and Howard Bancorp Inc (Howard), increased \$2.6 billion, or 11.2%, since June 30, 2021.
  - Commercial loans and leases increased \$1.3 billion, or 8.4%.
  - Consumer loans increased \$1.3 billion, or 16.4%.

# Second Quarter Financial Highlights

		2Q22	1Q22	2Q21
<b>Reported Results</b>	Net income available to common stockholders (millions)	\$107.1	\$51.0	\$99.4
	Earnings per diluted common share	\$0.30	\$0.15	\$0.31
	Book value per common share	\$15.19	\$15.19	\$15.43
<b>Key Operating Results</b>	Operating net income available to common stockholders (millions) <sup>(1)</sup>	\$108.7	\$92.0	\$101.5
	Operating earnings per diluted common share <sup>(1)</sup>	\$0.31	\$0.26	\$0.31
	Total spot loan growth, ex. PPP and Howard <sup>(1)(2)(3)</sup>	20.9%	4.3%	9.0%
	Total average deposit growth <sup>(2)</sup>	8.7%	16.8%	15.6%
	Efficiency ratio <sup>(1)</sup>	55.2%	60.7%	56.8%
<b>Capital Measures</b>	Tangible common equity / tangible assets <sup>(1)</sup>	7.3%	7.2%	7.3%
	Common equity tier 1 risk-based capital ratio <sup>(4)</sup>	9.7%	10.0%	9.9%
	Tangible book value per common share <sup>(1)</sup>	\$8.10	\$8.09	\$8.20

(1) Operating results, a non-GAAP measure; refer to Appendix for non-GAAP to GAAP Reconciliation details and to the cautionary statement preamble for rationale for use of non-GAAP measures. (2) Annualized linked-quarter results. (3) Howard loans, excluding PPP are as of the acquisition date of January 22, 2022 (4) Estimated for 2Q22.

# Asset Quality

<i>\$ in millions, unless otherwise stated</i>	<b>2Q22</b>	<b>1Q22</b>	<b>2Q21</b>	<b>2Q22 Highlights</b>
<b>Delinquency</b>	0.58%	0.66%	0.75%	<ul style="list-style-type: none"> <li>○ Credit quality metrics continue to trend favorably and the portfolio remains well positioned.</li> </ul>
<b>NPLs+OREO/Total loans and leases + OREO</b>	0.35%	0.40%	0.54%	<ul style="list-style-type: none"> <li>○ Reduced delinquency and NPL levels were driven by favorable commercial credit portfolio results in the quarter.</li> </ul>
<b>Provision for credit losses<sup>(1)</sup></b>	\$6.4	(\$1.2)	(\$1.1)	<ul style="list-style-type: none"> <li>○ Net charge-off levels remain low, totaling \$1.5 million on a YTD basis, or 1 basis point annualized.</li> </ul>
<b>Net charge-offs (NCOs)</b>	(\$0.4)	\$1.9	\$3.8	<ul style="list-style-type: none"> <li>○ The provision for credit losses increased in support of loan growth and CECL-related model impacts from lower prepayment speed assumptions.</li> </ul>
<b>NCOs (annualized)/Total average loans and leases</b>	(0.01%)	0.03%	0.06%	<ul style="list-style-type: none"> <li>○ The allowance for credit losses increased by \$7 million to support the strong growth in the quarter, for an ending ACL of \$378 million, or 1.35%.</li> </ul>
<b>Allowance for credit losses/ Total loans and leases</b>	1.35%	1.38%	1.42%	
<b>Allowance for credit losses/ Total non-performing loans and leases</b>	408.9%	365.0%	278.2%	

(1) Operating results, a non-GAAP measure; refer to Appendix for non-GAAP to GAAP Reconciliation details and to the cautionary statement preamble for rationale for use of non-GAAP measures.

# Balance Sheet Highlights

Average, \$ in millions	2Q22	1Q22	2Q21	QoQ $\Delta$ <sup>(3)</sup>	YoY $\Delta$	2Q22 Highlights
<b>Securities</b>	7,070	6,956	6,167	1.6%	14.6%	<ul style="list-style-type: none"> <li>○ Commercial loan growth was led by the Pittsburgh, Cleveland and North Carolina markets.</li> <li>○ Consumer loan growth was primarily from residential mortgage originations from our Physician's First program and customer preferences shifting to adjustable-rate products.</li> <li>○ PPP loans totaled \$85.8 million<sup>(2)</sup> at June 30, 2022, down \$1.5 billion year-over-year.</li> <li>○ The deposit mix improved with non-interest-bearing deposits growing to 35% of total deposits at quarter end, compared to 33% as of June 30, 2021.</li> <li>○ Loan-to-deposit ratio<sup>(2)</sup> was 83.8% at June 30, 2022, compared to 82.4% at June 30, 2021.</li> </ul>
<b>Total Loans<sup>(4)</sup></b>	27,245	26,239	25,397	3.8%	7.3%	
<b>Commercial Loans and Leases<sup>(4)</sup></b>	17,632	17,252	17,459	2.2%	1.0%	
<b>Consumer Loans</b>	9,613	8,987	7,938	7.0%	21.1%	
<b>Total Loans, ex PPP<sup>(5)</sup></b>	27,119	25,986	23,272	4.4%	16.5%	
<b>Earning Assets</b>	37,263	36,560	34,197	1.9%	9.0%	
<b>Total Deposits</b>	33,707	32,995	30,507	2.2%	10.5%	
<b>Transaction Deposits<sup>(1)</sup></b>	30,732	30,050	27,248	2.3%	12.8%	
<b>Time Deposits</b>	2,974	2,944	3,259	1.0%	(8.7%)	

(1) Excludes time deposits. (2) Period-end as of June 30, 2022. (3) Not annualized. (4) Includes PPP loan average balances of \$0.1 billion, \$0.3 billion and \$2.1 billion in 2Q22, 1Q22, and 2Q21, respectively. (5) A non-GAAP measure, refer to Non-GAAP to GAAP Reconciliation for further information.



# Revenue Highlights

<i>\$ in thousands, unless otherwise stated</i>	2Q22	1Q22	2Q21	QoQ $\Delta$ <sup>(2)</sup>	YoY $\Delta$	2Q22 Highlights
<b>Total interest income</b>	\$280,778	\$253,580	\$252,846	10.7%	11.0%	<ul style="list-style-type: none"> <li>○ Net interest income increased from the prior quarter due to growth in average earning assets, as well as rising interest rates.</li> <li>○ Non-interest income linked-quarter growth was driven by diversified sources.</li> <li>○ Net interest margin expansion was driven by a higher interest rate environment during the quarter, positive mix shift in earning assets and continued growth in non-interest bearing deposits.</li> </ul>
<b>Total interest expense</b>	27,088	19,504	24,975	38.9%	8.5%	
<b>Net interest income</b>	\$253,690	\$234,076	\$227,871	8.4%	11.3%	
<b>Non-interest income</b>	82,154	78,322	79,772	4.9%	3.0%	
<b>Total revenue</b>	\$335,844	\$312,398	\$307,643	7.5%	9.2%	
<b>Net interest margin (FTE)<sup>(1)</sup></b>	2.76%	2.61%	2.70%	15 bps	6 bps	
<b>Average earning asset yields (FTE)<sup>(1)</sup></b>	3.05%	2.83%	3.00%	22 bps	5 bps	
<b>Average loan yield (FTE)<sup>(1)</sup></b>	3.54%	3.39%	3.51%	15 bps	3 bps	
<b>Cost of funds</b>	0.30%	0.22%	0.30%	8 bps	0 bps	
<b>Cost of interest-bearing liabilities</b>	0.45%	0.33%	0.43%	12 bps	2 bps	
<b>Cost of interest-bearing deposits</b>	0.28%	0.14%	0.24%	14 bps	4 bps	

(1) A non-GAAP measure, refer to Non-GAAP to GAAP Reconciliation for further information. (2) Not annualized.

# Non-Interest Income

<i>\$ in thousands</i>	2Q22	1Q22	2Q21	QoQ $\Delta$ <sup>(1)</sup>	YoY $\Delta$	2Q22 Highlights
Service charges	\$34,693	\$31,515	\$29,726	10.1%	16.7%	<ul style="list-style-type: none"> <li>○ Service charges sequential growth of \$3.2 million was driven by interchange fees, treasury management, and increased customer activity.</li> <li>○ Insurance commissions and fees decreased from seasonally elevated levels in the prior quarter.</li> <li>○ Capital markets income increase reflects solid contributions from swap fees, international banking, and debt capital markets.</li> <li>○ Mortgage banking operations income decreased from the year-ago quarter as secondary market revenue and mortgage held-for-sale pipelines declined.</li> <li>○ Other income year-over-year decline driven by strong SBA premium revenue in 2021.</li> </ul>
Trust income	9,713	10,349	9,282	(6.1%)	4.6%	
Insurance commissions and fees	6,352	7,605	6,227	(16.5%)	2.0%	
Securities commissions and fees	6,052	5,691	5,747	6.3%	5.3%	
Capital markets income	8,547	7,127	7,012	19.9%	21.9%	
Mortgage banking operations	6,120	6,667	7,422	(8.2%)	(17.5%)	
Dividends on non-marketable securities	2,770	2,150	2,383	28.8%	16.2%	
Bank owned life insurance	4,043	2,642	4,766	53.0%	(15.2%)	
Net securities gains (losses)	48	0	87	n/m	n/m	
Other	3,816	4,576	7,120	(16.6%)	(46.4%)	
<b>Total reported non-interest income</b>	<b>\$82,154</b>	<b>\$78,322</b>	<b>\$79,772</b>	<b>4.9%</b>	<b>3.0%</b>	

(1) Not annualized.

# Non-Interest Expense

<i>\$ in thousands</i>	2Q22	1Q22	2Q21	QoQ $\Delta$ <sup>(2)</sup>	YoY $\Delta$	2Q22 Highlights
Salaries and employee benefits <sup>(1)</sup>	\$103,870	\$112,130	\$102,025	(7.4%)	1.8%	<ul style="list-style-type: none"> <li>○ Salaries and employee benefits decline primarily related to prior quarter's seasonally higher long-term compensation and employer-paid payroll taxes.</li> <li>○ Marketing increased with higher digital advertising spend and campaigns related to our Physician's First Program.</li> <li>○ FDIC insurance increase linked-quarter was primarily due to loan growth and balance sheet mix shift.</li> </ul>
Occupancy and equipment <sup>(1)</sup>	34,455	34,257	31,334	0.6%	10.0%	
Amortization of intangibles	3,549	3,227	3,024	10.0%	17.4%	
Outside services <sup>(1)</sup>	17,265	17,028	18,688	1.4%	(7.6%)	
Marketing <sup>(1)</sup>	4,628	3,249	3,367	42.4%	37.5%	
FDIC insurance	5,295	4,574	4,208	15.8%	25.8%	
Bank shares tax and franchise taxes	3,905	4,027	3,576	(3.0%)	9.2%	
Other <sup>(1)</sup>	17,780	16,127	13,634	10.2%	30.4%	
<b>Non-interest expense, excluding significant items impacting earnings<sup>(1)</sup></b>	<b>\$190,747</b>	<b>\$194,619</b>	<b>\$179,856</b>	<b>(2.0%)</b>	<b>6.1%</b>	
Significant items impacting earnings <sup>(1)</sup>	2,027	32,807	2,644			
<b>Total reported non-interest expense</b>	<b>\$192,774</b>	<b>\$227,426</b>	<b>\$182,500</b>	<b>(15.2%)</b>	<b>5.6%</b>	

(1) Excludes amounts related to significant items impacting earnings, representing merger-related expense of \$2.0 million and \$28.6 million in 2Q22 and 1Q22, respectively, and branch consolidation costs of \$4.2 million and \$2.6 million in 1Q22 and 2Q21, respectively. (2) Not annualized.

# Net Interest Income and Net Interest Margin (FTE)

- Increased levels of cash continue to negatively impact net interest margin.
- PPP contributed \$1.6 million of net interest income in 2Q22, compared to \$7.4 million in 1Q22 and \$25.0 million in 2Q21.
- Purchase accounting accretion (PAA) contributed \$2.8 million in 2Q22, compared to \$2.9 million in 1Q22 and \$5.0 million in 2Q21.
- Net negative impact of PPP, PAA loans and cash income on net interest margin improved 1 basis point compared to 2Q22.

<i>\$ in millions</i>	Q3'20	Q4'20	Q1'21	Q2'21	Q3'21	Q4'21	Q1'22	Q2'22
<b>Reported Net Interest Income (FTE)</b>	<b>\$230.1</b>	<b>\$237.4</b>	<b>\$225.8</b>	<b>\$230.6</b>	<b>\$235.0</b>	<b>\$225.9</b>	<b>\$236.7</b>	<b>\$256.3</b>
PPP	\$22.1	\$30.9	\$22.8	\$25.0	\$27.0	\$11.6	\$7.4	\$1.6
PAA Loans	\$10.8	\$8.9	\$6.9	\$5.0	\$4.6	\$4.2	\$2.9	\$2.8
Total Cash Income	\$0.2	\$0.3	\$0.4	\$0.7	\$1.2	\$1.4	\$1.5	\$5.0
PPP, PAA Loans & Cash Income	\$33.0	\$40.1	\$30.2	\$30.7	\$32.8	\$17.2	\$11.8	\$9.5
<b>Reported Net Interest Margin (FTE)</b>	<b>2.79%</b>	<b>2.87%</b>	<b>2.75%</b>	<b>2.70%</b>	<b>2.72%</b>	<b>2.55%</b>	<b>2.61%</b>	<b>2.76%</b>
PPP	0.05%	0.17%	0.09%	0.13%	0.23%	0.09%	0.06%	0.01%
PAA Loans	0.13%	0.11%	0.08%	0.06%	0.05%	0.05%	0.03%	0.03%
Total Cash	0.00%	(0.07%)	(0.13%)	(0.20%)	(0.26%)	(0.28%)	(0.23%)	(0.16%)
PPP, PAA Loans & Cash Income	0.19%	0.20%	0.05%	(0.01%)	0.02%	(0.14%)	(0.13%)	(0.12%)

Note: Totals may not sum due to rounding.

# Full Year 2022 Financial Objectives<sup>(2)</sup>

		Q3 2022 Guidance	FY 2022 Guidance	Commentary
<b>Balance Sheet<sup>(1)</sup></b>	<b>Spot Loans</b>		Low-to-mid teen growth	High single digit organic growth, excluding Howard Bank
	<b>Spot Deposits</b>		Mid-to-high single digit growth	
<b>Income Statement</b>	<b>Net Interest Income (non-FTE)</b>	\$278-\$284 million	\$1.05-\$1.09 billion	Assumes an additional 150 bps in rate hikes during the rest of 2022, including 75 bps in July
	<b>Non-Interest Income</b>	High \$70s million	\$310-\$320 million	Revised guidance due to lower expected mortgage banking income and market-related fees. Expect continued benefits from diversified strategy
	<b>Provision Expense</b>		\$20-\$40 million, excluding \$19.1 million Howard-related CECL provision in the first quarter 2022	To support loan growth, positive credit quality trends and historically low charge-offs
	<b>Non-Interest Expense</b>	\$190-\$195 million	\$760-\$780 million	On an operating basis; does not include one-time costs from acquisitions and branch consolidations
	<b>Effective Tax Rate</b>		18-19%	Dependent on the level of investment tax credit activity

(1) Targets are relative to December 31, 2021. (2) Guidance does not include UB Bancorp

# Non-GAAP to GAAP Reconciliation

	For the Quarter Ended				
	2Q22	1Q22	4Q21	3Q21	2Q21
<b>Operating net income available to common stockholders</b> (in millions)					
Net income available to common stockholders	\$ 107.1	\$ 51.0	\$ 96.5	\$ 109.5	\$ 99.4
Merger-related expense	2.0	28.6	0.8	0.9	0.0
Tax benefit of merger-related expense	(0.4)	(6.0)	(0.2)	(0.2)	0.0
Provision expense related to acquisition	0.0	19.1	0.0	0.0	0.0
Tax benefit of provision expense related to acquisition	0.0	(4.0)	0.0	0.0	0.0
Branch consolidation costs	0.0	4.2	0.0	0.0	2.6
Tax benefit of branch consolidation costs	0.0	(0.9)	0.0	0.0	(0.6)
<b>Operating net income available to common stockholders (non-GAAP)</b>	<b>\$ 108.7</b>	<b>\$ 92.0</b>	<b>\$ 97.1</b>	<b>\$ 110.2</b>	<b>\$ 101.5</b>
<b>Operating earnings per diluted common share</b>					
Earnings per diluted common share	\$ 0.30	\$ 0.15	\$ 0.30	\$ 0.34	\$ 0.31
Merger-related expense	0.01	0.08	0.00	0.00	0.00
Tax benefit of merger-related expense	0.00	(0.02)	0.00	0.00	0.00
Provision expense related to acquisition	0.00	0.05	0.00	0.00	0.00
Tax benefit of provision expense related to acquisition	0.00	(0.01)	0.00	0.00	0.00
Branch consolidation costs	0.00	0.01	0.00	0.00	0.01
Tax benefit of branch consolidation costs	0.00	0.00	0.00	0.00	0.00
<b>Operating earnings per diluted common share (non-GAAP)</b>	<b>\$ 0.31</b>	<b>\$ 0.26</b>	<b>\$ 0.30</b>	<b>\$ 0.34</b>	<b>\$ 0.31</b>

# Non-GAAP to GAAP Reconciliation

	For the Quarter Ended				
	2Q22	1Q22	4Q21	3Q21	2Q21
<b>Tangible book value per common share</b> (dollars in millions, except per share data)					
Total stockholders' equity	\$ 5,436	\$ 5,439	\$ 5,150	\$ 5,098	\$ 5,036
Less: Preferred stockholders' equity	(107)	(107)	(107)	(107)	(107)
Less: Intangible assets <sup>1</sup>	(2,489)	(2,492)	(2,304)	(2,307)	(2,310)
Tangible common equity (non-GAAP)	<u>\$ 2,840</u>	<u>\$ 2,839</u>	<u>\$ 2,739</u>	<u>\$ 2,684</u>	<u>\$ 2,619</u>
Ending common shares outstanding (000'S)	<u>350,725</u>	<u>350,911</u>	<u>318,933</u>	<u>318,922</u>	<u>319,465</u>
Tangible book value per common share (non-GAAP)	<u>\$ 8.10</u>	<u>\$ 8.09</u>	<u>\$ 8.59</u>	<u>\$ 8.42</u>	<u>\$ 8.20</u>
<b>Tangible common equity / tangible assets (period-end)</b> (dollars in millions)					
Total stockholders' equity	\$ 5,436	\$ 5,439	\$ 5,150	\$ 5,098	\$ 5,036
Less: Preferred stockholders' equity	(107)	(107)	(107)	(107)	(107)
Less: Intangible assets <sup>1</sup>	(2,489)	(2,492)	(2,304)	(2,307)	(2,310)
Tangible common equity (non-GAAP)	<u>\$ 2,840</u>	<u>\$ 2,839</u>	<u>\$ 2,739</u>	<u>\$ 2,684</u>	<u>\$ 2,619</u>
Total assets	\$ 41,681	\$ 42,022	\$ 39,513	\$ 39,361	\$ 38,406
Less: Intangible assets <sup>1</sup>	(2,489)	(2,492)	(2,304)	(2,307)	(2,310)
Tangible assets (non-GAAP)	<u>\$ 39,192</u>	<u>\$ 39,530</u>	<u>\$ 37,209</u>	<u>\$ 37,054</u>	<u>\$ 36,095</u>
Tangible common equity / tangible assets (period end) (non-GAAP)	<u>7.25 %</u>	<u>7.18 %</u>	<u>7.36 %</u>	<u>7.24 %</u>	<u>7.26 %</u>

(1) Excludes loan servicing rights

# Non-GAAP to GAAP Reconciliation

	For the Quarter Ended			For the Six Months Ended June 30,	
	2Q22	1Q22	2Q21	2022	2021
<b>Pre-provision net revenue / average tangible common equity</b>					
(dollars in millions)					
Net interest income	\$ 253.7	\$ 234.1	\$ 227.9	\$ 487.8	\$ 450.8
Non-interest income	82.2	78.3	79.8	160.5	162.6
Less: Non-interest expense	(192.8)	(227.4)	(182.5)	(420.2)	(367.4)
Pre-provision net revenue (as reported)	\$ 143.1	\$ 85.0	\$ 125.1	\$ 228.0	\$ 246.0
Pre-provision net revenue (as reported) (annualized)	\$ 573.9	\$ 344.6	\$ 501.9	\$ 459.9	\$ 496.1
Adjustments:					
Add: Merger-related expense (non-interest expense)	2.0	28.6	0.0	30.7	0.0
Add: Branch consolidation costs (non-interest expense)	0.0	4.2	2.6	4.2	2.6
Pre-provision net revenue (operating) (non-GAAP)	\$ 145.1	\$ 117.8	\$ 127.8	\$ 262.9	\$ 248.7
Pre-provision net revenue (operating) (annualized) (non-GAAP)	\$ 582.0	\$ 477.7	\$ 512.6	\$ 530.1	\$ 501.4
Average total shareholders' equity	\$ 5,438	\$ 5,449	\$ 4,994	\$ 5,443	\$ 4,978
Less: Average preferred shareholders' equity	(107)	(107)	(107)	(107)	(107)
Less: Average intangible assets <sup>1</sup>	(2,491)	(2,444)	(2,312)	(2,468)	(2,313)
Average tangible common equity (non-GAAP)	\$ 2,840	\$ 2,898	\$ 2,576	\$ 2,869	\$ 2,558
Pre-provision net revenue (reported) / average tangible common equity (non-GAAP)	20.21 %	11.89 %	19.49 %	16.03 %	19.40 %
Pre-provision net revenue (operating) / average tangible common equity (non-GAAP)	20.49 %	16.48 %	19.90 %	18.48 %	19.60 %

(1) Excludes loan servicing rights



# Non-GAAP to GAAP Reconciliation

	For the Quarter Ended				
	2Q22	1Q22	4Q21	3Q21	2Q21
<b>Efficiency ratio (FTE)</b>					
(dollars in millions)					
Total non-interest expense	\$ 192.8	\$ 227.4	\$ 181.6	\$ 184.2	\$ 182.5
Less: Amortization of intangibles	(3.5)	(3.2)	(3.0)	(3.0)	(3.0)
Less: OREO expense	(0.4)	(0.3)	(0.5)	(0.8)	(0.5)
Less: Merger-related expense	(2.0)	(28.6)	(0.8)	(0.9)	0.0
Less: Branch consolidation costs	0.0	(4.2)	0.0	0.0	(2.6)
Adjusted non-interest expense	<u>\$ 186.8</u>	<u>\$ 191.1</u>	<u>\$ 177.2</u>	<u>\$ 179.5</u>	<u>\$ 176.3</u>
Net interest income	\$ 253.7	\$ 234.1	\$ 223.3	\$ 232.4	\$ 227.9
Taxable equivalent adjustment	2.7	2.6	2.7	2.6	2.7
Non-interest income	82.2	78.3	79.0	88.9	79.8
Less: Net securities gains	(0.0)	0.0	0.0	(0.1)	(0.1)
Adjusted net interest income (FTE) + non-interest income	<u>\$ 338.5</u>	<u>\$ 315.0</u>	<u>\$ 305.0</u>	<u>\$ 323.8</u>	<u>\$ 310.3</u>
Efficiency ratio (FTE) (non-GAAP)	<u>55.18 %</u>	<u>60.66 %</u>	<u>58.10 %</u>	<u>55.43 %</u>	<u>56.83 %</u>

# Non-GAAP to GAAP Reconciliation

	For the Quarter Ended		
	2Q22	1Q22	2Q21
<b>Loans and leases, excluding PPP loans and Howard loans as of the acquisition date, excluding PPP loans (period-end)</b>			
(dollars in millions)			
Loans and leases	\$ 28,044	\$ 26,839	\$ 25,111
Less: PPP loans outstanding	(86)	(180)	(1,551)
Less: Howard loans as of the acquisition date, excluding PPP loans outstanding	(1,768)	(1,768)	—
<b>Loans and leases, excluding PPP loans and Howard loans as of the acquisition date, excluding PPP loans (non-GAAP)</b>	<b>\$ 26,191</b>	<b>\$ 24,892</b>	<b>\$ 23,559</b>

	For the Quarter Ended				
	2Q22	1Q22	4Q21	3Q21	2Q21
<b>Loans and leases, excluding PPP loans (period-end)</b>					
(dollars in millions)					
Loans and leases	\$ 28,044	\$ 26,839	\$ 24,969	\$ 24,716	\$ 25,111
Less: PPP loans outstanding	(86)	(180)	(337)	(694)	(1,551)
<b>Loans and leases excluding PPP loans (non-GAAP)</b>	<b>\$ 27,958</b>	<b>\$ 26,659</b>	<b>\$ 24,632</b>	<b>\$ 24,022</b>	<b>\$ 23,559</b>