



Fixed Income Investor Presentation

February 6, 2019

Cautionary Statement Regarding Forward-Looking Information and Non-GAAP Financial Information

Forward-Looking Statements

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which contain F.N.B. Corporation's (F.N.B.) expectations or predictions of future financial or business performance or conditions. 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. These forward-looking statements involve certain risks and uncertainties. In addition to factors previously disclosed in F.N.B.'s reports filed with the SEC, the following factors among others, could cause actual results to differ materially from forward-looking statements or historical performance: changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates, deposit costs and capital markets; inflation; potential difficulties encountered in operating in new and remote geographic markets; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business and technology initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with acquisitions and divestitures; economic conditions; interruption in or breach of security of F.N.B.'s information systems; integrity and functioning of products, information systems and services provided by third party external vendors; changes in tax rules and regulations or interpretations including, but not limited to the recently enacted Tax Cuts and Jobs Act; changes in accounting policies, standards and interpretations; liquidity risk; changes in asset valuations; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Office of the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Consumer Financial Protection Bureau, the Federal Deposit Insurance Corporation and legislative and regulatory actions and reforms. Actual results may differ materially from those expressed or implied as a result of these risks and uncertainties. You are cautioned not to put undue reliance on any forward-looking statements, which are only meaningful on the date when such statements are made, and except as required by applicable law or the rules and regulations of the SEC, F.N.B. undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. This presentation contains "snapshot" information about F.N.B. and is not intended as a full business or financial review and should be viewed in the context of all the information made available in F.N.B.'s SEC filings.

Non-GAAP Financial Measures

To supplement F.N.B.'s consolidated financial statements presented in accordance with Generally Accepted Accounting Principles (GAAP), F.N.B. provides additional measures of operating results, net income and earnings per share adjusted to exclude certain costs, expenses, and gains and losses. F.N.B. believes that these non-GAAP financial measures are appropriate to enhance understanding of F.N.B.'s past performance and facilitate comparisons with the performance of F.N.B.'s peers. The [Appendix](#) to this presentation contains a reconciliation of the non-GAAP financial measures used by F.N.B. to the most directly comparable GAAP financial measures. While F.N.B. believes that these non-GAAP financial measures are useful in evaluating results, the information should be considered supplemental in nature and not as a substitute for or superior to the relevant financial information prepared in accordance with GAAP. The non-GAAP financial measures used by F.N.B. may differ from the non-GAAP financial measures other financial institutions use to measure their results of operations. This information should be reviewed in conjunction with F.N.B.'s financial results disclosed on January 22, 2019, as well as F.N.B.'s Annual Report on Form 10-K for the year ended December 31, 2017, subsequent quarterly 2018 Form 10-Q filings and other subsequent filings with the SEC.

Investor Highlights

Strong core franchise in attractive markets well-positioned for growth

- ✓ Diversified revenue streams through retail and commercial banking, wealth management and insurance
- ✓ Proven, sustainable business model driving long-term growth and performance
 - Disciplined sales culture focused on relationship-based loan and deposit growth with an emphasis on credit quality
- ✓ Strong Pennsylvania, Mid-Atlantic and Carolina markets franchise with attractive growth opportunities throughout
 - Significant market share in major MSAs; #3 positioning in Pittsburgh, #8 in Baltimore, #10 in Raleigh, #8 in Charlotte, #13 in Cleveland and #6 in Piedmont Triad

Demonstrated peer-leading financial performance

- ✓ Peer leading financial operating metrics – 18.9% ROATCE, 1.3% ROATA and 54% efficiency for the quarter ended 12/31/18
- ✓ Lower risk model supports efficient capital structure; maintaining efficient structure heightens capital allocation discipline within the organization and is a key consideration in executing their business strategies
- ✓ Efficient capital levels on a risk-adjusted basis

Experienced, well-regarded management team

- ✓ Respected executive management team with extensive experience in the financial services industry
- ✓ Independent Board of Directors with strong financial and risk experience
- ✓ Regarded as proven operators and integrators

Robust risk management culture

- ✓ Lower risk profile with significant investments in enterprise-wide risk management (closely aligned with overall growth)
- ✓ Objective to identify, underwrite and manage risk effectively so as to optimize total shareholder value

Credit discipline resulting in strong and stable asset quality

- ✓ Loan book balanced toward lower risk loans
 - Disciplined and consistent credit decision-making process through all economic cycles
- ✓ Loan concentrations all well within policy targets
 - Concentrations further diversified by loan size and geography

Solid liquidity position with multiple sources of funding

- ✓ Solid liquidity position
- ✓ Growing, high-quality deposit base provides lower cost sources of funding (increased NIB deposits from 15% to 26% since 2008)
- ✓ Strong deposit generation capabilities with expansive footprint and branches
- ✓ Low duration, highly-rated investment portfolio provides further source of liquidity

Source: SNL Financial, Company Filings

Overview of FNB Corporation

Company Snapshot

High-Quality, Growing Regional Financial Institution

- Headquarters: Pittsburgh, PA
- Market capitalization: \$3.8 Billion
- Banking locations: 398 ⁽¹⁾
- Total Assets: \$33 Billion ⁽¹⁾

Business Model

- Regional bank focused on serving consumer and wholesale banking clients
 - Adhere to a lower risk profile
 - Increase market share through growth opportunities
 - Demonstrate disciplined expense control and improve efficiency
 - Deliver long-term value

Well-Positioned for Sustained Growth

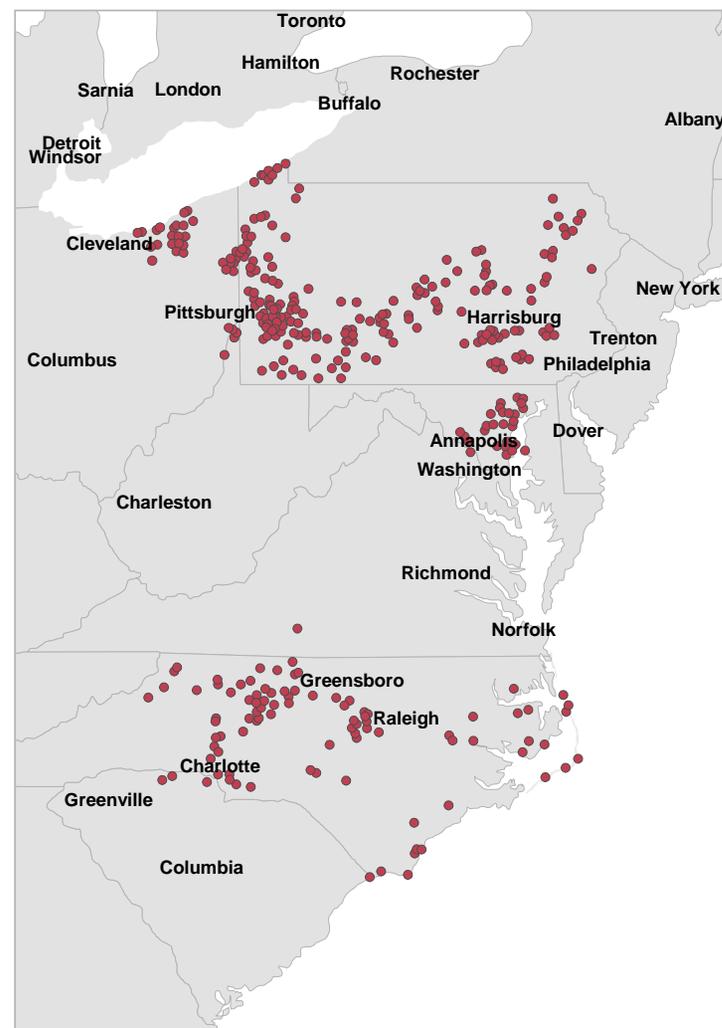
- Attractive Pennsylvania, Mid-Atlantic and Carolina footprint: Banking locations spanning six states
- Established presence with top regional bank deposit market share in metropolitan markets

– #3 in Pittsburgh	#10 in Raleigh
– #8 in Baltimore	#8 in Charlotte
– #13 in Cleveland	#6 in Piedmont Triad ⁽²⁾

Consistent Operating Results

- High-quality earnings
- Solid profitability performance
- Consistently strong organic loan and deposit growth results

Branch Network



Source: SNL Financial, Company Filings

Notes:

1. Per SNL Financial, as of February 1, 2019

2. Greensboro–High Point MSA and Winston–Salem MSA

Experienced FNB Leadership Team

Combined 150+ Years of Experience

Name	Background
 <p>Vincent Delie <i>Chairman, President & CEO</i> 14 Years at FNB, 30+ Years of industry experience</p>	<ul style="list-style-type: none">▪ After joining FNB in 2005, Delie became President of First National Bank in 2009. He was promoted to President of F.N.B. Corporation in 2011, was named Chief Executive Officer and elected to the Board of Directors in 2012, and was named Chairman of the Board of Directors of F.N.B. Corporation and First National Bank in 2017. He additionally chairs the Board's executive committee.▪ Delie has more than 30 years of extensive experience in the financial services industry, which has included executive roles at National City Bank and various positions held in capital markets and investment banking.▪ Delie earned a degree in Business Administration and Finance from the Penn State Smeal College of Business.
 <p>Vincent Calabrese <i>CFO</i> 12 Years at FNB, 30+ Years of industry experience</p>	<ul style="list-style-type: none">▪ Calabrese has over 31 years of financial services experience. He joined F.N.B. Corporation in March 2007 as Senior Vice President and Corporate Controller. He was Senior Vice President and Controller at People's Bank in Bridgeport, Connecticut, and a Supervising Senior Auditor for KPMG Peat Marwick in Stamford, Connecticut.▪ A Certified Public Accountant, Calabrese earned a bachelor of science in accounting from the University of Bridgeport (CT) and an MBA from the University of Connecticut.
 <p>Gary Guerrieri <i>Chief Credit Officer</i> 17 Years at FNB, 30+ Years of industry experience</p>	<ul style="list-style-type: none">▪ Guerrieri joined F.N.B. Corporation as Regional Credit Officer through the merger with Promistar Bank in 2002 and was promoted to Chief Credit Officer in 2011. At Promistar, Guerrieri served as Executive Vice President of Commercial Banking in Johnstown, PA. Previously, he served as Executive Vice President and Community Banking Executive for Laurel Bank in Uniontown, PA.▪ He holds a Bachelor of Science degree in Business Administration from California University and a Master of Business Administration from Waynesburg University, for whom he serves on the Board of Trustees.
 <p>Robert Moorehead <i>Chief Wholesale Banking Officer</i> 8 Years at FNB, 40+ Years of industry experience</p>	<ul style="list-style-type: none">▪ Robert Moorehead is Chief Wholesale Banking Officer for First National Bank. Moorehead provides oversight for lines of business and functional areas including Metropolitan and Community Commercial Banking, Investment Real Estate, Treasury Management and Wholesale Banking Solutions.▪ Bringing more than 40 years of experience to his current role, Moorehead joined FNB in 2011 as President of its Pittsburgh Region. He previously served in a number of executive commercial banking and lending roles with well-known financial institutions in the Pittsburgh area, including First Niagara Bank and National City Bank.
 <p>Barry Robinson <i>Chief Consumer Banking Officer</i> 9 Years at FNB, 30+ Years of industry experience</p>	<ul style="list-style-type: none">▪ Barry Robinson is Chief Consumer Banking Officer for First National Bank, responsible for driving the consumer banking experience. Accordingly, he oversees Retail Sales and Distribution, Electronic Delivery, Small Business Banking, Mortgage Services, Consumer Banking Solutions and consumer product development.▪ Robinson joined FNB in 2010 and most recently served as Executive Vice President of Consumer Banking. His 30 years of financial services experience includes executive wealth management and corporate banking roles with National City Bank as well as previous responsibility for leveraged lending. Robinson earned a Bachelor's Degree from The Pennsylvania State University and a Master's of Business Administration from Carnegie Mellon University.

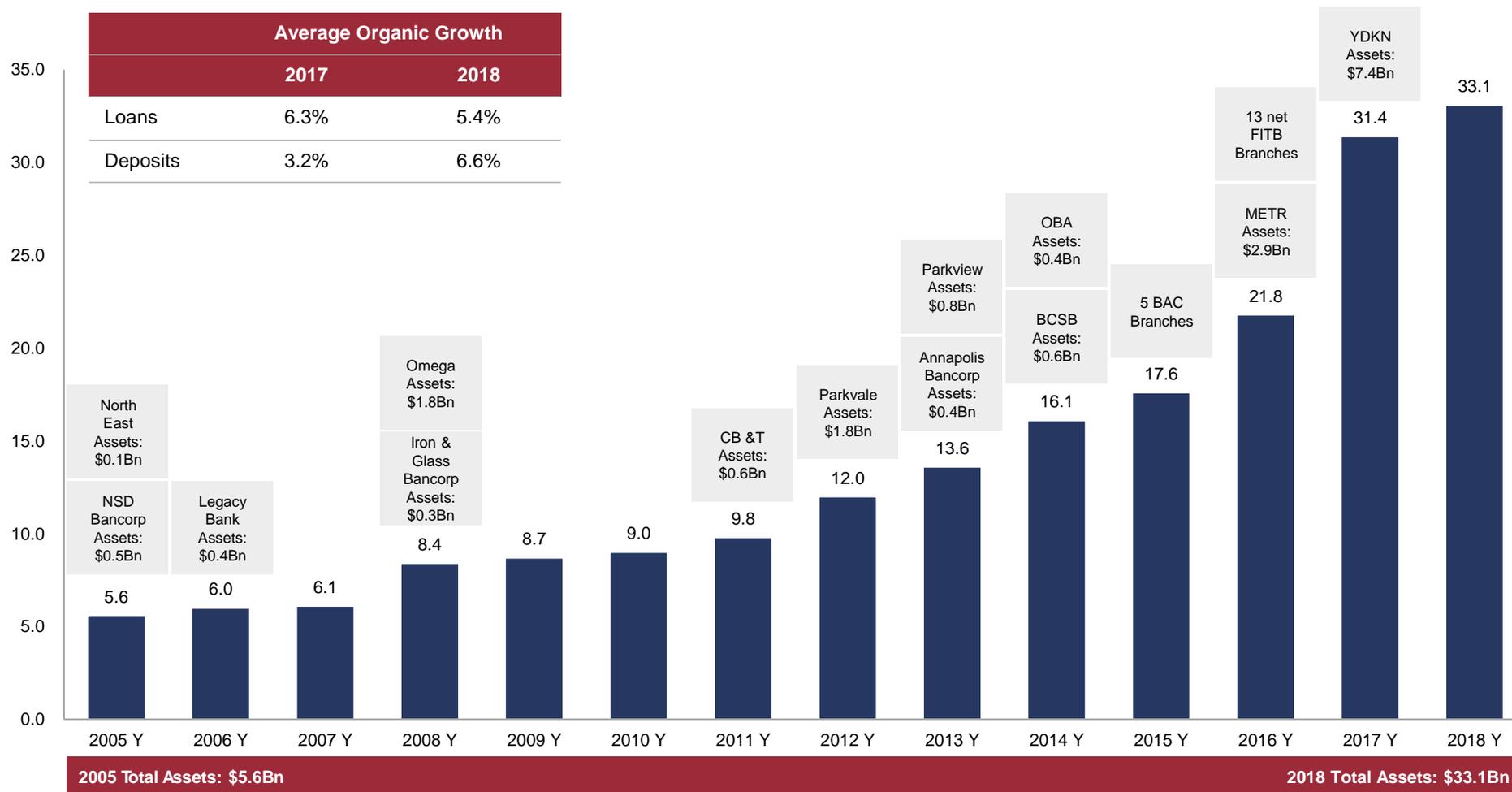
Source: Company Filings

History of Acquisitions

Successfully Acquired and Integrated 15 Bank or Branch Acquisitions Since 2005

Total Assets

(\$Bn)



Source: SNL Financial, Company Filings

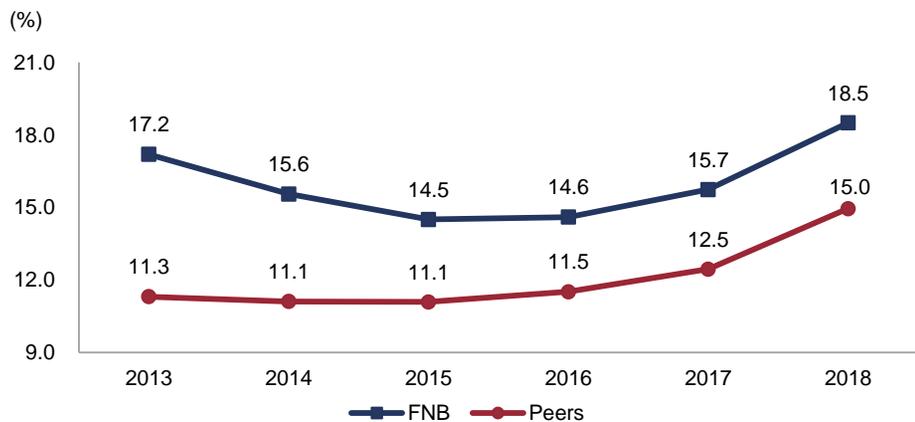
An Infrastructure Built for Long-Term Sustainable Growth

		2014	2015	2016	2017	2018
PEOPLE	Talent Management Strengthened team through key hires; Continuous team development	Chief Technology & Chief Marketing Officer filled, launched Project Management Office	Chief Wholesale Banking and Chief Consumer Banking Officer filled	Chief Information Security Officer filled	Retention of support personnel, regional leadership in Carolinas hired/retained	Hired EVP of Capital Markets and Specialty Finance
	Geographic Segmentation Regional Model	Announced Pittsburgh as HQ		Improved market share in Central PA; Expanded HQ, Operations and Technology functions; entrance into Carolinas, creation of 4 new Carolina regions		Commercial banking hires in Washington D.C.; retail & commercial expansion in Charleston, SC
PROCESS	Sales Management Proprietary sales management system developed & implemented: Balanced scorecards aligned with shareholder value proposition	Consumer Banking scorecards, Consumer Banking refinement/ daily monitoring		Enhancement of CRM Data Analytics		
		Continued enhancements to Commercial Banking sales mgt., expansion of additional lines of business: Private Banking, Insurance, Wealth Management			SBA Lending and Builder Finance	Identification of process improvements to drive efficiency
PRODUCT	Product Development Deepened product set and niche areas	Mobile Banking Enhancements	New website launched, ApplePay™, International Banking	Intelligent Teller Machines, digital in-branch kiosks and solutions centers, new commercial banking app, CardGuard debit card controls, upgrades to online banking & mobile app including Touch ID & FNB Direct, introduction of Zelle SM		
PRODUCTIVITY	Branch Optimization Continuous Evolution of branch network to optimize profitability	De-Novo expansion	BAC branches	FITB branches, Opened innovative banking center in State College, PA	Introduction and expansion of Concept Branches	
		Consolidate 1 location	Consolidate 6 locations	Consolidate 9 locations	Consolidate 8 locations	Consolidate 20 locations

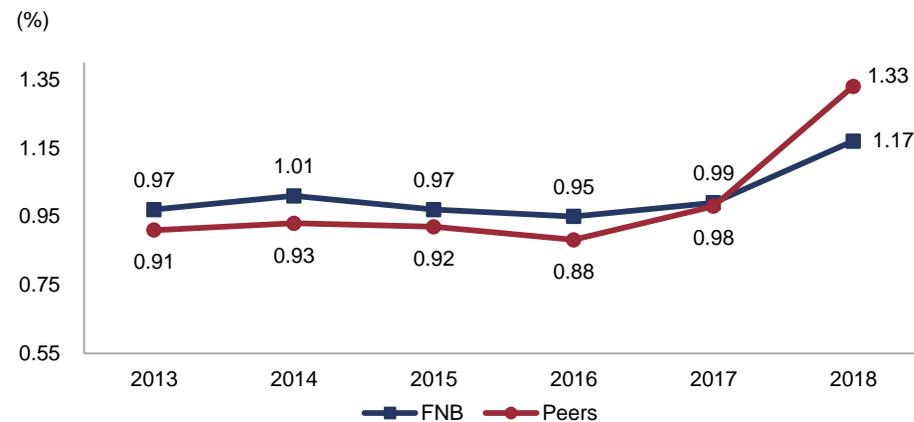
Source: Company Filings

History of Delivering Peer Leading Profitability

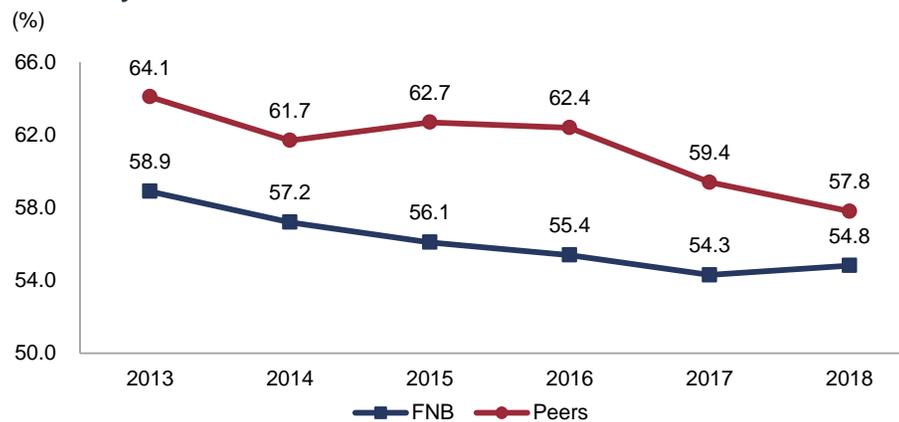
ROATCE (1)



ROAA (1)



Efficiency Ratio (1)



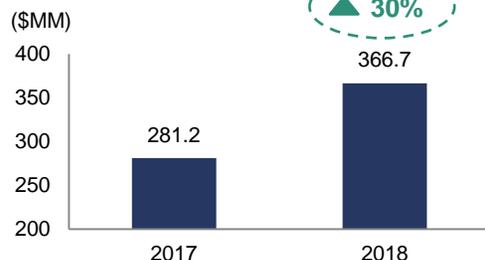
Source: SNL Financial, Company Filings; peers include ASB, CBSH, CMA, CFR, EWBC, FHN, FRC, HWC, ISBC, NYCB, PBCT, PB, SNV, TCF, UMPQ, VLY, WBS, WTFC and ZION. Q3'18 LTM metrics used where full-year 2018 data unavailable
 Note:
 1. Shown on an operating basis

2018 Financial Summary

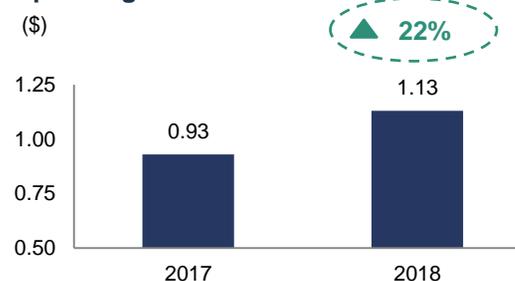
Key Highlights

Record Earnings

Operating Net Income Available to Common Shareholders



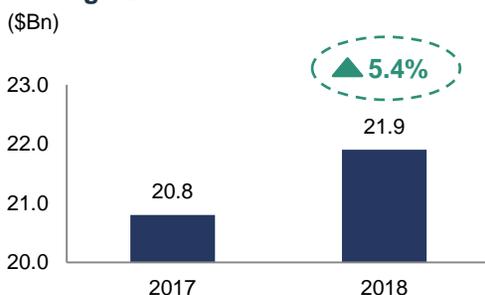
Operating EPS



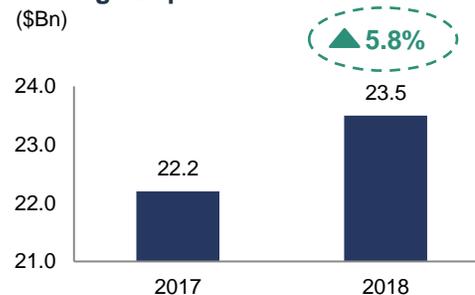
- 1.3% ROATA
- 18.5% ROATCE
- 55% efficiency ratio
- \$6.68 tangible book value per common share; 10% growth from 2017

Balance Sheet Growth

Average Loans



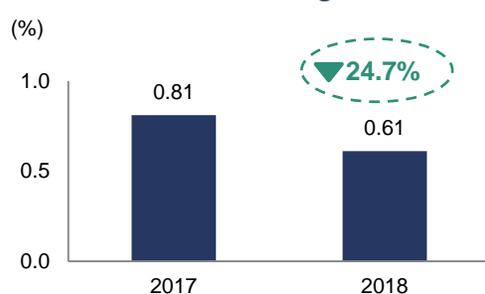
Average Deposits



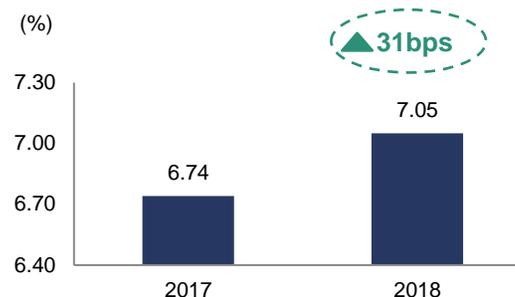
- Consumer loan growth of 7.0% and commercial of 4.5%
- Transaction deposit represents 77.5% of deposits

Credit & Capital

NPLs + OREO / Total Orig. Loans + OREO



TCE / TA

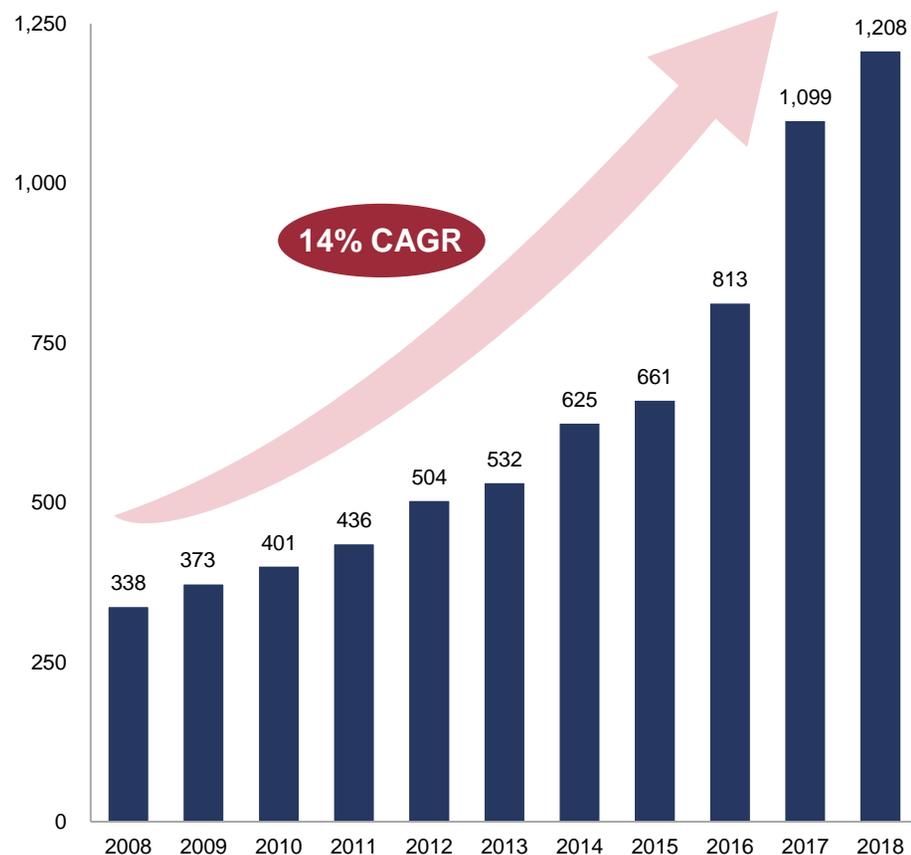


- Solid overall credit quality with consistent and steady performance across all portfolios
- Generated strong capital while paying a ~40% dividend payout

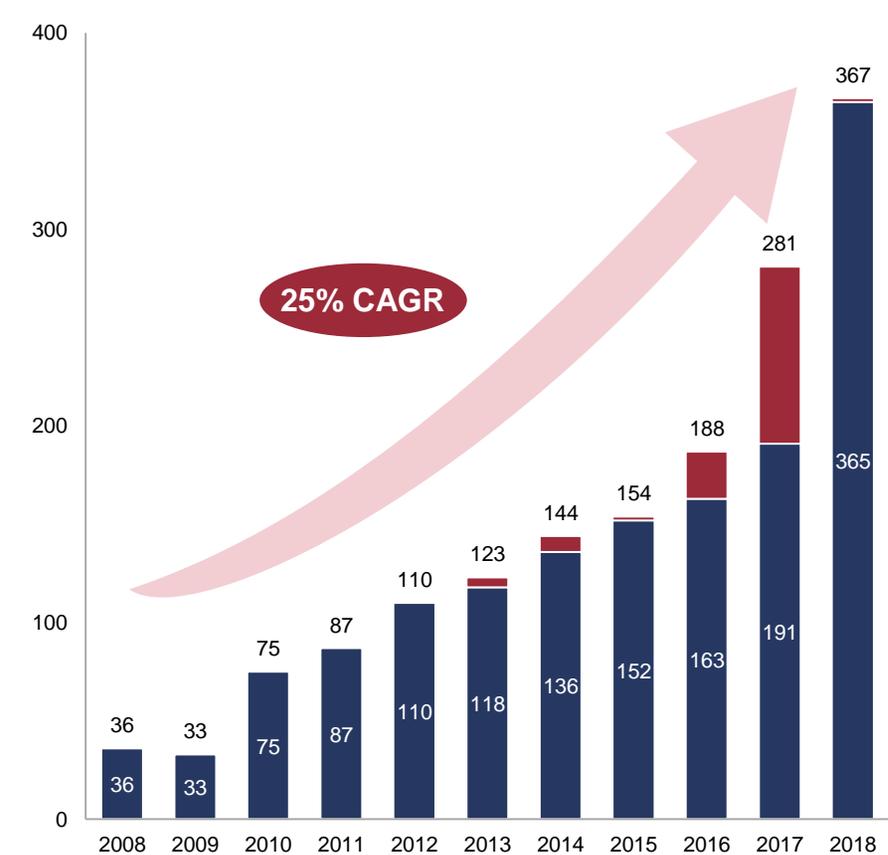
Source: Company Filings

Significant Trajectory of Revenue and Earnings Growth

Total Revenue
(\$MM)



Net Income Available to Common Shareholders ⁽¹⁾
(\$MM)



- Operating Net Income Available to Common Shareholders
- Net Income Available to Common Shareholders

Source: Company Filings

Note:

1. Excludes operating net income adjustments from 2008-2012

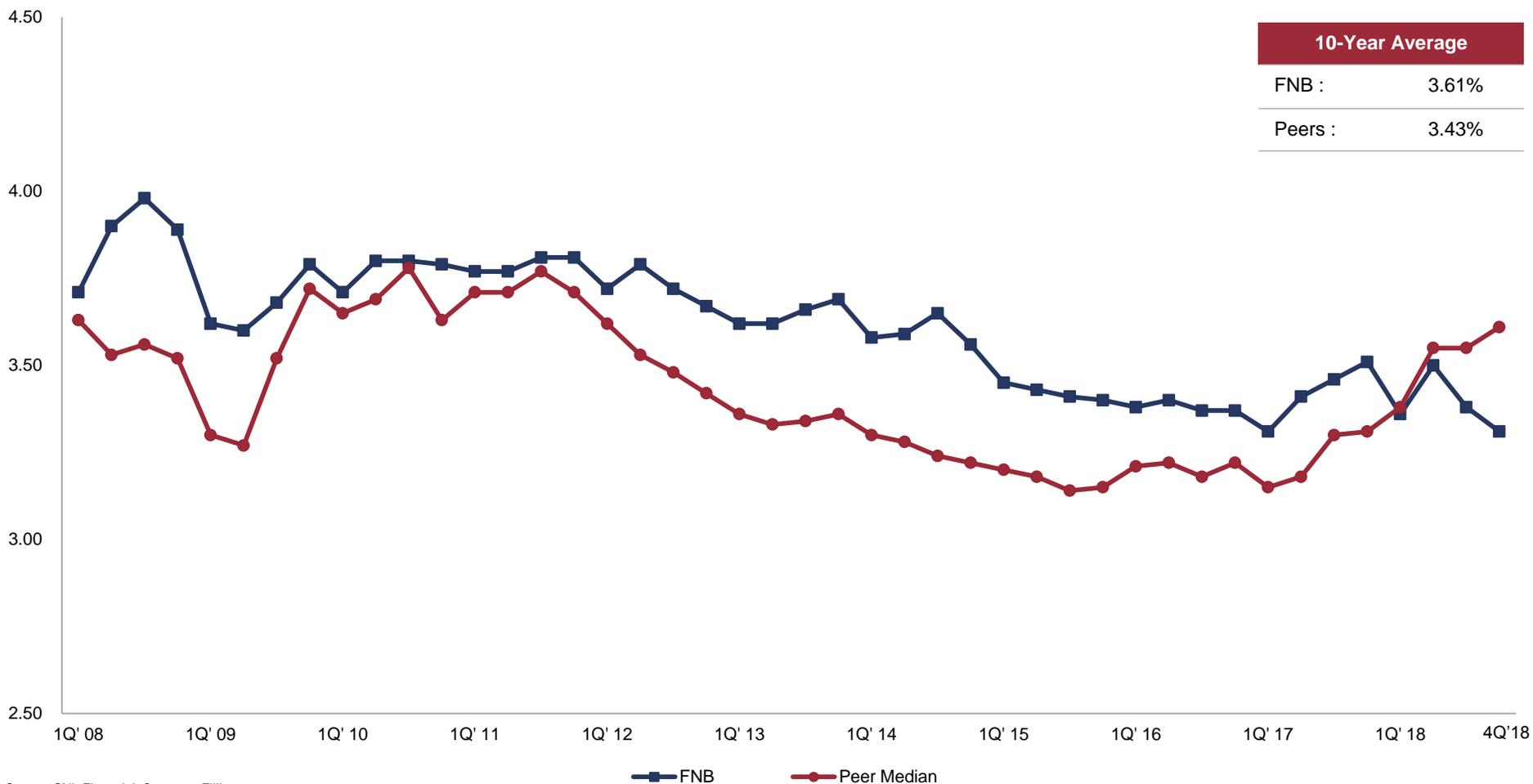
Net Interest Margin Over Time vs. Peers

FNB Has Demonstrated a Consistent and Stable NIM Outperforming Peers

Net Interest Margin ⁽¹⁾⁽²⁾⁽³⁾

(Quarterly Since 2008)

(%)



Source: SNL Financial, Company Filings

Notes:

1. Peers include, ASB, CBSH, CMA, CFR, EWBC, FHN, FRC, HWC, ISBC, NYCB, PBCT, PB, SNV, TCF, UMPQ, VLY, WBS, WTFC, and ZION

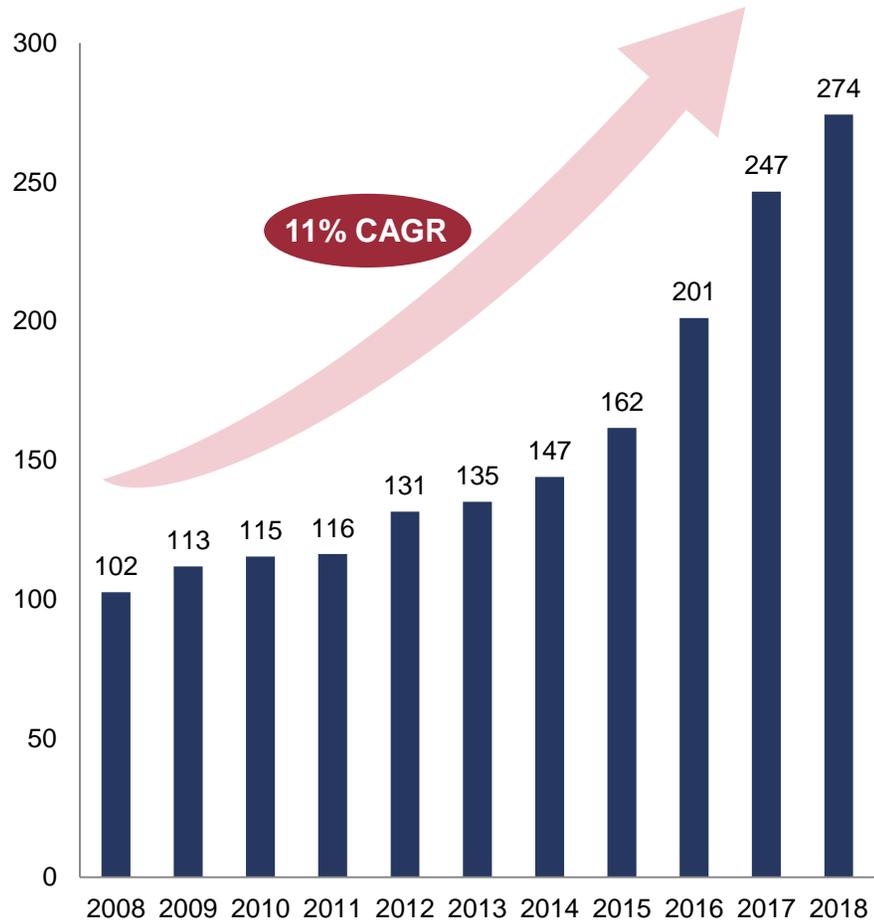
2. Sale of Regency reduced NIM by 10bps in 4Q18

3. FTE

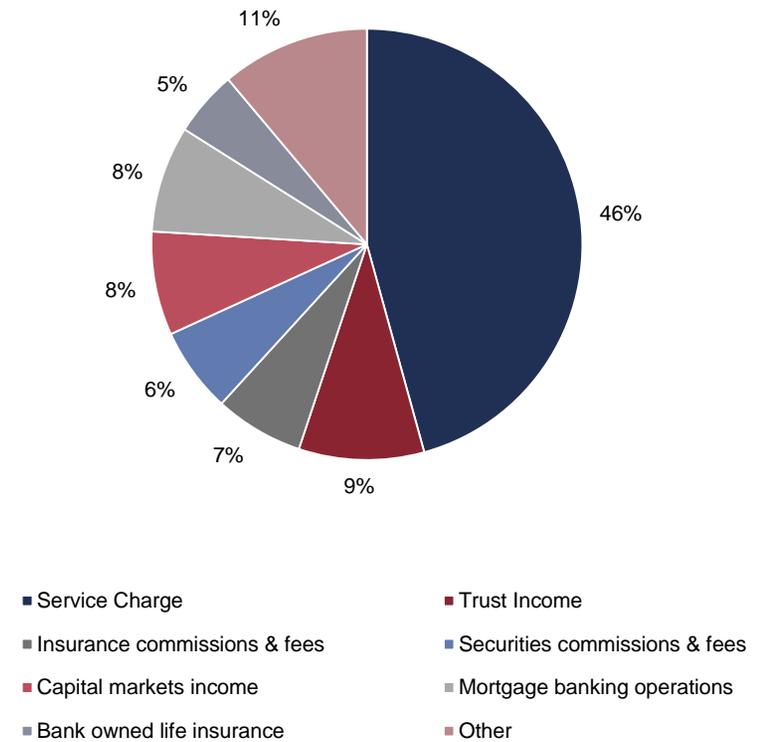
Strong Fee Income Growth

Non-Interest Income (excluding security related gains / losses)

(\$MM)



Components of Fee Income



Fee Income represents 23% of Revenue

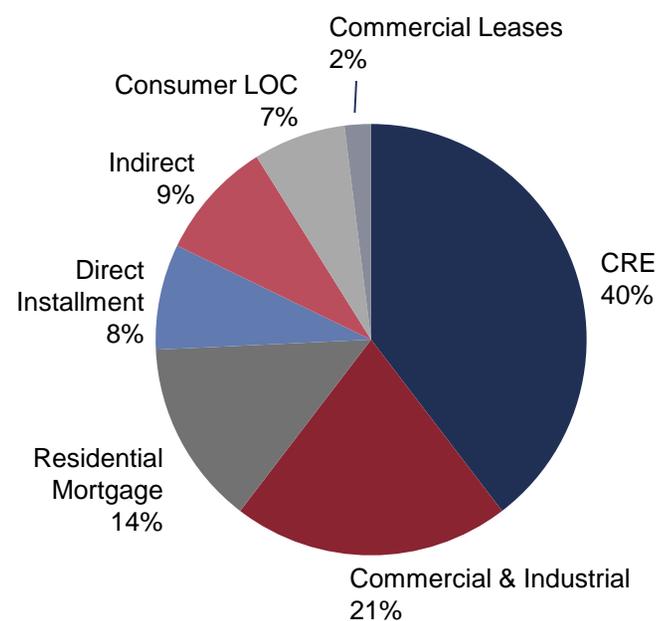
Source: SNL Financial, Company Filings

Diversified Loan Portfolio

\$ in millions	12/31/2018	% of Portfolio
	Balance	12/31/2018
CRE	\$8,786	40%
Commercial & Industrial	4,556	21%
Commercial Leases	373	2%
Other	46	<1%
Total Commercial	\$13,761	62%
Direct Installment	1,764	8%
Residential Mortgage	3,113	14%
Indirect Installment	1,933	9%
Consumer LOC	1,582	7%
Total Consumer	\$8,392	38%
Total Loan Portfolio	\$22,153	100%

\$22.2 Billion Loan Portfolio

December 31, 2018



Source: Company Filings

Note:

1. Balance and % of Portfolio based on period-end balances

Loan Composition Profile

\$ in millions	9/30/2018	% of Loans	NPL's/ Loans ⁽¹⁾	YTD Net Charge Offs / Loans ⁽¹⁾	Total Past Due / Loans ⁽¹⁾
Commercial and Industrial	4,117	18.9%	0.84%	0.46%	0.86%
CRE: Non-Owner Occupied	5,775	26.4%	0.26%	0.03%	0.41%
CRE: Owner Occupied	3,071	14.1%	0.73%	0.19%	0.77%
Home Equity and Other Consumer	3,388	15.5%	0.75%	0.17%	0.91%
Residential Mortgage	2,964	13.6%	0.44%	0.02%	0.87%
Indirect Consumer	1,881	8.6%	0.12%	0.39%	0.62%
Equipment Finance Loans and Leases	593	2.7%	1.18%	0.09%	1.56%
Other	50	0.2%	N/M	N/M	N/M
Total	\$21,839	100.0%	0.59%	0.33%	0.79%

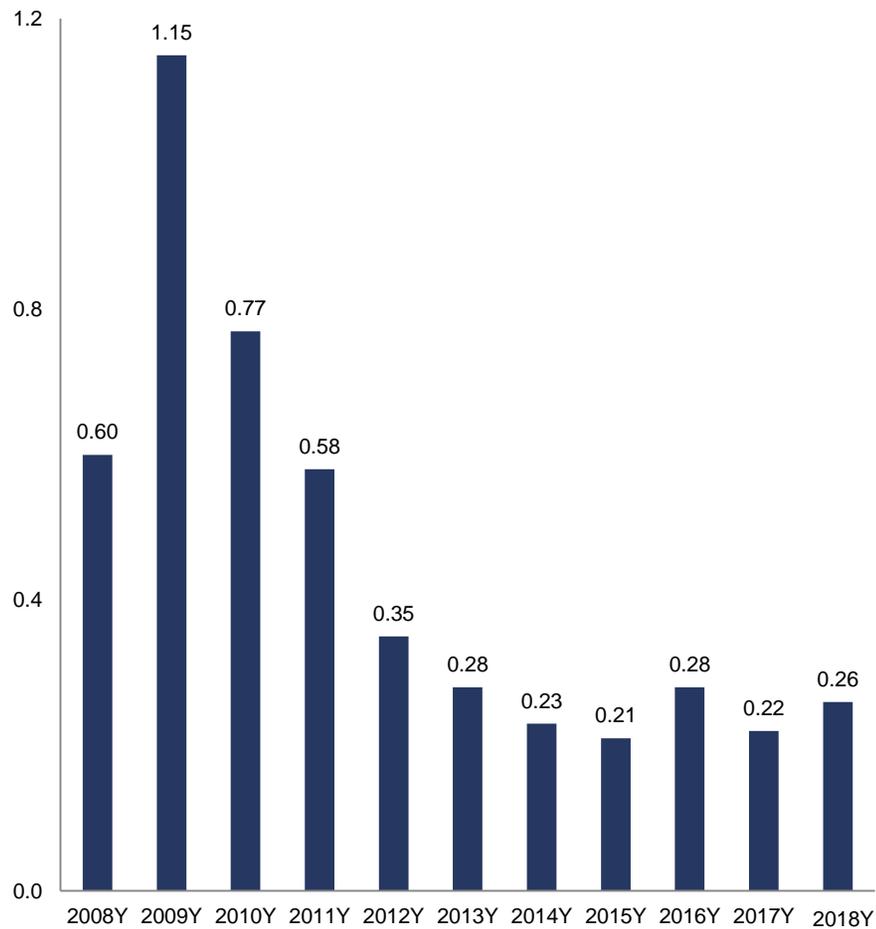
Source: Company Filings
Notes: Balance and % of Portfolio based on period-end balances
1. Represents originated portfolio metric

Credit Metrics Over Time

FNB Credit Quality Has Remained Consistently Stable Post Financial Crisis

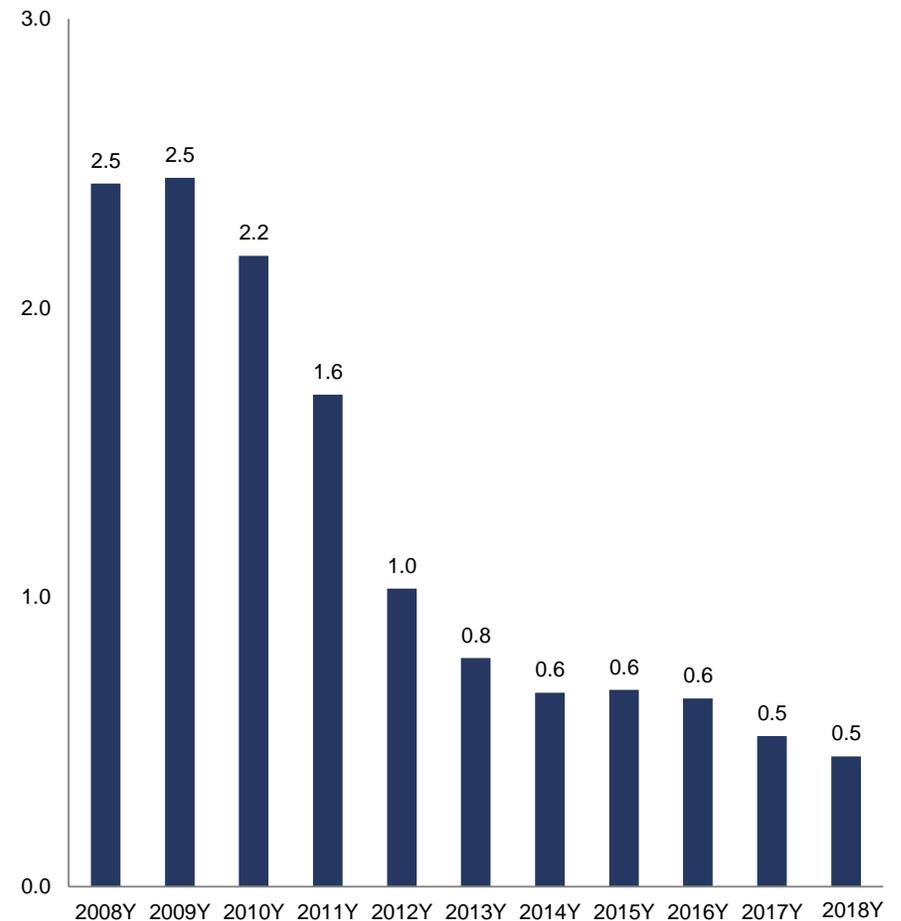
NCO / Avg. Loans

(%)



NPL / Total Loans

(%)

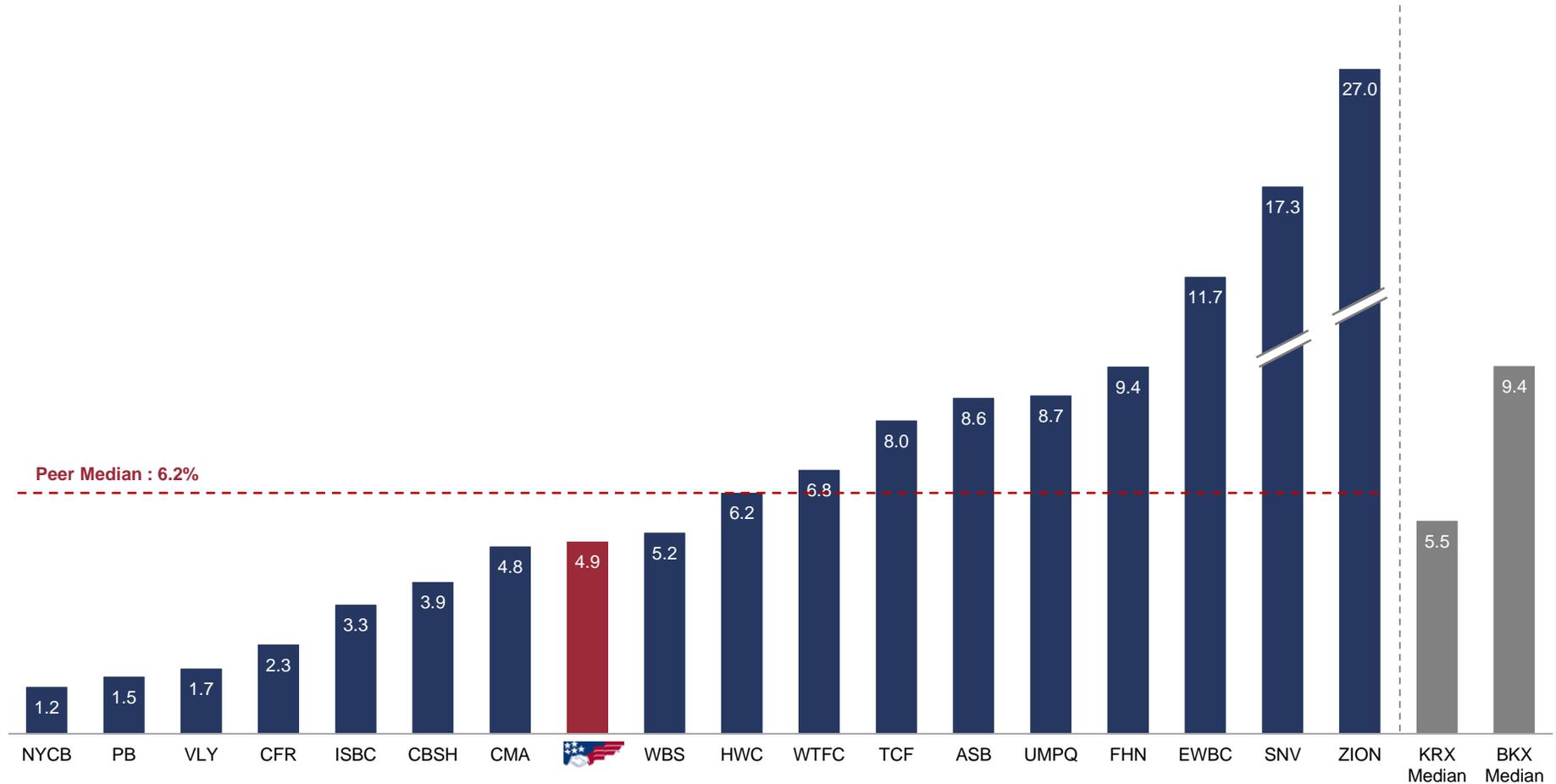


Source: SNL Financial

FNB Credit Performed Well During the Financial Crisis...

Cumulative NCOs From 2008 to 2012 Over 2007 Gross Loans ⁽¹⁾

(%)



Source: SNL Financial

Note:

1. Cumulative NCOs represent net charge-offs from 2008, 2009, 2010, 2011 and 2012 divide by gross loans at 12/31/2007

...And Performs Strongly Under Stress Testing

2018 Stress Test: Capital Ratio Results Summary

- All severely adverse stressed ratios remain above the regulatory well-capitalized levels

Capital Ratios Under Severly Adverse Scenario (%)	Actual 12/31/2017	Stress Projection Minimum ⁽¹⁾	Regulatory Minimum	Well Capitalized Requirements
F.N.B. Corporation				
Tier 1 Common Equity	8.9	8.4	4.5	6.5
Tier 1 Capital	9.3	8.9	6.0	8.0
Total Risk-Based Capital	11.4	11.4	8.0	10.0
Tier 1 Leverage	7.6	7.1	4.0	5.0
First National Bank of Pennsylvania				
Tier 1 Common Equity	9.7	9.3	4.5	6.5
Tier 1 Capital	10.0	9.6	6.0	8.0
Total Risk-Based Capital	10.7	10.9	8.0	10.0
Tier 1 Leverage	8.1	7.6	4.0	5.0

Source: Company Information

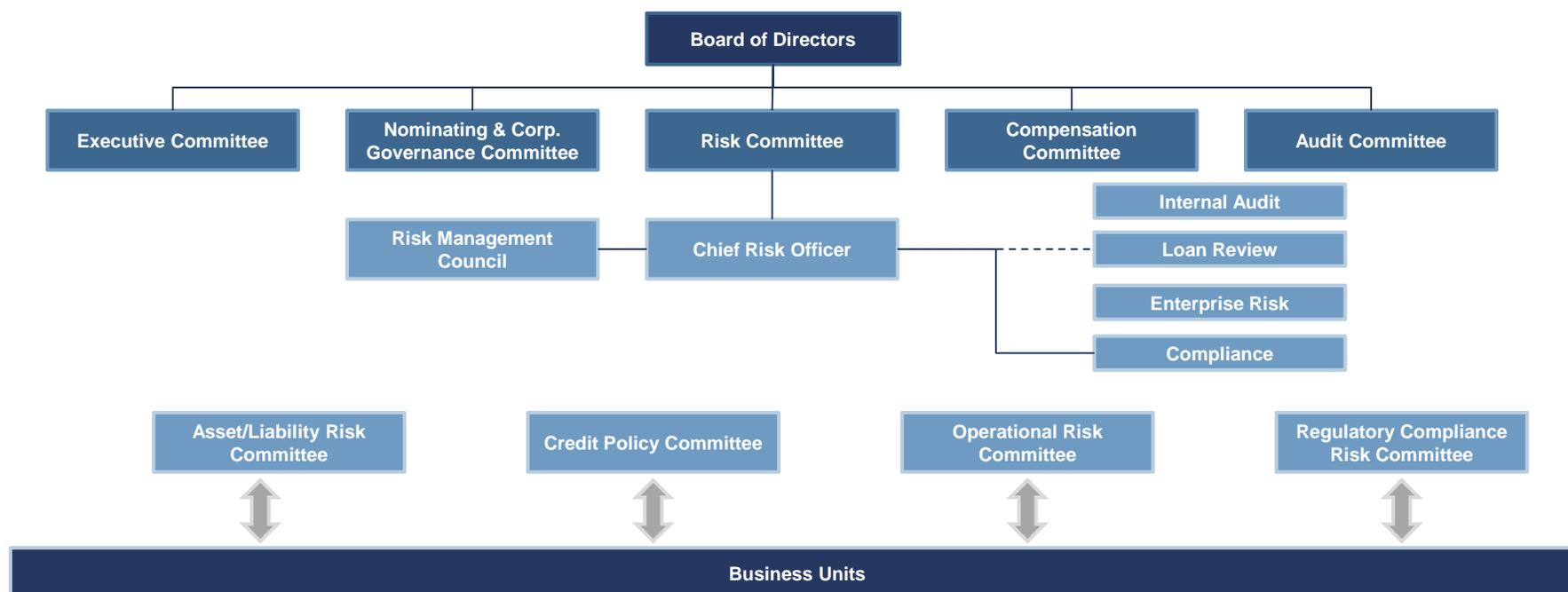
Notes:

1. Minimum ratio shows the lowest quarter-end ratio of the 9-quarter horizon through 3/31/2020

FNB's Risk Management Framework Highlights

Tight Alignment Across the Organization to Identify and Manage Key Risks

- **Established an integrated approach to managing key business risks across FNB's footprint**
 - Developed organizational structure to support ERM ensuring that responsibilities are clearly defined and communicated
 - Risk and Audit Committees have authority over the risk management framework
- **Designed and developed a comprehensive process to identify, prioritize, assess and manage risk exposures**
- **Developed risk management information that is communicated to appropriate levels of the organization**
- **Established tight integration between risk function and business units in the execution of key initiatives**
- **Adopted a Board-approved risk appetite statement to manage risks within established boundaries in order to achieve an appropriate risk return relationship**

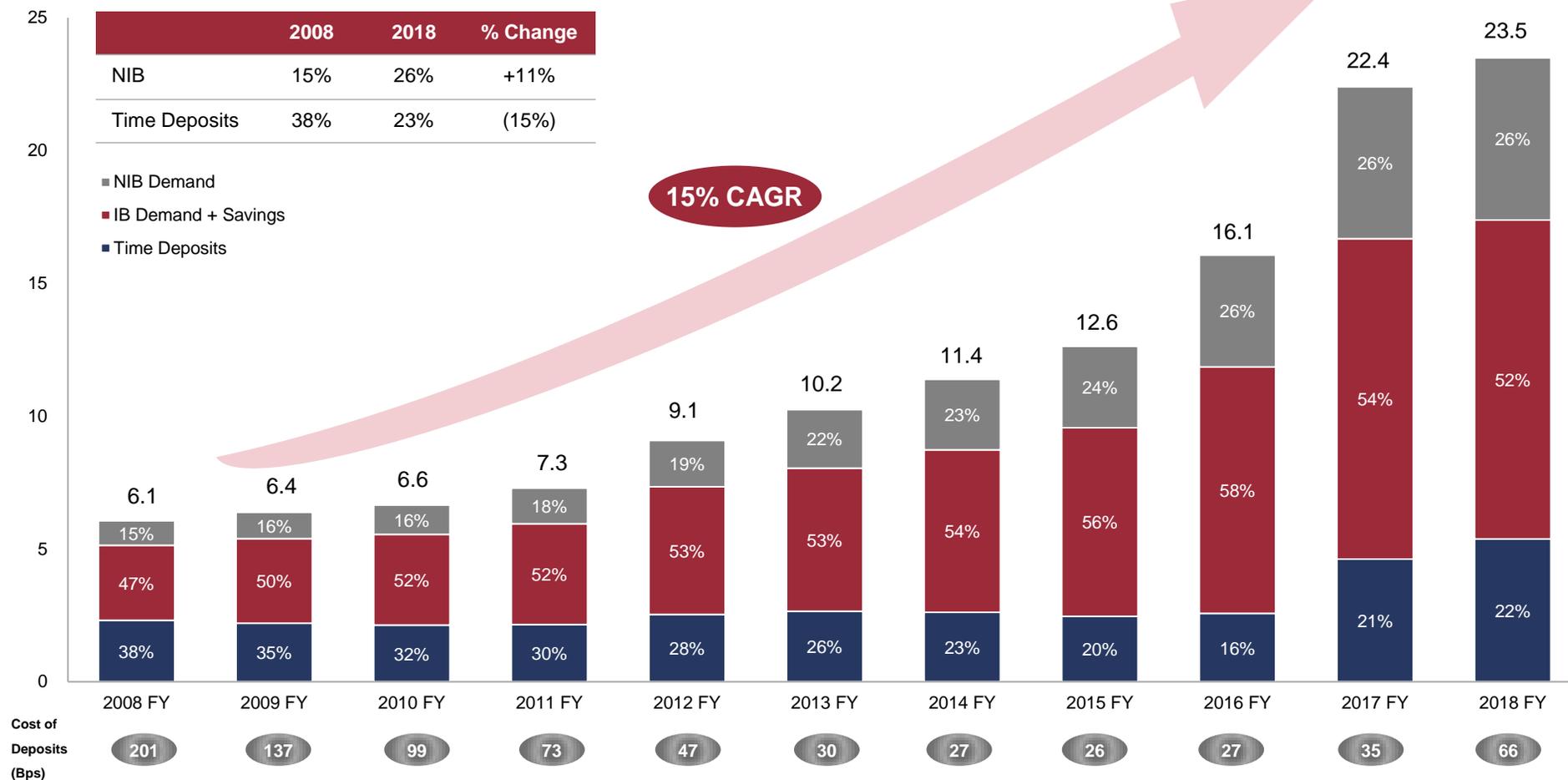


Deposit Composition

Strong Deposit Growth With Improving NIB Demand Over Time

Total Deposit

(\$Bn)

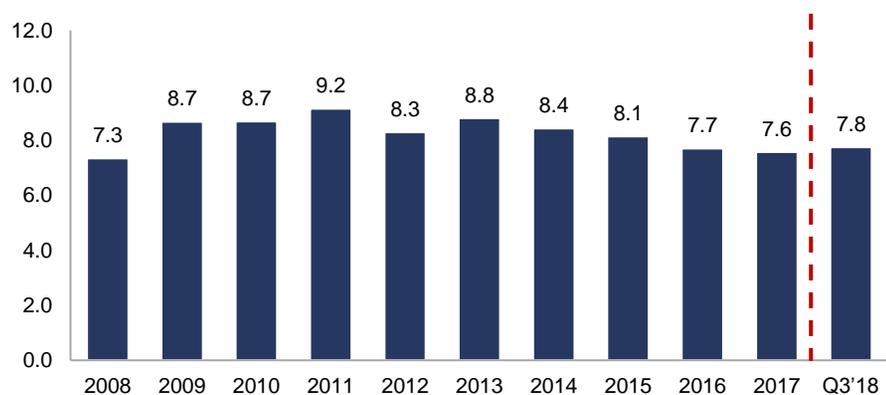


Source: SNL Financial, Company Filings

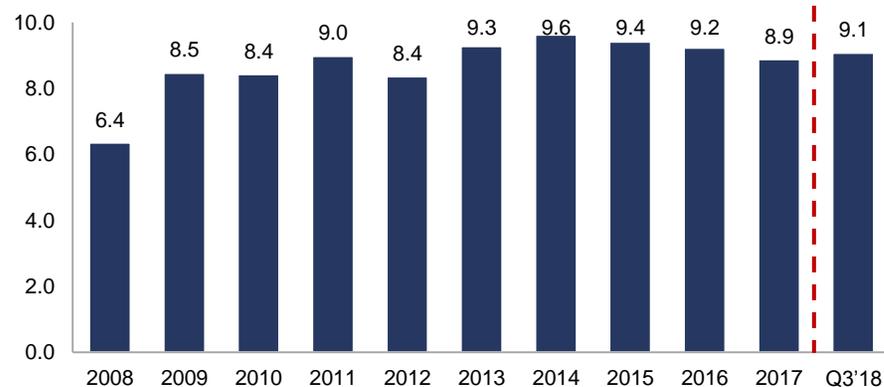
FNB Historical Capital Ratios

FNB Has Maintained Consistent Capital Levels with Lower Risk Balance Sheet Over the Last Decade

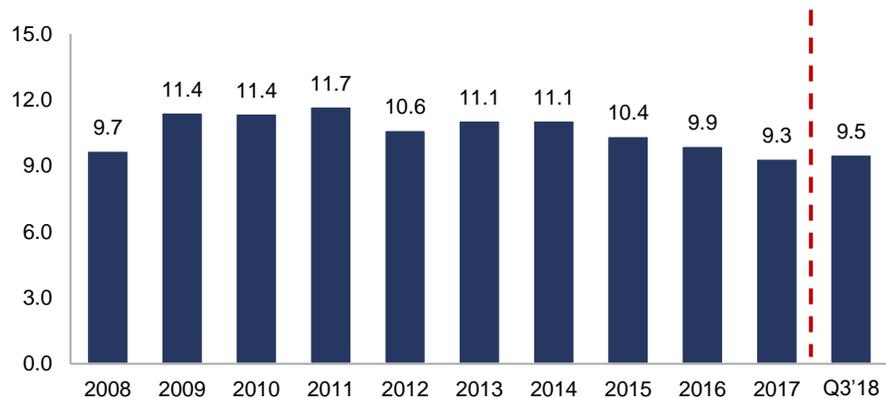
Leverage Ratio



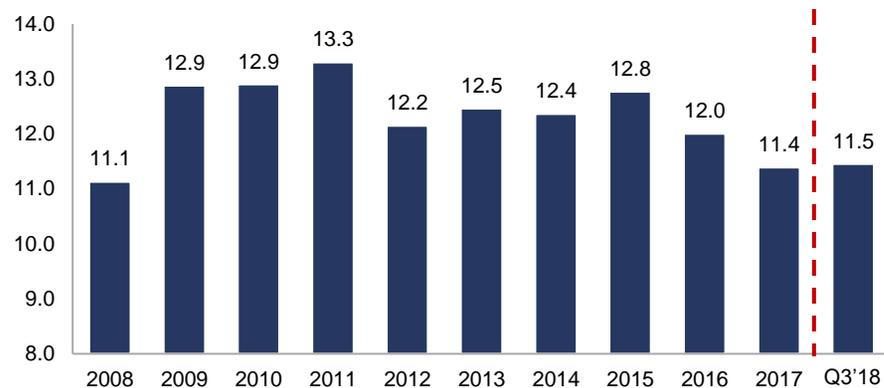
CET 1 Ratio



Tier 1 Ratio



Total Risk Based Capital Ratio

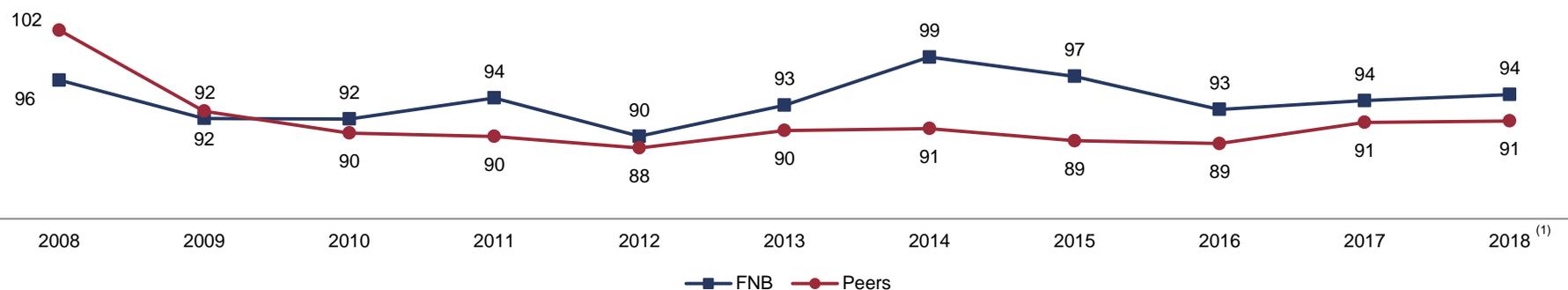


Source: SNL Financial, Company Filings

Strong Liquidity Profile

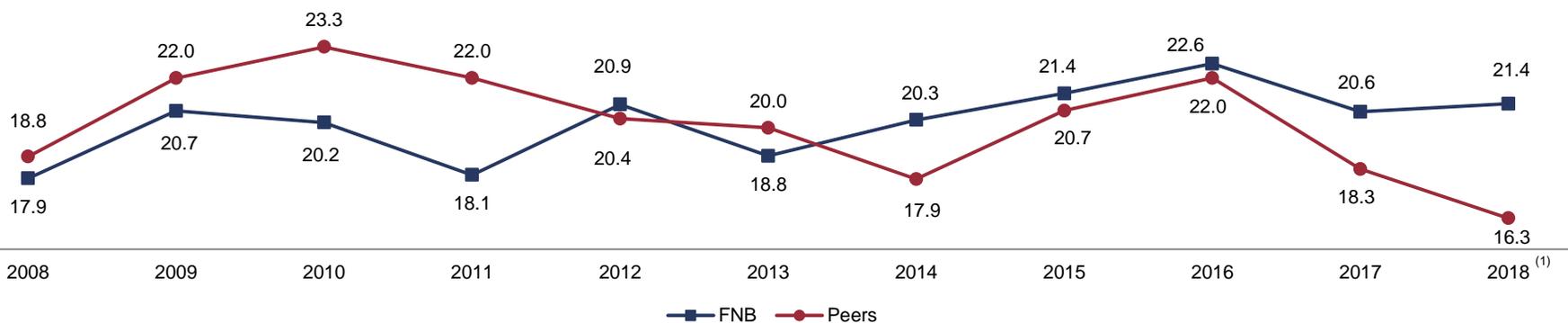
Loans / Total Deposits

(%)



Cash & Securities / Total Assets

(%)



Source: SNL Financial

Notes:

1. 3Q'18 metrics used for peers where full-year 2018 data unavailable

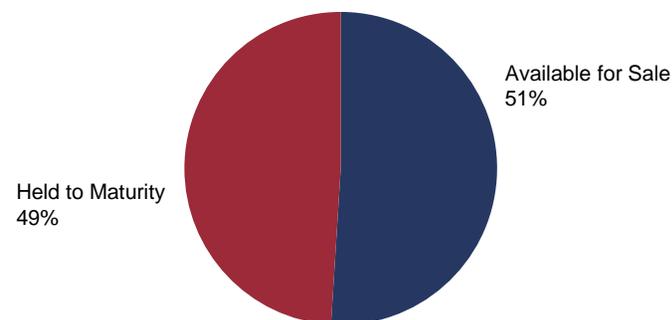
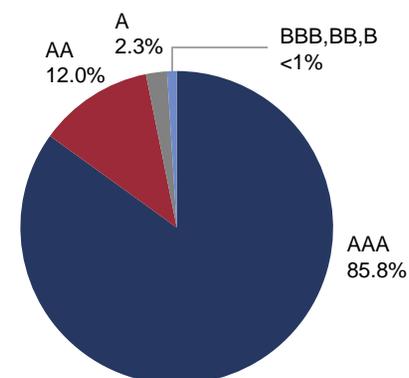
2. Peers include ASB, CBSH, CMA, CFR, EWBC, FHN, FRC, HWC, ISBC, NYCB, PBCT, PB, SNV, TCF, UMPQ, VLY, WBS, WTFC, and ZION

Investment Portfolio

\$MM	9/30/2018	Portfolio %	Ratings
			Investment %
Agency MBS	\$2,562	39%	AAA 100%
Agency CMO	1,844	28%	AAA 100%
Agency Debentures	751	12%	AAA 100%
Municipals	1,041	16%	AAA 11% AA 74% A 15%
Commercial MBS (2)	304	5%	AAA 100%
US Treasury	1	<1%	AAA 100%
Other	2	<1%	Various/ NR
Total Investment Portfolio	\$6,505	100%	

- 98% of total portfolio rated AA or better
- Relatively low duration of 4.6
- Municipal bond portfolio
 - Highly rated with an average rating of AA and 100% of the portfolio rated A or better
 - General obligation bonds = 100% of municipal portfolio

Highly Rated \$6.5 Billion Investment Portfolio September 30, 2018

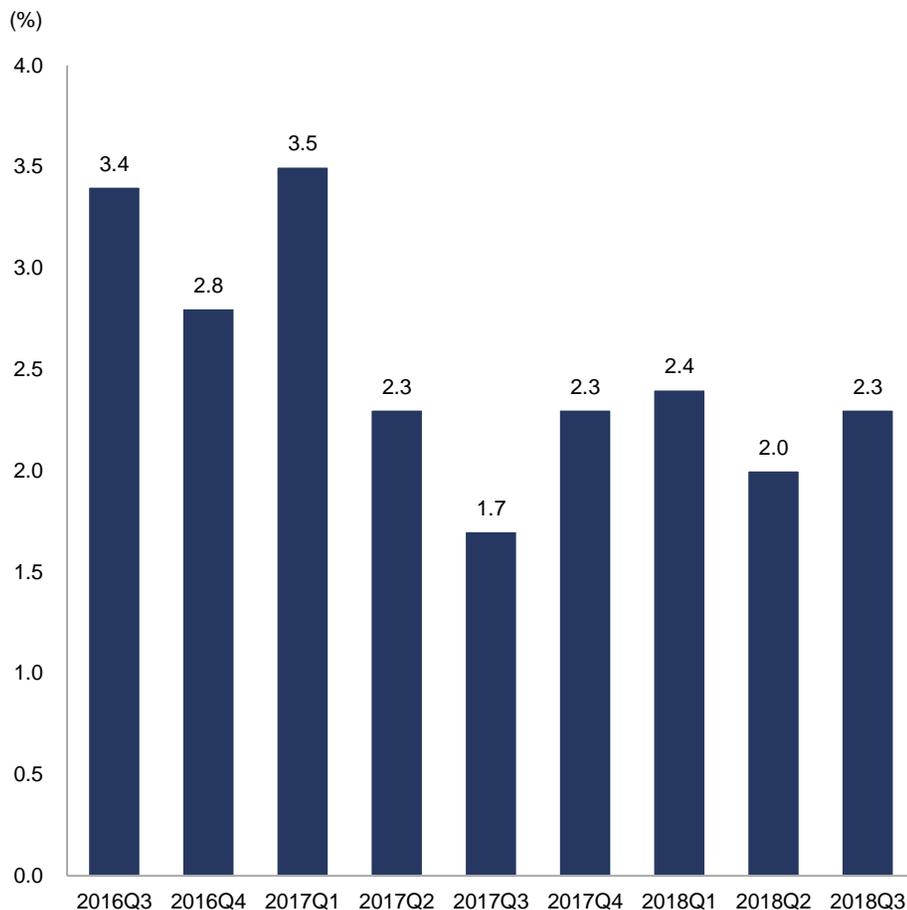


Notes:
 1. Amounts reflect GAAP; data as of 9/30/2018
 2. Comprised of Ginnie Mae Project Loans and FNMA DUS bond holdings

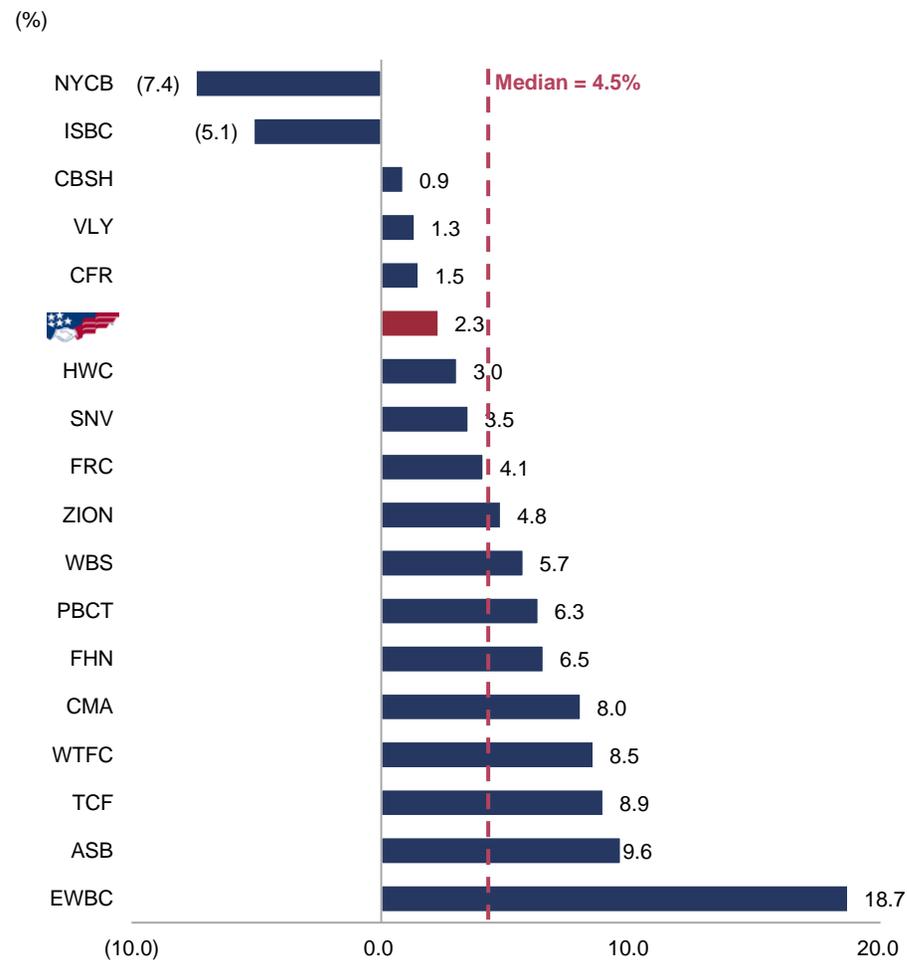
Interest Rate Risk

FNB Has Maintained a Consistent and Relatively Neutral Interest Rate Profile

FNB Immediate Interest Rate Effect on Net Interest Income (+200bps)



Interest Rate Risk on Net Interest Income vs. Peers (+200bps)



Source: SNL Financial, as of September 30, 2018

Notes:

1. For NYCB, ISBC CBSH, CFR, SNV, WBS, CMA, WTFC, impact on NII represents gradual impact; for all others, impact represents immediate change

Credit Rating Summary

Hold Co. and Bank Credit Ratings

MOODY'S

KBRA KROLL BOND RATING AGENCY

F.N.B. Corporation

Rating Date	4/2/2018	9/14/2018
Long-Term Debt Rating	Baa3	BBB+
Sub-Debt Rating	Baa3	BBB
Outlook	Stable	Positive

First National Bank of Pennsylvania

Rating Date	4/2/2018	9/14/2018
Long-Term Debt	Baa2	A-

Source: Company Information, SNL Financial

Conclusion

- ✓ Strong core franchise in attractive markets well-positioned for growth
- ✓ Demonstrated peer-leading financial performance
- ✓ Experienced, well-regarded management team
- ✓ Robust risk management driven culture
- ✓ Credit discipline resulting in strong and stable asset quality
- ✓ Solid liquidity position with multiple sources of funding

Appendix

Non-GAAP to GAAP Reconciliation

Operating Net Income Available to Common Stockholders

Year Ended December 31 (in thousands)	2018	2017	2016	2015	2014	2013
Net income available to common stockholders	364,817	191,163	162,850	151,608	135,698	117,804
Merger-related expense	-	56,513	37,439	3,033	9,611	8,210
Tax benefit of merger-related expense	-	(18,846)	(12,550)	(949)	(1,714)	(2,873)
Merger-related net securities gains	-	(2,609)	-	-	-	-
Tax expense of merger-related net securities gains	-	913	-	-	-	-
Reduction in valuation of deferred tax assets	-	54,042	-	-	-	-
Discretionary 401(k) contribution	874	-	-	-	-	-
Tax benefit of discretionary 401(k) contribution	(184)	-	-	-	-	-
Gain on sale of subsidiary	(5,135)	-	-	-	-	-
Tax expense of gain on sale of subsidiary	1,078	-	-	-	-	-
Branch consolidation costs	6,616	-	-	-	-	-
Tax benefit of branch consolidation costs	(1,389)	-	-	-	-	-
Operating net income available to common stockholders (non-GAAP)	366,677	281,176	187,739	153,692	143,595	123,141

Operating Earnings per Diluted Common Share

Year Ended December 31 (in thousands)	2018	2017	2016	2015	2014	2013
Net income available to common stockholders	1.12	0.63	0.78	0.86	0.80	0.80
Merger-related expense	-	0.19	0.18	0.02	0.06	0.05
Tax benefit of merger-related expense	-	(0.06)	(0.06)	(0.01)	(0.01)	(0.01)
Merger-related net securities gains	-	(0.01)	-	-	-	-
Tax expense of merger-related net securities gains	-	-	-	-	-	-
Reduction in valuation of deferred tax assets	-	0.18	-	-	-	-
Discretionary 401(k) contribution	-	-	-	-	-	-
Tax benefit of discretionary 401(k) contribution	-	-	-	-	-	-
Gain on sale of subsidiary	(0.01)	-	-	-	-	-
Tax expense of gain on sale of subsidiary	0.01	-	-	-	-	-
Branch consolidation costs	0.02	-	-	-	-	-
Tax benefit of branch consolidation costs	(0.01)	-	-	-	-	-
Operating Earnings per Diluted Common Share	1.13	0.93	0.90	0.87	0.85	0.84

Non-GAAP to GAAP Reconciliation

Operating Return on Average Tangible Common Equity

Year Ended December 31

(in thousands)

	2018	2017	2016	2015	2014	2013
Operating net income available to common stockholders (non-GAAP)	366,677	281,176	187,739	153,692	143,595	123,141
Amortization of intangibles, net of tax	12,365	11,386	7,287	5,398	6,316	5,465
Tangible net income available to common stockholders (non-GAAP)	379,042	292,562	195,026	159,090	149,911	128,606
Average total stockholders' equity	4,490,833	4,073,700	2,499,976	2,072,170	1,920,440	1,514,471
Less: Average preferred stockholders' equity	(106,882)	(106,882)	(106,882)	(106,882)	(106,882)	(17,928)
Less: Average intangibles (1)	(2,334,727)	(2,108,102)	(1,059,856)	(869,347)	(849,934)	(750,374)
Average tangible common equity (non-GAAP)	2,049,224	1,858,716	1,333,238	1,095,941	963,624	746,169
Operating Return on average tangible common equity (non-GAAP)	18.5%	15.7%	14.6%	14.5%	15.6%	17.2%

Operating Return on Average Assets

Year Ended December 31

(dollars in thousands)

	2018	2017	2016	2015	2014	2013
Operating net income available to common stockholders (non-GAAP)	366,677	281,176	187,739	153,692	143,595	123,141
Preferred Stock Dividends	8,040	8,040	8,040	8,040	8,040	
Operating net income (non-GAAP)	374,717	289,216	195,779	161,732	151,635	123,141
Average total assets	32,138,497	29,131,109	20,677,717	16,606,147	14,962,140	12,640,685
Operating Return on average assets (non-GAAP)	1.17%	0.99%	0.95%	0.97%	1.01%	0.97%

Non-GAAP to GAAP Reconciliation

Efficiency ratio (FTE) (non-GAAP)

Year Ended December 31

(dollars in thousands)

	2018	2017	2016	2015	2014	2013
Non-interest expense	694,532	681,541	511,133	390,549	379,253	338,170
Less: Amortization of intangibles	(15,652)	(17,517)	(11,210)	(8,305)	(9,717)	(8,407)
Less: OREO expense	(6,359)	(4,438)	(5,153)	(4,637)	(4,401)	(3,215)
Less: Merger-related expense	-	(56,513)	(37,439)	(3,033)	(12,150)	(8,210)
Less: Impairment charge on other assets	-	-	(2,585)	-	-	-
Less: Loss on TPS	-	-	-	-	-	(2,173)
Less: Discretionary 401(k) contribution	(874)	-	-	-	-	-
Less: Branch consolidation costs	(2,939)	-	-	-	-	-
Adjusted non-interest expense	668,708	603,073	454,746	374,574	352,985	316,165
Net interest income	932,489	846,434	611,512	498,222	466,297	396,042
Taxable equivalent adjustment	13,270	18,766	11,248	7,635	6,899	6,969
Non-interest income	275,651	252,449	201,761	162,410	158,274	135,778
Less: Net securities gains	(34)	(5,916)	(712)	(822)	(11,717)	(808)
Less: Gain on redemption of TPS	-	-	(2,422)	-	-	(1,559)
Add: OTTI loss on securities	-	-	-	-	-	27
Less: Gain on sale of subsidiary	(5,135)	-	-	-	-	-
Less: Branch consolidation costs	3,677	-	-	-	-	-
Less: Purchase Accounting Adjustment	-	-	-	-	(2,713)	-
Adjusted net interest income (FTE) + non-interest income	1,219,918	1,111,733	821,387	667,445	617,040	536,449
Efficiency ratio (FTE) (non-GAAP)	54.8%	54.3%	55.4%	56.1%	57.2%	58.9%

Non-GAAP to GAAP Reconciliation

Tangible Common Equity / Tangible Assets

Year Ended December 31	<u>2018</u>	<u>2017</u>
(dollars in thousands)		
Total stockholders' equity	4,608,285	4,409,194
Less: Preferred stockholders' equity	(106,882)	(106,882)
Less: Intangibles (1)	<u>(2,333,375)</u>	<u>(2,341,263)</u>
Tangible common equity (non-GAAP)	<u>2,168,028</u>	<u>1,961,049</u>
Total assets	33,101,840	31,417,635
Less: Intangibles(1)	<u>(2,333,375)</u>	<u>(2,341,263)</u>
Tangible assets (non-GAAP)	<u>30,768,465</u>	<u>29,076,372</u>
Tangible common equity / tangible assets (period-end) (non-GAAP)	7.05%	6.74%

Non-GAAP to GAAP Reconciliation

\$ in millions except per share amounts	For The Quarter Ended				
	31-Dec-18	30-Sep-18	30-Jun-18	31-Mar-18	31-Dec-17
Tangible book value per common share (at period-end)					
Total stockholders' equity	\$ 4,608	\$ 4,525	\$ 4,473	\$ 4,433	\$ 4,409
Less: preferred stockholders' equity	107	107	107	107	107
Less: intangibles ⁽¹⁾	2,333	2,330	2,335	2,339	2,341
Tangible common equity (non-GAAP)	\$ 2,168	\$ 2,088	\$ 2,031	\$ 1,987	\$ 1,961
Ending common shares outstanding (000's)	324,315	324,275	324,258	323,687	323,465
Tangible book value per common share (non-GAAP)	\$6.68	\$6.44	\$6.26	\$6.14	\$6.06
Tangible common equity / Tangible assets (at period-end)					
Total stockholders equity	\$ 4,608	\$ 4,525	\$ 4,473	\$ 4,433	\$ 4,409
Less: preferred stockholders' equity	107	107	107	107	107
Less: intangibles ⁽¹⁾	2,333	2,330	2,335	2,339	2,341
Tangible common equity (non-GAAP)	\$ 2,168	\$ 2,088	\$ 2,031	\$ 1,987	\$ 1,961
Total assets	\$ 33,102	\$ 32,618	\$ 32,258	\$ 31,652	\$ 31,418
Less: intangibles ⁽¹⁾	2,333	2,330	2,335	2,339	2,341
Tangible assets (non-GAAP)	\$ 30,768	\$ 30,288	\$ 29,922	\$ 29,313	\$ 29,076
Tangible common equity / Tangible assets (period end) (non-GAAP)	7.05%	6.89%	6.79%	6.78%	6.74%

Source: Company Filings

Notes:

1. Excludes loan servicing rights

Non-GAAP to GAAP Reconciliation

\$ in thousands	For The Quarter Ended				
	31-Dec-18	30-Sep-18	30-Jun-18	31-Mar-18	31-Dec-17
Components of net interest income					
Net interest income	\$ 232,242	\$ 234,787	\$ 239,355	\$ 226,105	\$ 230,036
Net interest margin (FTE) ⁽¹⁾	3.29%	3.36%	3.51%	3.39%	3.49%
Incremental purchase accounting accretion included in net interest income	\$ 8,322	\$ 5,852	\$ 5,790	\$ 4,841	\$ 4,695
Incremental purchase accounting accretion impact to net interest margin	0.12%	0.08%	0.08%	0.07%	0.07%
Cash recoveries included in net interest income	\$ 869	\$ 1,479	\$ 10,198	\$ 1,085	\$ 5,313
Cash recoveries impact to net interest margin	0.01%	0.02%	0.15%	0.02%	0.08%

Source: Company Filings

Notes:

Incremental purchase accounting accretion refers to the difference between total accretion and the estimated coupon interest income on acquired loans, and cash recoveries impact refers to any associated cash recoveries on loans received in excess of the recorded investment

1. Reported on a Fully Taxable Equivalent (FTE) basis, a non-GAAP measure.