

Investor Presentation
March 2019
F.N.B. Corporation



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

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 our 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. F.N.B. does not undertake any obligation to revise these forward-looking statements or to reflect events or circumstances after the date of this document.

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 by F.N.B. in our SEC filings. To supplement our 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 our past performance and facilitate comparisons with the performance of F.N.B.'s peers. In the event of such a disclosure or release, the Securities and Exchange Commission's 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.

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 corresponding Form 10-Q filing and our other periodic filings with the SEC.

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 in F.N.B.'s Annual Report on Form 10-K for the year ended December 31, 2017, our subsequent quarterly 2018 Form 10-Q filings (including the risk factors and risk management discussions) and F.N.B.'s other subsequent filings with the SEC, which are available on our corporate website at <https://www.fnb-online.com/about-us/investor-relations-shareholder-services> by clicking on the hyperlink "Reports and Filings." We have included our web address as an inactive textual reference only. Information on our website is not part of this earnings presentation.

Who is F.N.B. Corporation?

Top 40 U.S. Bank Holding Company

- 2nd largest bank headquartered in Pennsylvania

Premier Mid-Atlantic Regional Bank operating in 7 states

- Substantial growth from \$7 Billion in assets in 2002 to \$33 billion at 12/31/2018

2.5 million customers

- 400 offices in 7 states and Washington, D.C.

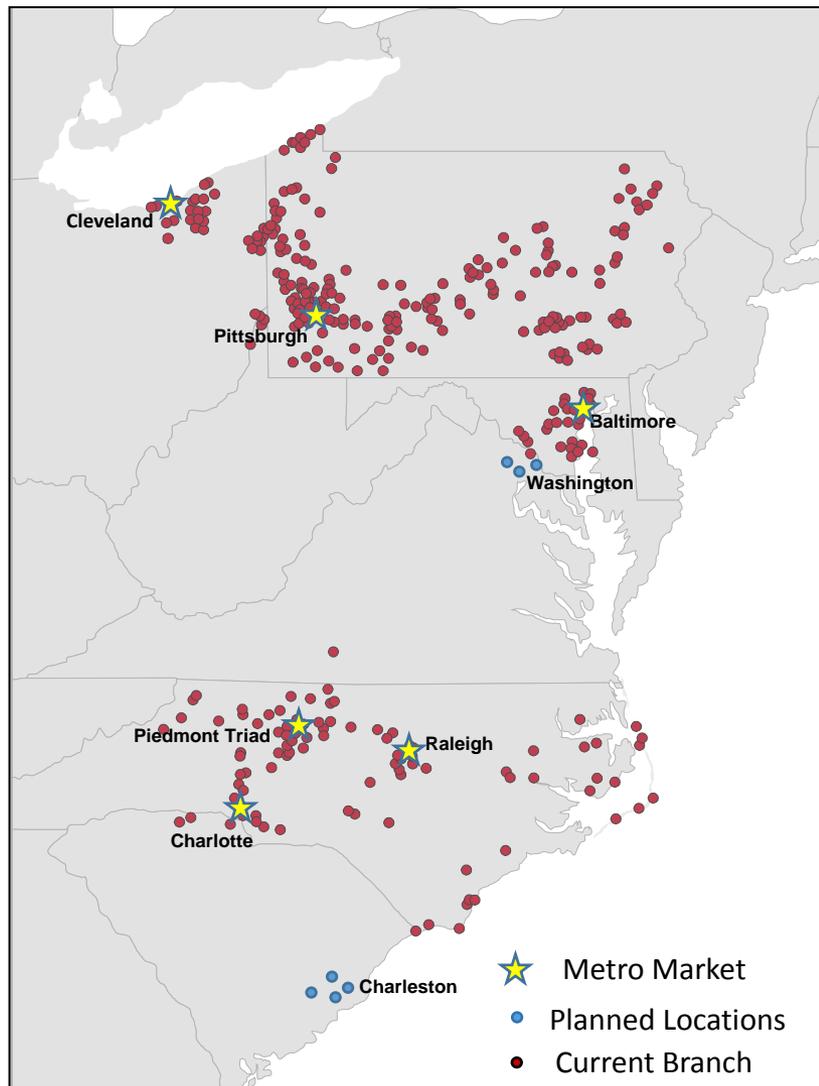
4500+ employees across the FNB footprint

- Received 22 top workplace awards across our footprint, including 8 consecutive years in Pittsburgh

7th Highest dividend yield among top 100 US Banks¹

- Growth in tangible book value per share + cumulative dividends significantly exceeds peer median over the past decade

Where does FNB stand today?



Positioned for Diversification and Growth

- Significant presence in 6 major metropolitan markets with population over 1 million
- FNB gained deposit market share in 16 of its top 20 markets by deposits from 6/30/17-6/30/18
- Greater number of prospective customers allows FNB to maintain its selectivity in underwriting credit

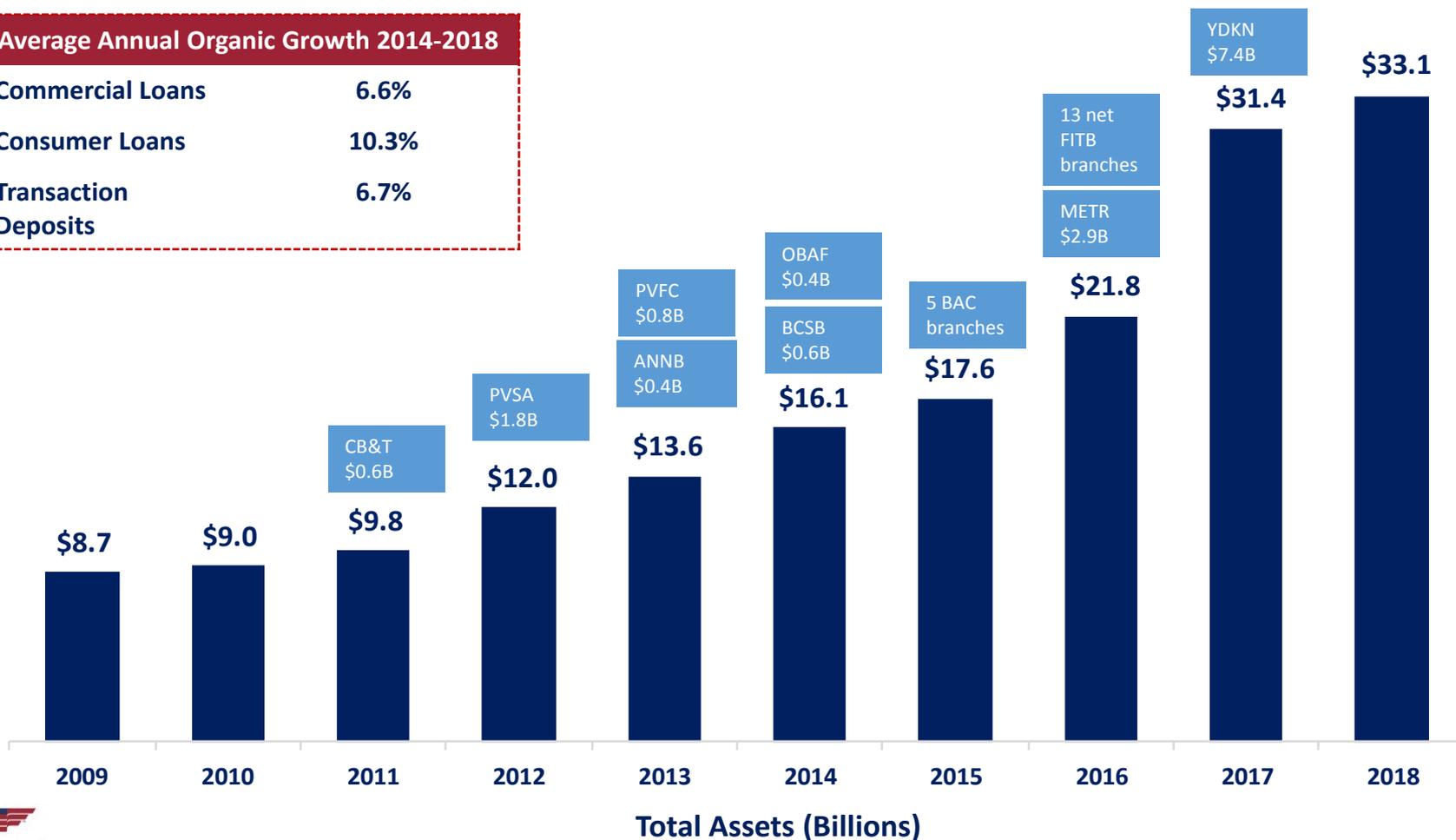
Market Position ^{2,3}	Population (millions)	Total Businesses ¹
Pittsburgh - #3	2.3	115K
Cleveland - #13	2.1	109K
Baltimore - #8	2.8	139K
Charlotte - #8	2.6	106K
Raleigh - #10	1.9	101K
Piedmont Triad - #6	1.4	72K

Our History

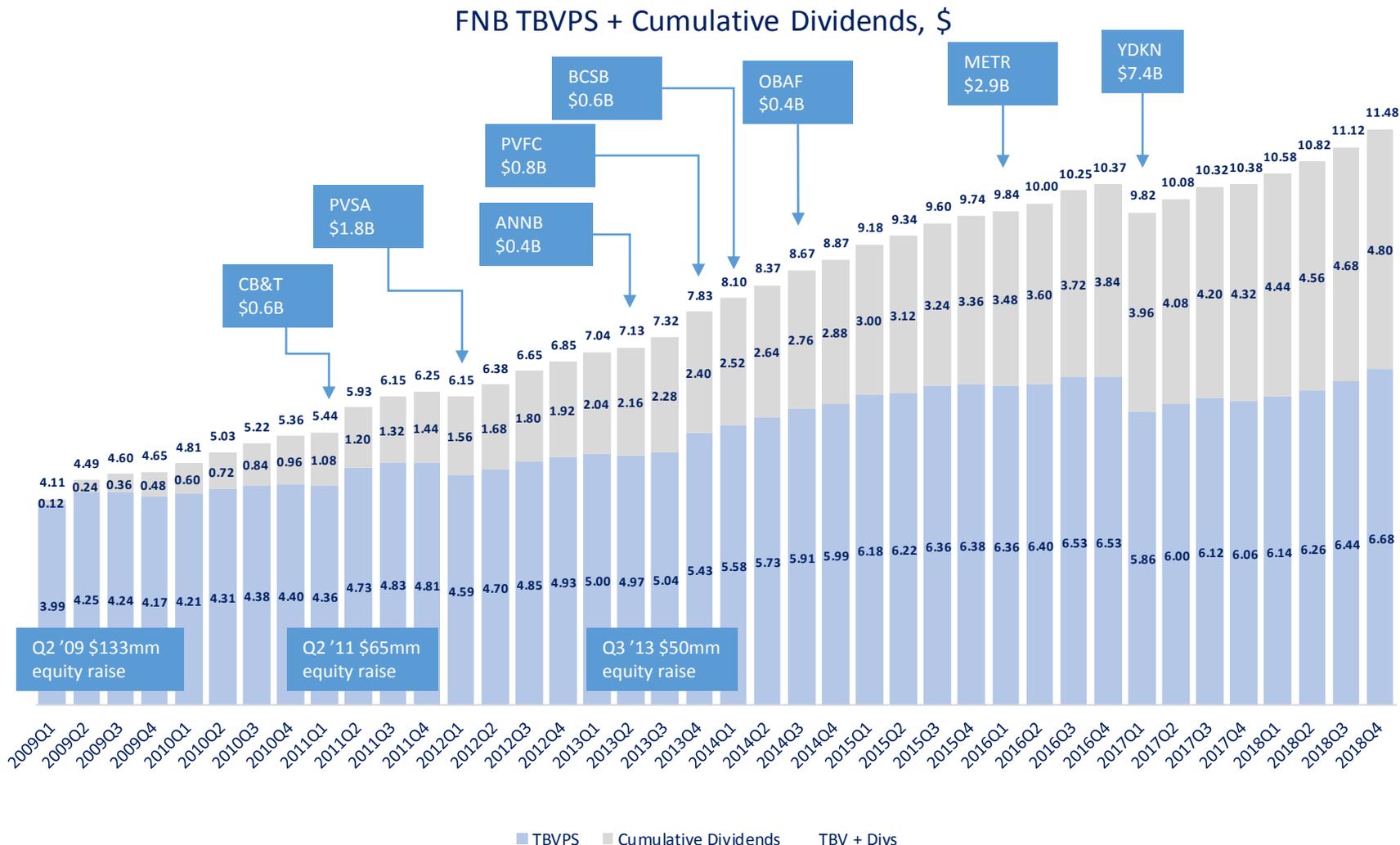
Growth Strategy Achieved Key Objectives of Gaining Scale to Absorb Regulatory Costs and Entering Faster-Growing Markets

Average Annual Organic Growth 2014-2018

Commercial Loans	6.6%
Consumer Loans	10.3%
Transaction Deposits	6.7%



Capital Actions and Tangible Book Value Growth



FNB's Commercial Operating Model – Deep Relationship Focus

FNB Business Model

- Gain foothold in an attractive growth markets
- Develop local brand credibility and presence by hiring local talent, getting involved in the community, and making all but the largest lending decisions locally
- Lead with commercial banking, introduce commercial and consumer product partners to develop multi-faceted relationships with local businesses and individuals
- Utilize standardized credit underwriting process; maintain consistent credit standards through economic cycles
- Stand by customers as a capital provider; looks for opportunities to provide additional value through sophisticated services

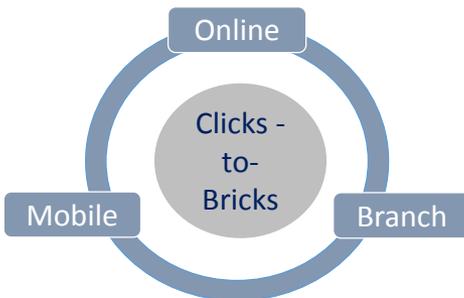
Performance and Results

- ✓ **Steady loan and deposit growth with 10 consecutive years of organic loan growth**
- ✓ **Granular and geographically diverse portfolio of customers**
- ✓ **Multiple growing fee-income segments with core fee-based units increasing contribution levels to total revenues**
- ✓ **Ability to remain selective when choosing to extend credit**
- ✓ **Upside due to low relative share in fast-growing markets**

FNB's Consumer Operating Model - A Consistent Experience across Channels

Clicks-to-Bricks is the seamless integration of traditional and digital channels to create a consistent, exceptional customer experience whether in the branch, online, or mobile

		Channel	
		Branch Experience	Digital Experience
Experience	Learn	<ul style="list-style-type: none"> ○ Solution Center featuring product boxes and touch-screen tablets ○ Product videos, Help Me Decide comparison tools on tablets and kiosk in branch 	<ul style="list-style-type: none"> ○ Online Product “boxes” mimic retail experience ○ Product videos, Help Me Decide comparison tools online
	Apply	<ul style="list-style-type: none"> ○ iPads for streamlined deposit opening ○ Unified product application via solution center 	<ul style="list-style-type: none"> ○ Intuitive, easy-to-navigate website ○ Enhanced online application
	Transact	<ul style="list-style-type: none"> ○ Intelligent Teller Machines ○ Smart ATMs 	<ul style="list-style-type: none"> ○ Online banking and bill pay ○ Mobile banking with remote deposit capture, Touch ID, CardGuardSM, bill pay, Apple PayTM, ZelleSM
	Consult	<ul style="list-style-type: none"> ○ Focus on consultative conversations, not product push ○ Financial literacy and education 	<ul style="list-style-type: none"> ○ Online financial education tools and resources ○ Budget tools with notifications included in base offering

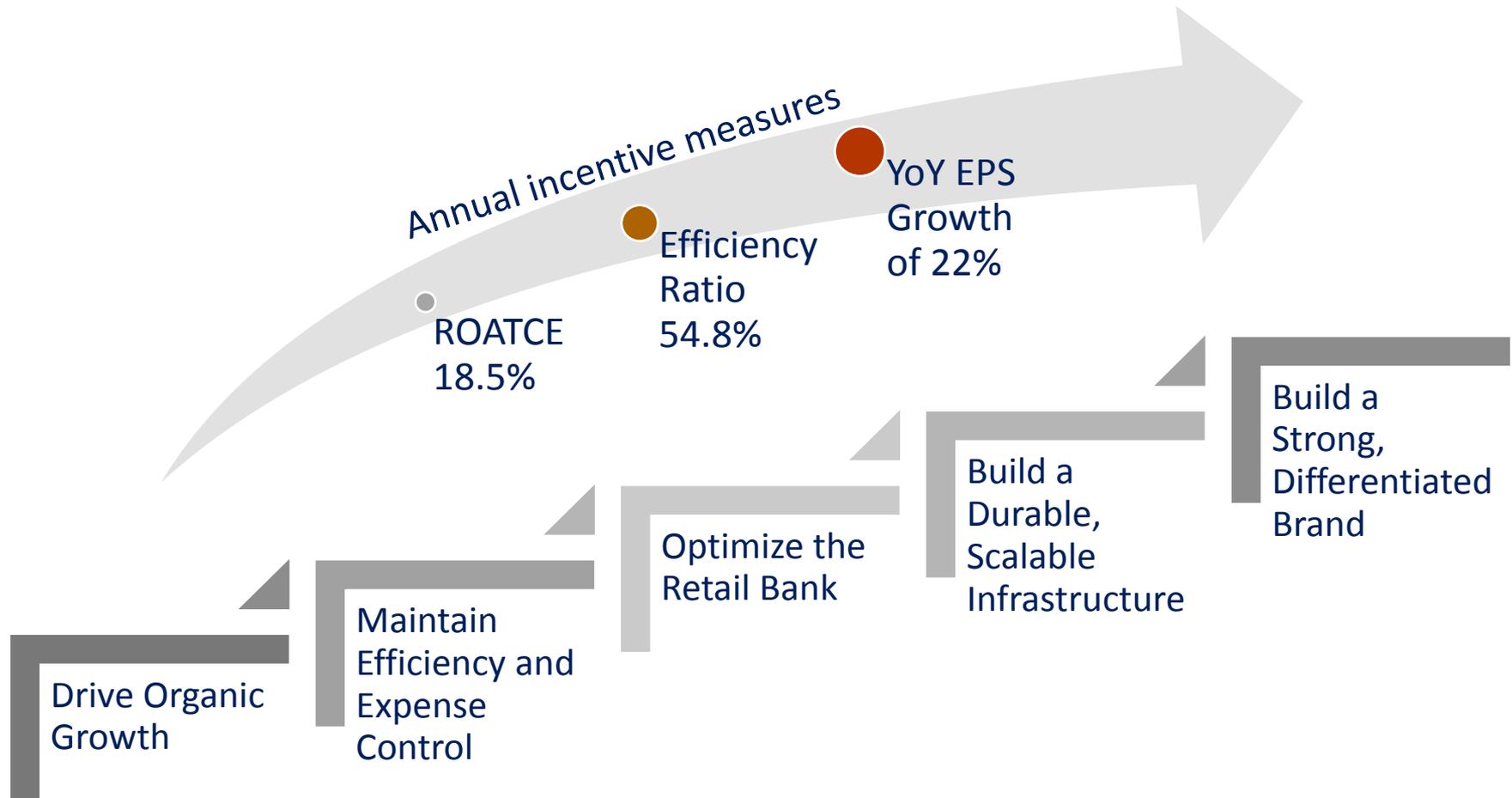


A differentiated mobile experience:

- FNB offers all of the most frequently used features according to the S&P Global Market Intelligence, as well as several popular features not available on many competing apps
- S&P also cited Clicks-to-Bricks as an example of a strategy that brings a digital experience into the branch

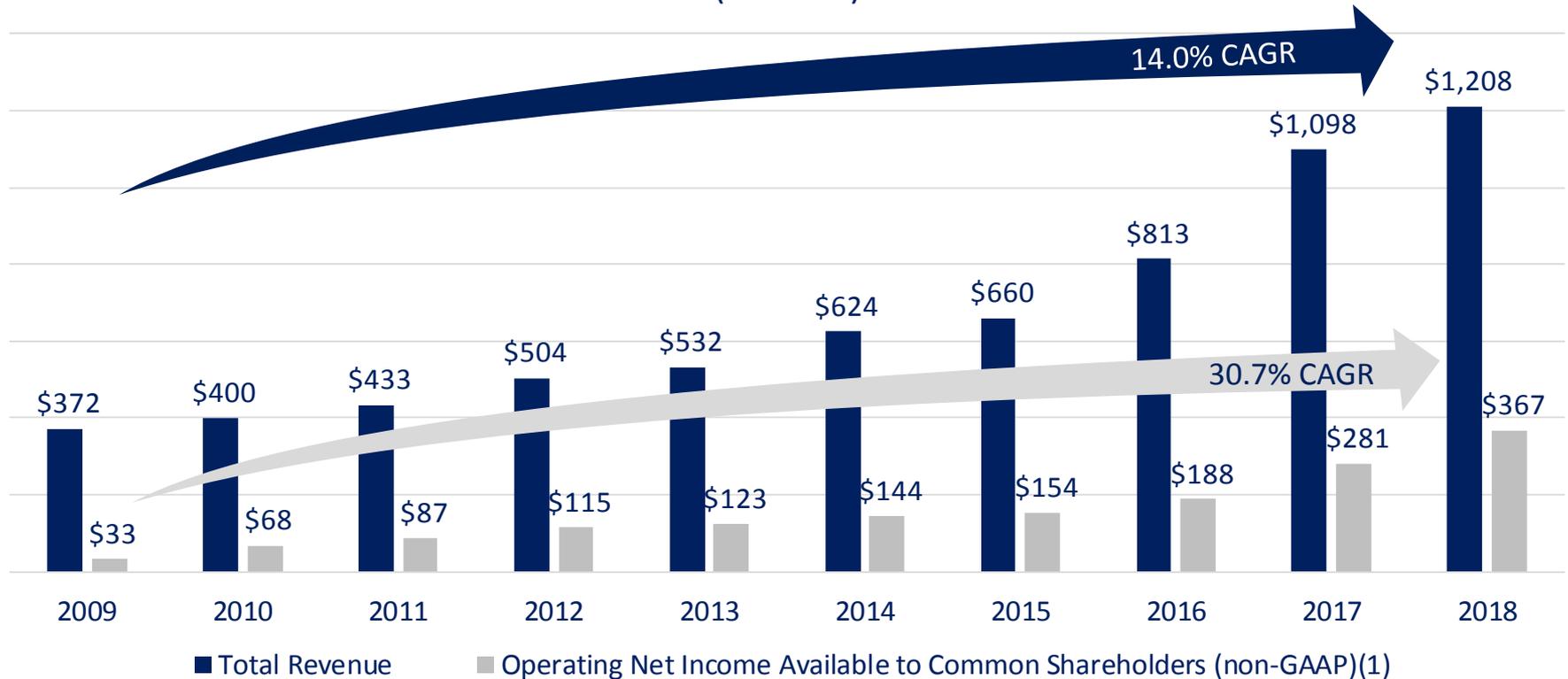
The Five Pillars of our Long-Term Strategy

FNB drives performance to further improve on long-term strategic planning metrics



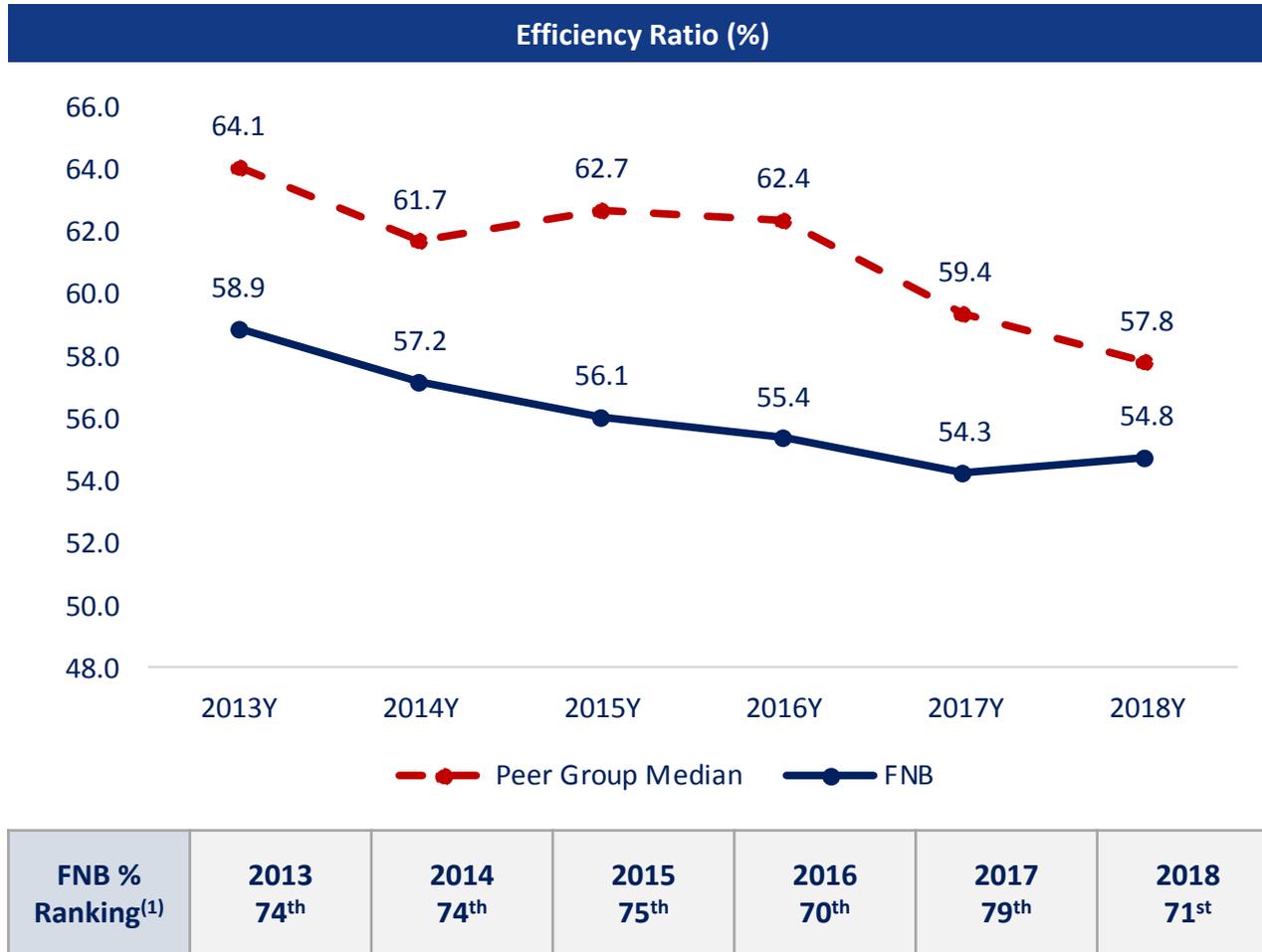
Proof Points – Total Revenue and Net Income Growth

Total Revenue and Operating Net Income Available to Common Shareholders
(millions)

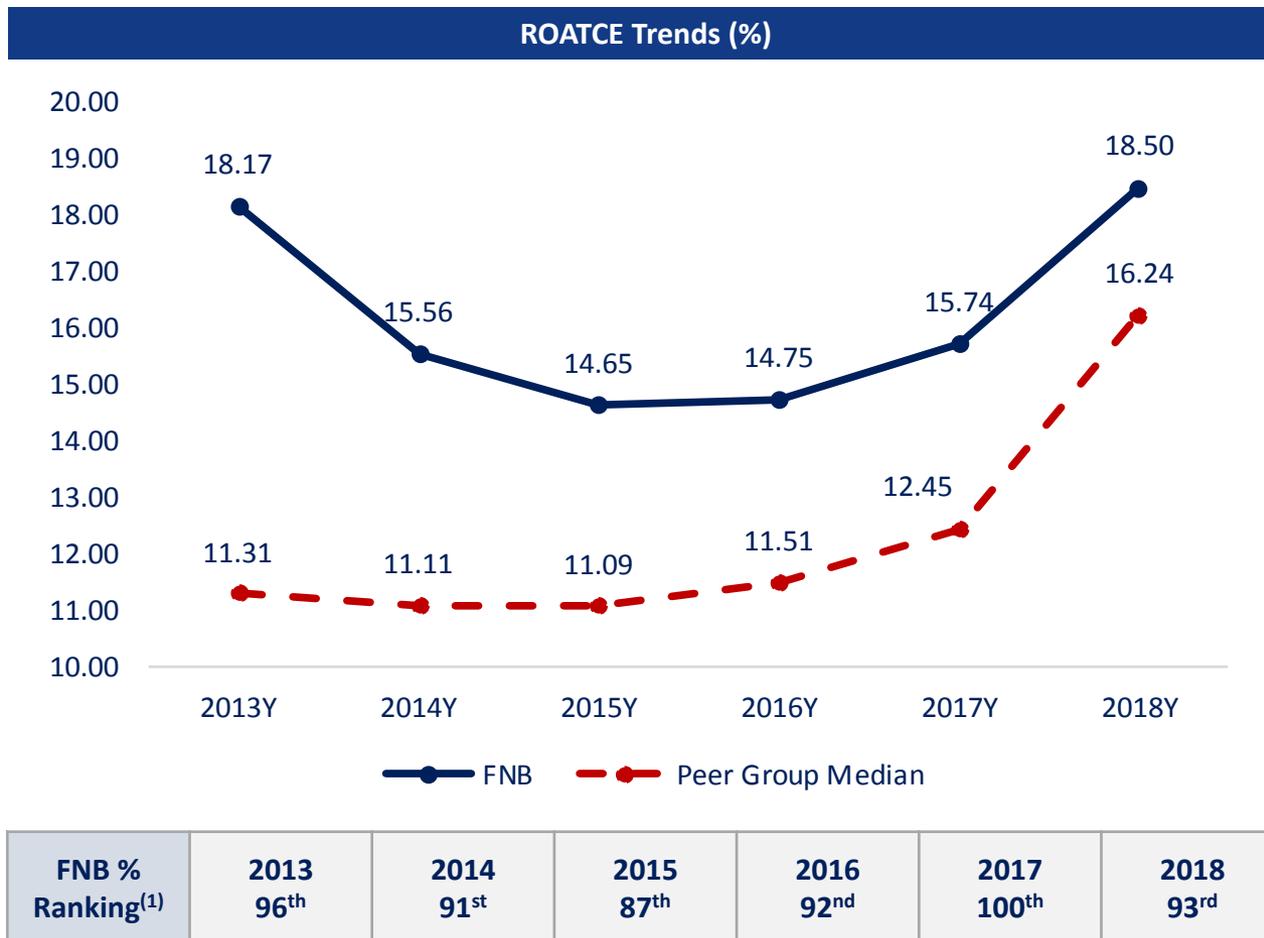


(1) Non-GAAP measure, refer to Appendix for GAAP to Non-GAAP Reconciliation details

Proof Points – Efficiency

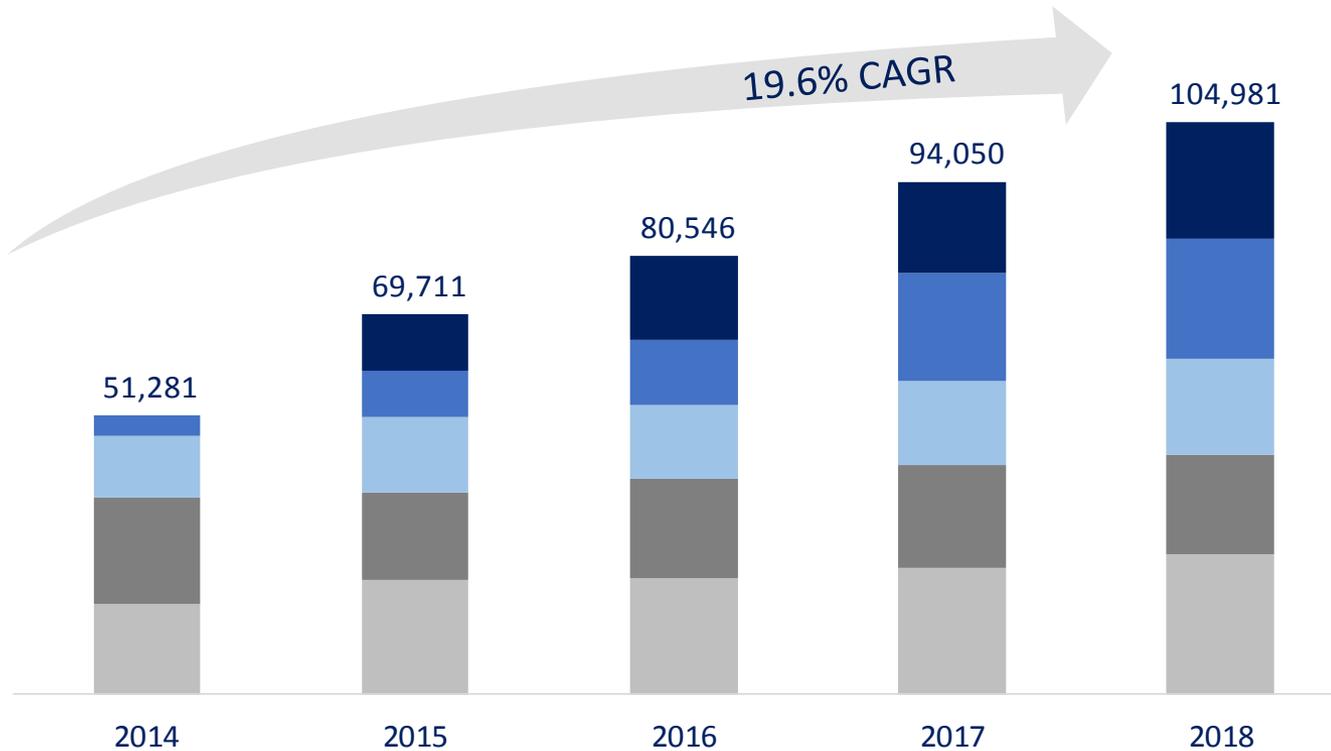


Proof Points – Return on Average Tangible Common Equity (ROATCE)



Proof Points – Fee Income Growth

Core Fee-Based Businesses (\$ in thousands)

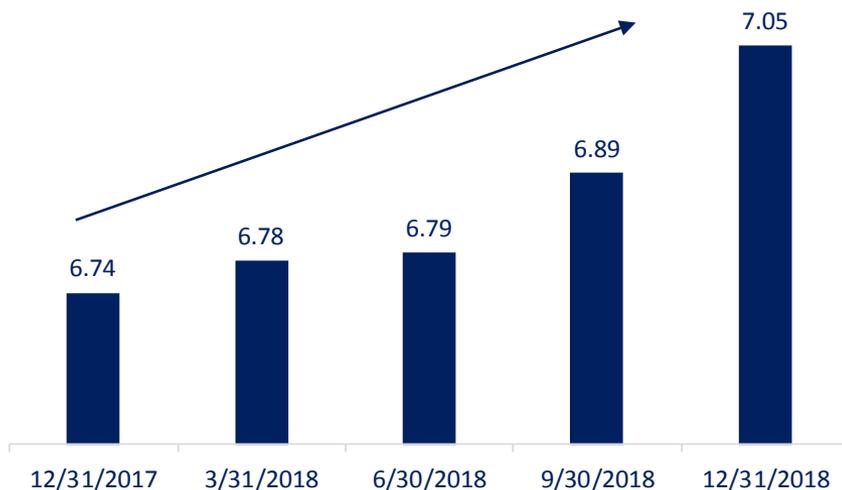


- Trust
- Insurance Commissions and Fees
- Securities Commissions and Fees
- Mortgage Banking Income
- Capital Markets Income

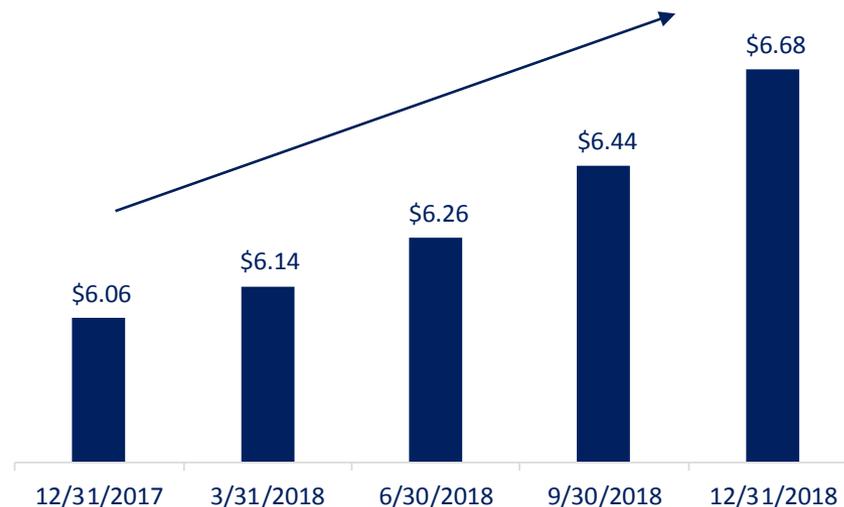
- 42% of total growth in Non-interest income since 2014 is a result of growth in core businesses of Capital Markets, Wealth, Mortgage, and Insurance which is primarily organic
- Capital Markets provides high-value services including Interest Rate Swaps, International Banking, and Syndications

Proof Points – Accelerating Capital Generation Supports Organic Growth

Tangible Common Equity/Tangible Assets (%)



Tangible Book Value per Share



Regulatory Ratios

Total Capital

**12/31/18
Actual**

11.54%

**Well-Capitalized
Threshold**

10.0%

Tier 1 Capital

9.62%

8.0%

Common Equity Tier 1

9.19%

6.5%

Leverage

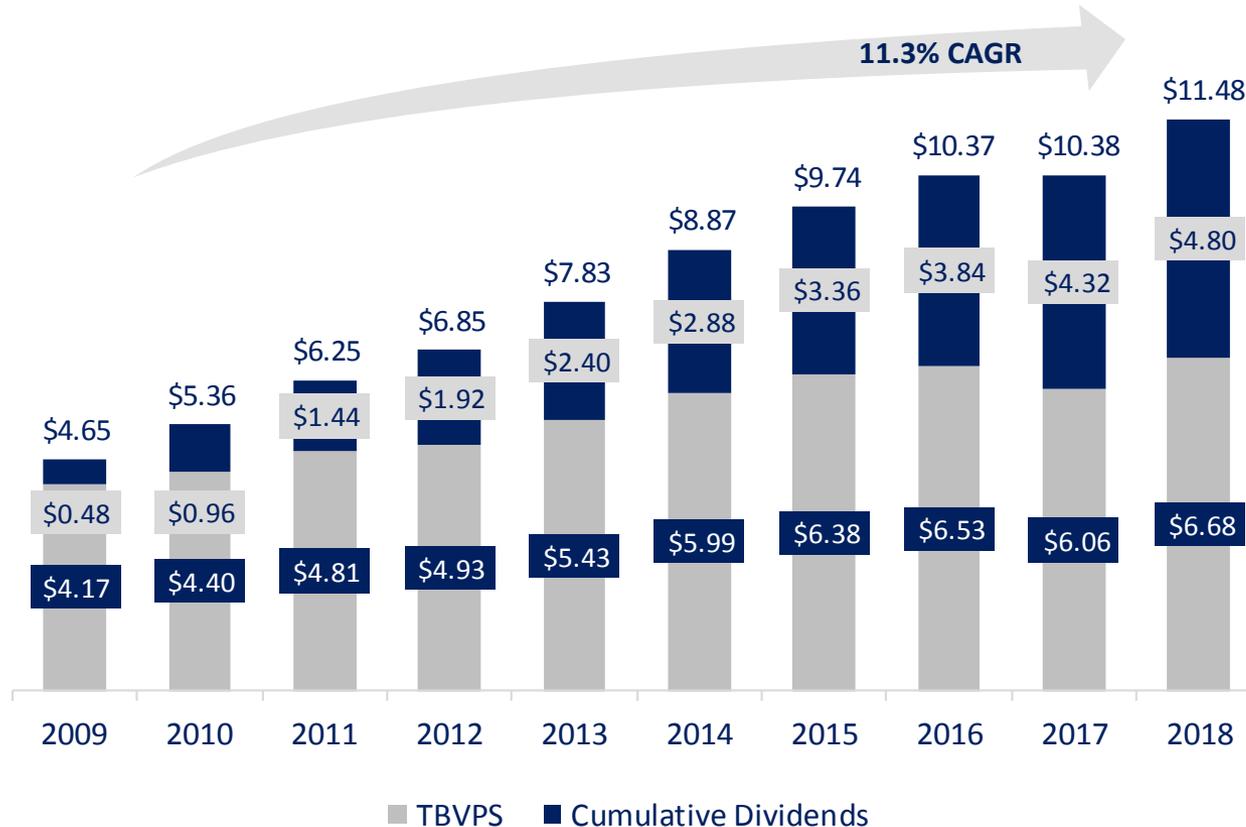
7.87%

5.0%

FNB's Value Proposition

FNB seeks to deliver a balance of earnings growth, dividends, and tangible book value growth

Tangible Book Value per Share + Cumulative Dividends



TBVPS CAGR Since 12/31/2008		
	FNB	Peer Median
TBVPS	5.5%	2.9%
TBVPS + Cumulative Dividends	11.3%	7.6%
Cumulative Payout Ratio	61%	38%

Five Key Opportunities for 2019

Disciplined loan growth

- Positioned for solid performance in multiple markets
- Continued focus on underwriting

Diverse revenue growth

- Continue to gain traction in fee-based businesses in newer markets
- Significant opportunity in low relative share markets

Disciplined expense management

- Focus on realizing cost savings from vendor renegotiation
- Process Improvement Program

Continued optimization of retail delivery

- Continued roll-out of concept branches and in-branch tech
- Continued repositioning of network

Continued enhancement of digital delivery

- Website redesign, including innovative, retail-style features
- Loan and teller system upgrades
- Mobile banking enhancements

Proof Points - FY2018 Operating Performance

ROTCE: 18.50%

ROTA: 1.30%

Efficiency: 54.8%

EPS growth: 22%

Tangible Book Value per
Share Growth: 10%

4Q Earnings Call Recap

4Q18 Financial Highlights

		4Q18	3Q18	4Q17	FY 2018	FY 2017
Reported Results	Net income available to common stockholders (millions)	\$98.1	\$98.8	\$22.1	\$364.8	\$191.2
	Earnings per diluted common share	\$0.30	\$0.30	\$0.07	\$1.12	\$0.63
	Book value per common share	\$13.88	\$13.62	\$13.30		
Key Operating Results (non-GAAP)¹	Operating net income available to common stockholders (millions)	\$98.1	\$94.7	\$76.8	\$366.7	\$281.2
	Operating earnings per diluted common share	\$0.30	\$0.29	\$0.24	\$1.13	\$0.93
	Total organic average loan growth ²	3.0%	6.1%	3.0%	5.4%	6.3%
	Total organic average deposit growth ²	6.3%	11.3%	19.0%	6.6%	3.2%
	Efficiency Ratio	54.1%	53.7%	53.1%	54.8%	54.2%
	Tangible common equity / tangible assets	7.05%	6.89%	6.74%		
	Tangible book value per common share	\$6.68	\$6.44	\$6.06		

Asset Quality¹

\$ in millions	4Q18	3Q18	4Q17	4Q18 Highlights
NPLs+OREO/Total average originated loans and leases + OREO	0.61%	0.73%	0.81%	○ Solid overall credit quality, with consistent and steady performance across all portfolios
Delinquency	0.64%	0.79%	0.88%	
Provision for credit losses²	\$15.2	\$16.0	\$16.7	○ Provision for loan losses exceeds net charge-offs
Net charge-offs (NCOs)²	\$13.4	\$14.7	\$11.3	
NCOs (annualized)/Total average loans and leases²	0.24%	0.27%	0.22%	
NCOs (annualized)/Total average originated loans and leases	0.27%	0.33%	0.35%	
Allowance for credit losses/ Total originated loans and leases	0.95%	1.00%	1.10%	○ Decrease in allowance ratio is directionally consistent with credit quality performance
Allowance for credit losses/ Total non-performing loans and leases	219.9%	183.9%	193.6%	
Combined coverage ratio with credit marks	1.43%	1.55%	1.75%	

Balance Sheet Highlights

Average, \$ in millions	4Q18	3Q18	4Q17	QoQ Δ	YoY Δ	4Q18 Highlights
Securities	\$6,466	\$6,341	\$5,855	2.0%	10.4%	
Total Loans	\$21,940	\$21,775	\$20,812	0.8%	5.4%	
Commercial Loans and Leases	\$13,625	\$13,545	\$13,043	0.6%	4.5%	○ Growth in commercial loans was driven by strong performance in the Mid-Atlantic region and continued growth in Equipment Finance
Consumer Loans	\$8,315	\$8,230	\$7,769	1.0%	7.0%	
Earning Assets	\$28,488	\$28,211	\$26,864	1.0%	6.0%	
Total Deposits	\$23,490	\$23,122	\$22,210	1.6%	5.8%	
Transaction Deposits¹	\$18,115	\$17,865	\$17,649	1.4%	2.6%	○ Transaction deposits ¹ represent 77.5% of total deposits ²
Time Deposits	\$5,374	\$5,257	\$4,561	2.2%	17.8%	

Revenue Highlights

\$ in thousands	4Q18	3Q18	4Q17	QoQ Δ	YoY Δ	4Q18 Highlights
Total interest income	\$305,340	\$297,815	\$271,085	2.5%	12.6%	<ul style="list-style-type: none"> Interest expense increase driven by higher rates on interest-bearing deposits, which included higher municipal balances and CDs. It also reflects longer duration borrowings during the quarter. Net interest margin narrowed 7 basis points, primarily due to the impact from the sale of Regency Finance which closed 8/31/2018 Higher incremental purchase accounting accretion reflects improved credit quality within the acquired loan portfolio
Total interest expense	73,098	63,028	41,049	16.0%	78.1%	
Net interest income	\$232,242	\$234,787	\$230,036	(1.1%)	1.0%	
Non-interest income	68,425	74,834	65,104	(8.6%)	5.1%	
Total revenue	\$300,667	\$309,621	\$295,140	(2.9%)	1.9%	
Net interest margin (FTE)¹	3.29%	3.36%	3.49%	(7 bps)	(20 bps)	
Incremental purchase accounting accretion impact²	0.12%	0.08%	0.07%	4 bps	5 bps	
Cash recoveries impact²	0.01%	0.02%	0.08%	(1 bp)	(7 bps)	
FTE adjustment impact	0.06%	0.06%	0.09%	-	(3 bps)	

Non-Interest Income

\$ in thousands	4Q18	3Q18	4Q17	QoQ Δ	YoY Δ	4Q18 Highlights
Service charges	\$32,363	\$31,922	\$31,549	1.4%	2.6%	○ Wealth management ² continues to benefit from growth in the Carolinas
Trust income	6,506	6,395	5,911	1.7%	10.1%	
Insurance commissions and fees	3,609	5,001	4,546	(27.8)	(20.6%)	○ Insurance reflects seasonal commission decline and loss of Regency-related fee income
Securities commissions and fees	4,209	4,491	3,738	(6.3%)	12.6%	
Capital markets income	5,198	5,100	4,930	1.9%	5.4%	
Mortgage banking operations	4,509	5,962	5,577	(24.4%)	(19.2%)	○ Mortgage banking income declined due to lower sold volume and lower gain on sale margin
Dividends on non-marketable securities	3,881	3,886	2,365	(0.1%)	64.1%	
Bank owned life insurance	2,739	4,399	3,325	(37.7%)	(17.6%)	○ Increase in dividends on non-marketable securities reflects a higher dividend rate and equity position in the FHLB compared to 4Q17
Net securities gains (losses)	3	0	21	NM	NM	
Other¹	5,408	2,543	3,142	212.7%	72.1%	
Non-interest income before significant items impacting earnings	\$68,425	\$69,699	\$65,104	(1.8%)	5.1%	
Gain on sale of subsidiary	0	5,135	0	NM	NM	
Total reported non-interest income	\$68,425	\$74,834	\$65,104	(8.6%)	5.1%	

Non-Interest Expense

\$ in thousands	4Q18	3Q18	4Q17	QoQ Δ	YoY Δ	4Q18 Highlights
Salaries and employee benefits	\$92,098	\$89,535	\$86,033	2.9%	7.0%	○ Increase in salaries and employee benefits expense driven by seasonal incentive accruals and higher medical insurance expense
Occupancy and equipment	27,932	27,812	28,255	0.4%	(1.1%)	
Outside Services	16,736	17,176	14,148	(2.6%)	18.3%	○ The assessment rate for FDIC Insurance was lowered during the fourth quarter
FDIC insurance	6,137	8,821	8,956	(30.4%)	(31.5%)	
Amortization of intangibles	3,818	3,805	4,801	0.3%	(20.5%)	○ The sale of Regency on 8/31/2018 and branch closures during the second half of 2018 contributed to expense reduction
Bank shares tax and franchise taxes	2,000	3,237	1,720	(38.2%)	16.3%	
Other	20,986	20,343	21,562	3.2%	(2.7%)	
Non-interest expense before significant items impacting earnings	\$169,707	\$170,729	\$165,475	(0.6%)	2.6%	
Merger-related expense	0	0	1,054	NM	NM	
Total reported non-interest expense	\$169,707	\$170,729	\$166,529	(0.6%)	1.9%	

Full Year 2019 Financial Objectives

	<u>Category</u>	<u>FY 2019 Target</u>	<u>Comments</u>
Balance Sheet	Loans	Mid-to-high-single digit growth ¹	
	Deposits	Mid-to-high-single digit growth ¹	
Income Statement	Net interest income	Low-single digit growth ^{2,3}	○ FY 2019 total incremental purchase accounting accretion and excess recoveries are forecasted to be in the \$20-30 million range, compared to \$38 million in 2018
	Provision expense	\$65-\$75 million	
	Noninterest income	Low-single digit growth ^{2,3}	
	Noninterest expense	Flat to 2% decline ^{2,3}	
	Effective tax rate	Approximately 18%	

Supplemental Information

Annual Operating Trends

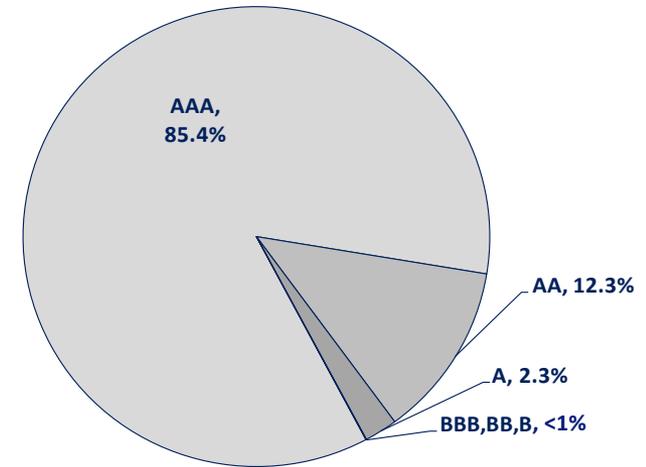
		2018	2017	2016	2015	2014
Operating Earnings¹ (Non-GAAP)	Net income available to common stockholders	\$366.7	\$281.2	\$187.7	\$153.7	\$143.6
	Net income per diluted common share	\$1.13	\$0.93	\$0.90	\$0.87	\$0.85
Profitability Performance¹ (non-GAAP)	Return on average assets	1.17%	0.99%	0.95%	0.97%	1.02%
	Return on average tangible common equity	18.5%	15.7%	14.8%	14.7%	15.6%
	Efficiency ratio	54.8%	54.2%	55.4%	56.1%	57.2%
Balance Sheet Organic Growth Trends²	Total loan growth	5.4%	6.3%	8.0%	9.7%	9.0%
	Commercial loan growth	4.4%	3.6%	7.4%	8.6%	9.1%
	Consumer loan growth ³	7.1%	10.4%	8.6%	11.4%	13.8%
	Transaction deposit growth ⁴	2.4%	3.7%	8.6%	11.7%	6.9%
Asset Quality	NPL's + OREO/Total avg. originated loans and leases + OREO	0.61%	0.81%	0.91%	0.99%	1.13%
	NCO's/Total average originated loans leases	0.30%	0.33%	0.34%	0.24%	0.24%
	Allowance for credit losses/Total originated loans and leases	0.95%	1.09%	1.20%	1.23%	1.22%
Capital	Tangible Common Equity/Tangible Assets	7.05%	6.74%	6.64%	6.71%	6.83%
	Tangible book value per share	\$6.68	\$6.06	\$6.53	\$6.38	\$5.99

Investment Portfolio

(\$ in millions ¹)	12/31/18	%	Ratings	
			Portfolio	Investment %
Agency MBS	\$2,466	37%	AAA	100%
Agency CMO	1,955	30%	AAA	100%
Agency Debentures	717	11%	AAA	100%
Municipals	1,101	17%	AAA	12%
			AA	74%
			A	14%
Commercial MBS ²	354	5%	AAA	100%
US Treasury	1	<1%	AAA	100%
Other	2	<1%	Various	
			/NR	
Total Investment Portfolio	\$6,595	100%		

- 98% of total portfolio rated AA or better, 99% rated A or better
- Relatively low duration of 4.3
- Municipal bond portfolio
 - Highly rated with an average rating of AA and 99% of the portfolio rated A or better
 - General obligation bonds = 100% of municipal portfolio

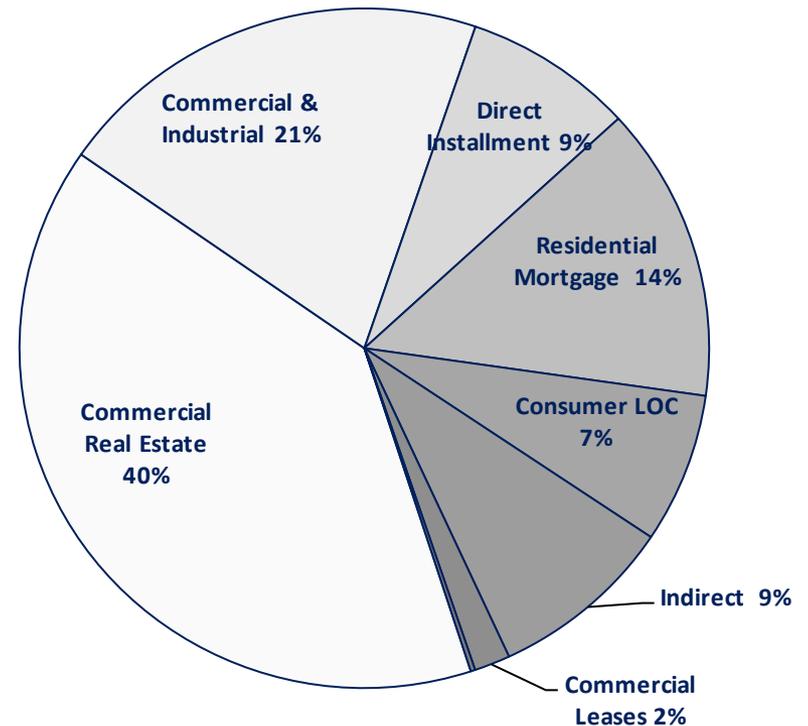
Highly Rated \$6.6 Billion Investment Portfolio
December 31, 2018



Diversified Loan Portfolio

(\$ in millions)	12/31/2018	% of Portfolio
	Balance	12/31/18
Commercial Real Estate	\$8,786	40%
Commercial & Industrial	4,556	21%
Commercial Leases	373	2%
Other	46	<1%
Total Commercial	\$13,761	62%
Direct Installment	1,764	9%
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%

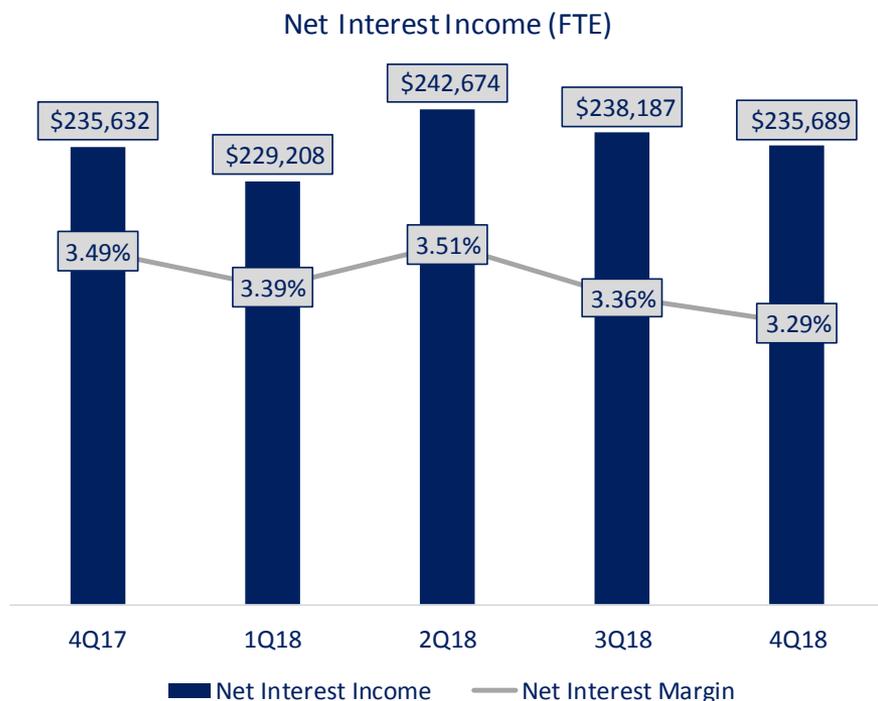
\$22.2 Billion Loan Portfolio
December 31, 2018



Loan Risk Profile

(\$ in millions)	12/31/2018	% of Loans	NPL's/Loans ¹	YTD Net Charge-Offs/Loans ¹	Total Past Due/Loans ¹
Commercial and Industrial	4,283	19.3%	0.92%	0.46%	0.58%
CRE: Non-Owner Occupied	5,702	25.7%	0.21%	0.03%	0.21%
CRE: Owner Occupied	3,084	13.9%	0.72%	0.17%	0.76%
Home Equity and Other Consumer	3,350	15.1%	0.72%	0.14%	0.00%
Residential Mortgage	3,094	14.0%	0.35%	0.01%	0.72%
Indirect Consumer	1,933	8.7%	0.12%	0.31%	0.73%
Equipment Finance Loans and Leases	647	2.9%	1.18%	0.57%	0.73%
Other	61	0.3%	2.17%	2.10%	0.88%
Total	\$22,153	100.0%	0.55%	0.31%	0.64%

Net Interest Income

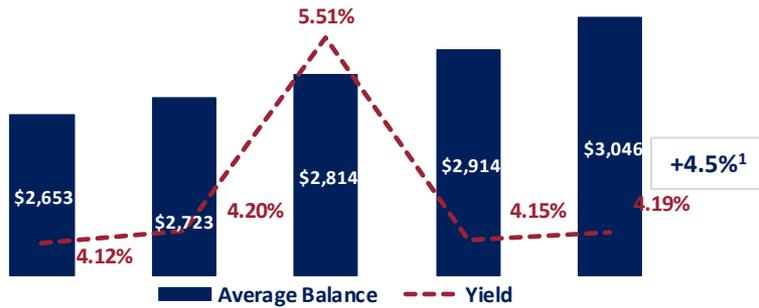


\$238.2mm (FTE)	3Q18	3.36%
+9.9	Loans +\$7.4mm higher rates +2.4 higher balances	+0.10
+2.1	Investments +1.0 higher rates +1.1 higher balances	+0.02
+1.9	Purchase Accounting +2.5 incremental purchase accounting accretion -0.6 excess recoveries	+0.03
-6.2	Sale of Regency Finance Company loans (8/31/18)	-0.09
-8.4	Deposits -7.0 higher rates -1.4 higher balances	-0.11
-1.7	Wholesale Funding -2.8 higher rates +1.1 lower balances	-0.02
\$235.7mm (FTE)	4Q18	3.29%

Select Loan Portfolios

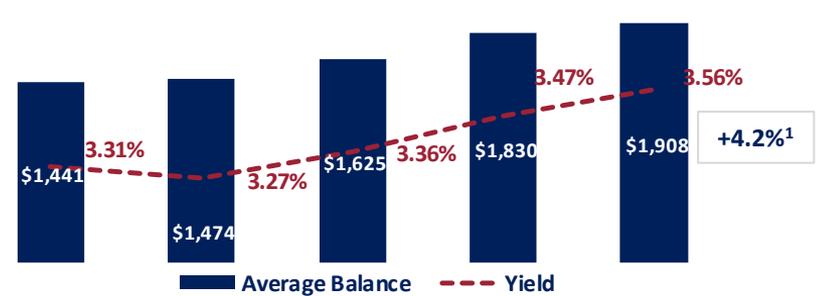
4Q17	1Q18	2Q18	3Q18	4Q18
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Residential Mortgage



4Q17	1Q18	2Q18	3Q18	4Q18
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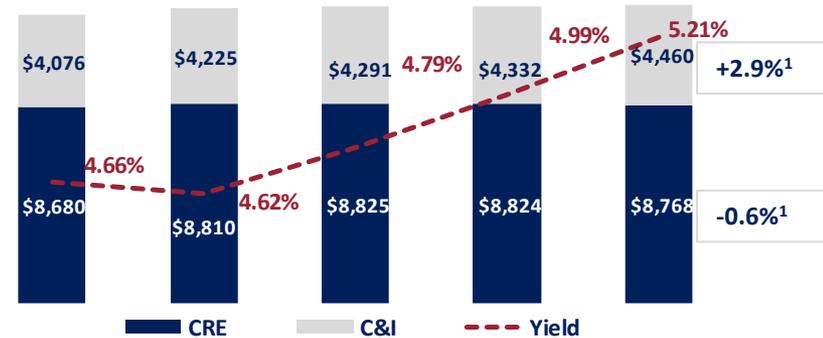
Indirect Installment



Consumer LOC



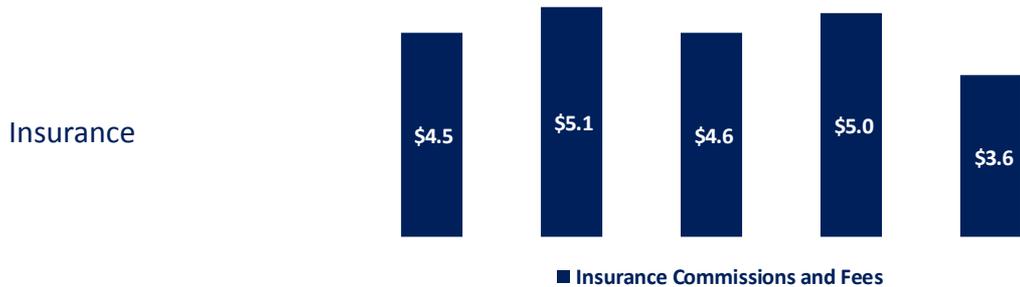
Commercial



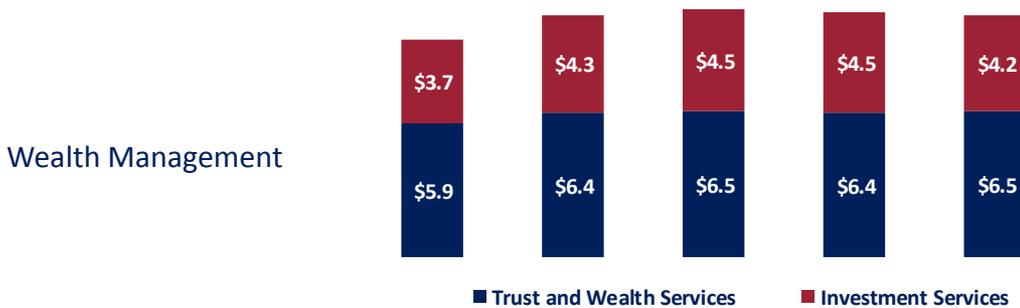
Key Fee-Based Businesses

\$ in millions

	4Q17	1Q18	2Q18	3Q18	4Q18
--	------	------	------	------	------



- Provides full range of consumer and commercial insurances
- Focus on cross-sell, further development of personal lines



- Provides solutions to businesses, individuals, endowments, government entities
- Focus on improvement of technology offerings, attracting emerging affluent
- Increased Carolina contributions during 2018



- Extensive range of mortgage offerings
- Focus on new household acquisition and relationship building

Capital Markets and Specialty Finance

\$ in millions

	4Q17	1Q18	2Q18	3Q18	4Q18
--	------	------	------	------	------

Small Business Administration



- Realigned strategy supports FNB LOBs in our core footprint and nearby states
- Focus on credit quality, documentation process, and mitigating “put-back” risk

Commercial Leasing



- Fast-growing portfolio with attractive economics
- Focus on value-added cross-sell to commercial clients

Capital Markets

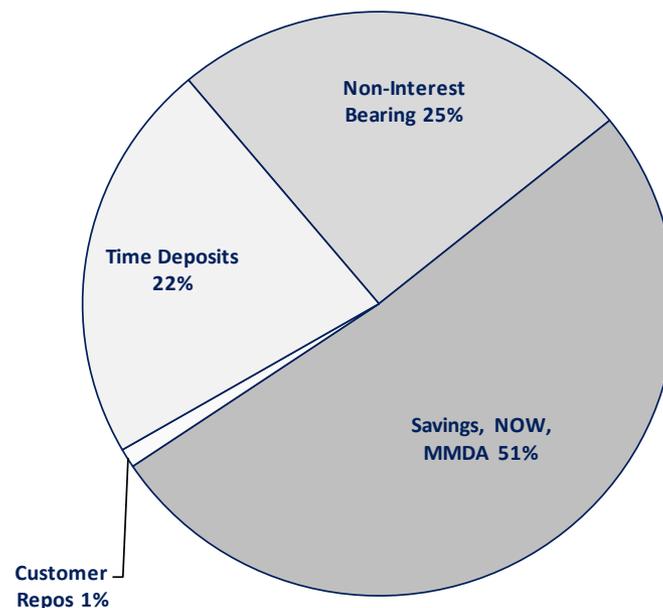


- Suite of solutions for sophisticated borrowers including interest rate derivatives, international banking services, and loan syndication capabilities
- Focus on multi-product relationships

Deposits and Customer Repurchase Agreements

(\$ in millions)	12/31/18	12/31/18
	Balance	Mix %
Savings, NOW, MMDA	\$12,186	51%
Non-Interest Bearing	6,000	25%
Transaction Deposits	\$18,186	
Time Deposits	5,269	22%
Total Deposits	\$23,455	
Customer Repos	251	1%
Total Deposits and Customer Repo Agreements	\$23,706	100%
Transaction Deposits and Customer Repo Agreements	\$18,437	78%

\$23.7 Billion Deposits and Customer Repo Agreements
December 31, 2018



Loans to Deposits Ratio = 94.5% (12/31/18)

- New client acquisition and relationship-based focus reflected in favorable deposit mix
 - 78% of total deposits and customer repo agreements are transaction-based deposits

2018 Peer Group Listing

Ticker	Institution	Ticker	Institution
ASB	Associated Banc-Corp	PBCT	People's United Financial, Inc.
CBSH	Commerce Bancshares, Inc.	PB	Prosperity Bancshares, Inc.
CMA	Comerica, Inc.	SNV	Synovus Financial Corp.
CFR	Cullen/Frost Bankers, Inc.	TCF	TCF Financial Corp.
EWBC	East West Bancorp, Inc.	UMPQ	Umpqua Holdings Corp.
FHN	First Horizon National Corp.	VLY	Valley National Bancorp
FRC	First Republic Bank	WBS	Webster Financial Corp.
HWC	Hancock Whitney Corp.	WTFC	Wintrust Financial Corp.
ISBC	Investors Bancorp, Inc.	ZION	Zions Bancorp
NYCB	New York Community Bancorp		

Non-GAAP to GAAP Reconciliation

\$ in millions except per share amounts

Operating net income available to common stockholders

	For The Quarter Ended				
	31-Dec-18	30-Sep-18	30-Jun-18	31-Mar-18	31-Dec-17
Net income available to common stockholders	\$ 98.1	\$ 98.8	\$ 83.2	\$ 84.8	\$ 22.1
Gain on sale of subsidiary	-	(5.1)	-	-	-
Tax expense of gain on sale of subsidiary	-	1.1	-	-	-
Merger-related expense	-	-	-	-	1.1
Tax benefit of merger-related expense	-	-	-	-	(0.4)
Branch Consolidation Costs	-	-	6.6	-	-
Tax benefit of branch consolidation costs	-	-	(1.4)	-	-
Discretionary 401(k) contributions	-	-	0.9	-	-
Tax benefit of discretionary 401(k) contributions	-	-	(0.2)	-	-
Reduction in valuation of deferred tax assets	-	-	-	-	54.0
Operating net income available to common stockholders (non-GAAP)	\$ 98.1	\$ 94.7	\$ 89.1	\$ 84.8	\$ 76.8

Operating earnings per diluted common share

Earnings per diluted common share	\$ 0.30	\$ 0.30	\$ 0.26	\$ 0.26	\$ 0.07
Gain on sale of subsidiary	-	(0.02)	-	-	-
Tax expense of gain on sale of subsidiary	-	0.01	-	-	-
Merger-related expense	-	-	-	-	0.00
Tax benefit of merger-related expense	-	-	-	-	(0.00)
Branch Consolidation Costs	-	-	0.02	-	-
Tax benefit of branch consolidation costs	-	-	(0.01)	-	-
Discretionary 401(k) contributions	-	-	0.00	-	-
Tax benefit of discretionary 401(k) contributions	-	-	(0.00)	-	-
Reduction in valuation of deferred tax assets	-	-	-	-	0.17
Operating earnings per diluted common share (non-GAAP)	\$ 0.30	\$ 0.29	\$ 0.27	\$ 0.26	\$ 0.24

Non-GAAP to GAAP Reconciliation

\$ in millions	For The Quarter Ended				
	31-Dec-18	30-Sep-18	30-Jun-18	31-Mar-18	31-Dec-17
Return on average tangible common equity (ROATCE)					
Net income available to common stockholders (annualized)	\$ 389.3	\$ 391.8	\$ 333.7	\$ 343.7	\$ 87.7
Amortization of intangibles, net of tax (annualized)	12.0	11.9	12.1	13.5	12.4
Tangible net income available to common stockholders (annualized) (non-GAAP)	\$ 401.2	\$ 403.7	\$ 345.8	\$ 357.2	\$ 100.1
Average total stockholders' equity	\$ 4,554	\$ 4,516	\$ 4,462	\$ 4,430	\$ 4,454
Less: Average preferred stockholders' equity	107	107	107	107	107
Less: Average intangible assets(1)	2,329	2,333	2,337	2,340	2,345
Average tangible common equity (non-GAAP)	\$ 2,119	\$ 2,076	\$ 2,017	\$ 1,984	\$ 2,002
Return on average tangible common equity (non-GAAP)	18.94%	19.44%	17.14%	18.01%	5.00%
Operating ROATCE					
Operating net income avail. to common stockholders (annualized)(2)	\$ 389.3	\$ 375.7	\$ 357.4	\$ 343.7	\$ 304.9
Amortization of intangibles, net of tax (annualized)	12.0	11.9	12.1	13.5	12.4
Tangible operating net income avail. to common stockholders (annualized) (non-GAAP)	\$ 401.2	\$ 387.6	\$ 369.5	\$ 357.2	\$ 317.3
Average total stockholders' equity	\$ 4,554	\$ 4,516	\$ 4,462	\$ 4,430	\$ 4,454
Less: Average preferred stockholders' equity	107	107	107	107	107
Less: Average intangible assets(1)	2,329	2,333	2,337	2,340	2,345
Average tangible common equity (non-GAAP)	\$ 2,118	\$ 2,076	\$ 2,017	\$ 1,984	\$ 2,002
Operating return on average tangible common equity (non-GAAP)	18.94%	18.67%	18.32%	18.01%	15.85%

Non-GAAP to GAAP Reconciliation

\$ in millions	For The Quarter Ended				
	31-Dec-18	30-Sep-18	30-Jun-18	31-Mar-18	31-Dec-17
Return on average tangible assets (ROATA)					
Net income (annualized)	\$ 397.2	\$ 399.8	\$ 341.8	\$ 351.9	\$ 95.7
Amortization of intangibles, net of tax (annualized)	12.0	11.9	12.1	13.5	12.4
Tangible net income (annualized) (non-GAAP)	\$ 409.2	\$ 411.7	\$ 353.8	\$ 365.4	\$ 108.1
Average total assets	\$ 32,693	\$ 32,403	\$ 31,948	\$ 31,495	\$ 31,098
Less: Average intangible assets(1)	2,329	2,333	2,337	2,340	2,345
Average tangible assets (non-GAAP)	\$ 30,364	\$ 30,070	\$ 29,611	\$ 29,155	\$ 28,753
Return on average tangible assets (non-GAAP)	1.35%	1.37%	1.19%	1.25%	0.38%
Operating ROATA					
Operating net income (annualized)(2)	\$ 397.2	\$ 383.7	\$ 365.5	\$ 351.9	\$ 312.9
Amortization of intangibles, net of tax (annualized)	12.0	11.9	12.1	13.5	12.4
Tangible operating net income (annualized) (non-GAAP)	\$ 409.2	\$ 395.6	\$ 377.6	\$ 365.4	\$ 325.2
Average total assets	\$ 32,693	\$ 32,403	\$ 31,948	\$ 31,495	\$ 31,098
Less: Average intangible assets(1)	2,329	2,333	2,337	2,340	2,345
Average tangible assets (non-GAAP)	\$ 30,364	\$ 30,070	\$ 29,611	\$ 29,155	\$ 28,753
Operating return on average tangible assets (non-GAAP)	1.35%	1.32%	1.28%	1.25%	1.13%

Non-GAAP to GAAP Reconciliation

\$ in millions	For The Quarter Ended				
	31-Dec-18	30-Sep-18	30-Jun-18	31-Mar-18	31-Dec-17
Operating net income					
Net income	\$ 100.1	\$ 100.8	\$ 85.2	\$ 86.8	\$ 24.1
Gain on sale of subsidiary	-	(5.1)	-	-	-
Tax expense of gain on sale of subsidiary	-	1.1	-	-	-
Merger-related expense	-	-	-	-	1.1
Tax benefit of merger-related expense	-	-	-	-	(0.4)
Branch consolidation costs	-	-	6.6	-	-
Tax benefit of branch consolidation costs	-	-	(1.4)	-	-
Discretionary 401(k) contributions	-	-	0.9	-	-
Tax benefit of discretionary 401(k) contributions	-	-	(0.2)	-	-
Reduction in valuation of deferred tax assets	-	-	-	-	54.0
Operating net income (non-GAAP)	<u>\$ 100.1</u>	<u>\$ 96.7</u>	<u>\$ 91.1</u>	<u>\$ 86.8</u>	<u>\$ 78.9</u>
Operating return on average assets (ROAA)					
Operating net income (annualized)(1)	<u>\$ 397.2</u>	<u>\$ 383.7</u>	<u>\$ 365.5</u>	<u>\$ 351.9</u>	<u>\$ 312.9</u>
Average total assets	<u>\$ 32,693</u>	<u>\$ 32,403</u>	<u>\$ 31,948</u>	<u>\$ 31,495</u>	<u>\$ 31,098</u>
Operating return on average assets (non-GAAP)	<u>1.22%</u>	<u>1.18%</u>	<u>1.14%</u>	<u>1.12%</u>	<u>1.01%</u>

Non-GAAP to GAAP Reconciliation

\$ in millions except per share amounts

Tangible book value per common share (at period-end)

	For The Quarter Ended				
	31-Dec-18	30-Sep-18	30-Jun-18	31-Mar-18	31-Dec-17
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
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Tangible book value per common share (non-GAAP)

\$ 6.68	\$ 6.44	\$ 6.26	\$ 6.14	\$ 6.06
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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
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Less: intangibles(1)

2,333	2,330	2,335	2,339	2,341
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Tangible assets (non-GAAP)

\$ 30,768	\$ 30,288	\$ 29,922	\$ 29,313	\$ 29,076
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Tangible common equity / Tangible assets (period end) (non-GAAP)

7.05%	6.89%	6.79%	6.78%	6.74%
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Non-GAAP to GAAP Reconciliation

\$ in millions	For The Quarter Ended				
	31-Dec-18	30-Sep-18	30-Jun-18	31-Mar-18	31-Dec-17
Efficiency Ratio (FTE)					
Non-interest expense	\$ 169.7	\$ 170.7	\$ 183.0	\$ 171.1	\$ 166.5
Less: amortization of intangibles	3.8	3.8	3.8	4.2	4.8
Less: OREO expense	1.3	1.5	2.2	1.4	1.0
Less: merger costs	-	-	-	-	1.1
Less: branch consolidation expenses	-	-	2.9	-	-
Less: discretionary 401(k) contributions	-	-	0.9	-	-
Adjusted non-interest expense	<u>\$ 164.6</u>	<u>\$ 165.4</u>	<u>\$ 173.2</u>	<u>\$ 165.5</u>	<u>\$ 159.7</u>
Net interest income	\$ 232.2	\$ 234.8	\$ 239.4	\$ 226.1	\$ 230.0
Taxable equivalent adjustment	3.4	3.4	3.3	3.1	5.6
Non-interest income	68.4	74.8	64.9	67.5	65.1
Less: net securities gains	0.0	-	0.0	-	0.0
Less: Gain on sale of subsidiary	-	5.1	-	-	-
Add: loss on fixed assets related to branch consolidation	-	-	3.7	-	-
Adjusted net interest income (FTE) (non-GAAP) + non-interest income	<u>\$ 304.1</u>	<u>\$ 307.9</u>	<u>\$ 311.2</u>	<u>\$ 296.7</u>	<u>\$ 300.7</u>
Efficiency Ratio (FTE) (non-GAAP)	<u>54.13%</u>	<u>53.73%</u>	<u>55.64%</u>	<u>55.78%</u>	<u>53.09%</u>

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%

Non-GAAP to GAAP Reconciliation

\$ in thousands except per share amounts

Operating net income available to common stockholders

	For The Fiscal Year				
	2018	2017	2016	2015	2014
Net Income available to common stockholders	\$ 364,817	\$ 191,163	\$ 162,850	\$ 151,608	\$ 135,698
Merger-related expense, net of tax	-	37,667	24,889	2,084	7,897
Merger-related net securities gains, net of tax	-	(1,696)	-	-	-
Branch consolidation costs, net of tax	5,227	-	-	-	-
Discretionary 401(k) contributions, net of tax	690	-	-	-	-
Reduction in valuation of deferred tax assets	-	54,042	-	-	-
Gain on sale of subsidiary	(4,057)	-	-	-	-
Operating net income available to common stockholders (non-GAAP)	\$ 366,677	\$ 281,176	\$ 187,739	\$ 153,692	\$ 143,595

Operating net income per diluted common share

Net income per diluted common share	\$ 1.12	\$ 0.63	\$ 0.78	\$ 0.86	\$ 0.80
Merger-related expenses, net of tax	-	0.13	0.12	0.01	0.05
Merger-related net securities gains, net of tax	-	(0.01)	-	-	-
Branch consolidation costs, net of tax	0.02	-	-	-	-
Discretionary 401(k) contributions, net of tax	0.00	-	-	-	-
Reduction in valuation of deferred tax assets	-	0.17	-	-	-
Gain on sale of subsidiary	(0.01)	-	-	-	-
Operating net income per diluted common share (non-GAAP)	\$ 1.13	\$ 0.93	\$ 0.90	\$ 0.87	\$ 0.85

Non-GAAP to GAAP Reconciliation

\$ in thousands except per share amounts

Operating net income available to common stockholders

	For The Fiscal Year				
	2013	2012	2011	2010	2009
Net Income available to common stockholders	\$ 117,804	\$ 110,410	\$ 87,047	\$ 74,652	\$ 32,803
Merger-related expense, net of tax	5,337	5,203	-	-	-
Merger-related net securities gains, net of tax	-	-	-	-	-
Pension Benefit, net of tax	-	-	-	(6,853)	-
Operating net income available to common stockholders (non-GAAP)	\$ 123,141	\$ 115,613	\$ 87,047	\$ 67,799	\$ 32,803

Operating net income per diluted common share

Net income per diluted common share	\$ 0.80	\$ 0.79	\$ 0.70	\$ 0.65	\$ 0.32
Merger-related expenses, net of tax	0.04	0.04	-	-	-
Merger-related net securities gains, net of tax	-	-	-	-	-
Pension Benefit, net of tax	-	-	-	(0.06)	-
Operating net income per diluted common share (non-GAAP)	\$ 0.84	\$ 0.83	\$ 0.70	\$ 0.59	\$ 0.32

Non-GAAP to GAAP Reconciliation

	For The Fiscal Year				
	2018	2017	2016	2015	2014
\$ in thousands except per share amounts					
Return on average tangible common equity (ROATCE)					
Net income available to common stockholders	\$ 364,817	\$ 191,163	\$ 162,850	\$ 151,608	\$ 135,698
Amortization of intangibles, net of tax	12,365	11,386	8,943	6,861	6,316
Tangible net income available to common stockholders (non-GAAP)	\$ 377,182	\$ 202,549	\$ 171,793	\$ 158,469	\$ 142,014
Average total stockholders' equity	\$ 4,490,833	\$ 4,073,700	\$ 2,499,976	\$ 2,072,170	\$ 1,920,440
Less: Average preferred stockholder's equity	106,882	106,882	106,882	106,882	106,882
Less: Average intangible assets(1)	2,334,727	2,108,102	1,059,856	869,347	849,934
Average tangible stockholder's equity (non-GAAP)	\$ 2,049,224	\$ 1,858,716	\$ 1,333,238	\$ 1,095,941	\$ 963,624
Return on average tangible common equity (non-GAAP)	18.41%	10.90%	12.89%	14.46%	14.74%
Operating ROATCE					
Operating net income available to common stockholders(2)	\$ 366,677	\$ 281,176	\$ 187,739	\$ 153,692	\$ 143,595
Amortization of intangibles, net of tax	12,365	11,386	8,943	6,861	6,316
Operating tangible net income available to common stockholders (non-GAAP)	\$ 379,042	\$ 292,562	\$ 196,682	\$ 160,553	\$ 149,911
Average total stockholders' equity	\$ 4,490,833	\$ 4,073,700	\$ 2,499,976	\$ 2,072,170	\$ 1,920,440
Less: Average preferred stockholders' equity	106,882	106,882	106,882	106,882	106,882
Less: Average intangible assets(1)	2,334,727	2,108,102	1,059,856	869,347	849,934
Average tangible common equity (non-GAAP)	\$ 2,049,224	\$ 1,858,716	\$ 1,333,238	\$ 1,095,941	\$ 963,624
Operating return on average tangible common equity (non-GAAP)	18.50%	15.74%	14.75%	14.65%	15.56%

Non-GAAP to GAAP Reconciliation

\$ in thousands except per share amounts	For The Fiscal Year				
	2018	2017	2016	2015	2014
Efficiency Ratio					
Non-interest expense	\$ 694,532	\$ 681,542	\$ 511,133	\$ 390,549	\$ 379,253
Less: amortization of intangibles	15,652	17,517	11,210	8,305	9,717
Less: OREO expense	6,359	4,438	5,154	4,637	4,400
Less: merger-related expenses	-	56,513	37,439	3,033	12,150
Less: impairment charge on other assets	-	-	2,585	-	-
Less: branch consolidation expenses	2,939	-	-	-	-
Less: discretionary 401(k) contributions	874	-	-	-	-
Less: loss on trust preferred securities	-	-	-	-	-
Adjusted non-interest expense	<u>\$ 668,708</u>	<u>\$ 603,074</u>	<u>\$ 454,745</u>	<u>\$ 374,574</u>	<u>\$ 352,986</u>
Net interest income	\$ 932,489	\$ 846,434	\$ 611,512	\$ 498,222	\$ 466,297
Taxable equivalent adjustment	13,270	18,766	11,248	7,636	6,899
Non-interest income	275,651	252,449	201,761	162,410	158,274
Less: net securities gains	34	5,916	712	822	11,717
Less: gain on redemption of trust preferred securities	-	-	2,422	-	-
Less: other non-recurring items	-	-	-	-	2,713
Less: loss on fixed assets related to branch consolidation	-	-	-	-	-
Less: gain on sale of subsidiary	5,135	-	-	-	-
Add: branch consolidation costs	3,677	-	-	-	-
Adjusted net interest income (FTE) + non-interest income	<u>\$ 1,219,918</u>	<u>\$ 1,111,733</u>	<u>\$ 821,387</u>	<u>\$ 667,447</u>	<u>\$ 617,040</u>
Efficiency Ratio (non-GAAP)	<u>54.82%</u>	<u>54.25%</u>	<u>55.36%</u>	<u>56.12%</u>	<u>57.21%</u>

Non-GAAP to GAAP Reconciliation

\$ in thousands	For The Fiscal Year				
	2018	2017	2016	2015	2014
Operating net income					
Net income	\$ 374,717	\$ 199,204	\$ 170,891	\$ 159,649	\$ 144,050
Merger-related expense, net of tax		37,667	24,889	2,084	7,897
Tax expense of merger-related securities gains	-	(1,696)	-	-	-
Branch consolidation costs, net of tax	5,227	-	-	-	-
Discretionary 401 (k) contribution, net of tax	690	-	-	-	-
Reduction in valuation of deferred tax assets	-	54,042	-	-	-
Gain on sale of subsidiary, net of tax	(4,057)				
Operating net income (non-GAAP)	\$ 376,577	\$ 289,217	\$ 195,780	\$ 161,733	\$ 151,947
Average total assets	\$ 32,138,497	\$ 29,131,109	\$ 20,677,717	\$ 16,606,147	\$ 14,962,140
Operating return on average assets					
Operating net income	\$ 376,577	\$ 289,217	\$ 195,780	\$ 161,733	\$ 151,947
Average total assets	\$ 32,138,497	\$ 29,131,109	\$ 20,677,717	\$ 16,606,147	\$ 14,962,140
Operating return on average assets (non-GAAP)	1.17%	0.99%	0.95%	0.97%	1.02%

Non-GAAP to GAAP Reconciliation

	For The Fiscal Year				
	2018	2017	2016	2015	2014
<p>\$ in thousands except per share amounts</p> <p>Tangible book value per common share (at-period-end)</p>					
Total stockholders' equity	\$ 4,608,285	\$ 4,409,194	\$ 2,571,617	\$ 2,096,182	\$ 2,021,456
Less: preferred stockholders' equity	106,882	106,882	106,882	106,882	106,882
Less: intangibles (1)	2,333,375	2,341,263	1,085,935	869,809	872,859
Tangible common equity (non-GAAP)	\$ 2,168,028	\$ 1,961,049	\$ 1,378,800	\$ 1,119,491	\$ 1,041,715
Ending common shares outstanding	324,314,529	323,465,140	211,059,547	175,441,670	173,992,258
Tangible book value per common share (non-GAAP)	\$ 6.68	\$ 6.06	\$ 6.53	\$ 6.38	\$ 5.99
<p>Tangible common equity / Tangible assets (at period-end)</p>					
Total stockholders equity	\$ 4,608,285	\$ 4,409,194	\$ 2,571,617	\$ 2,096,182	\$ 2,021,456
Less: preferred stockholders' equity	106,882	106,882	106,882	106,882	106,882
Less: intangibles(1)	2,333,375	2,341,263	1,085,935	869,809	872,859
Tangible common equity (non-GAAP)	\$ 2,168,028	\$ 1,961,049	\$ 1,378,800	\$ 1,119,491	\$ 1,041,715
Total assets	\$ 33,101,840	\$ 31,417,635	\$ 21,844,817	\$ 17,557,222	\$ 16,127,090
Less: intangibles(1)	2,333,375	2,341,263	1,085,935	869,809	872,859
Tangible assets (non-GAAP)	\$ 30,768,465	\$ 29,076,372	\$ 20,758,882	\$ 16,687,413	\$ 15,254,231
Tangible common equity / Tangible assets (period end) (non-GAAP)	7.05%	6.74%	6.64%	6.71%	6.83%