

## Berkshire Hills Reports Third Quarter Results; Dividend Declared

BOSTON, October 28, 2019 - Berkshire Hills Bancorp, Inc. (NYSE: BHLB) reported third quarter 2019 GAAP net income of \$23 million, or \$0.44 per share, compared to \$25 million, or \$0.52 per share, in the prior quarter. The non-GAAP measure of core earnings totaled \$24 million, or \$0.46 per share, compared to \$32 million, or \$0.65 per share, in the prior quarter. Non-core earnings are net of discontinued operations and merger charges which in 2019 were related to the May 17 acquisition of SI Financial Group, Inc. Third quarter results included a \$16 million loan loss provision (\$0.23 per share after tax) related to the full charge-off of a commercial loan which defaulted in September due to potential fraud. Before this loan charge, core EPS increased to \$0.69 from \$0.65 in the prior quarter due to improved revenue and efficiency.

# **THIRD QUARTER FINANCIAL HIGHLIGHTS** (income statement metrics are compared to the prior quarter):

- 8% increase in net revenue from continuing operations
- 3.22% net interest margin, increased from 3.19%
- 17% increase in fee income from continuing operations
- 53.4% efficiency ratio, improved from 56.4%
- 0.28% non-performing assets/assets

CEO Richard Marotta stated, "We made good progress with our initiatives in the third quarter. Revenue grew strongly, including the benefit of a full quarter of SI Financial operations, an improved margin, and good fee income gains. Expense initiatives contributed to improved efficiency. Income declined due to a charge-off of a \$16 million commercial loan which defaulted in September as a result of potential borrower fraud. Credit performance has otherwise remained solid. Liquidity and capital measures continued to strengthen, and our per share measures of book value and tangible book value improved over the prior quarter."

Mr. Marotta continued, "We also announced that J. Williar ("Bill") Dunlaevy was elected as Chair of the Board effective December 1, 2019. Our current Chair, William J. Ryan, is stepping down from that role due to health reasons, but will remain active on the Board. I'm grateful to Bill Ryan for his leadership and insights built over his successful and prominent banking career. As a career banker, Bill Dunlaevy will provide important insights as we move forward in building a 21<sup>st</sup> century community bank with a strong focus on maximizing the business benefits of expanding our operations and customer base to be more diverse and inclusive."

Mr. Marotta concluded, "During the third quarter, we introduced our Friends and Family Fund CD aimed at helping entrepreneurs of color access the seed capital they need in order to launch the businesses of their dreams. We also made progress in developing our storefront initiative and expect to have more announcements about that program before year-end. We completed the systems conversion of our acquired SI Financial operations early in October and expect to complete the merger integration on plan and within budget by the end of the year. Our combined teams are well positioned to deliver the benefits of this merger as we move forward into 2020."

#### **DIVIDEND DECLARED**

The Board of Directors approved a quarterly cash dividend of \$0.23 per common share to shareholders of record at the close of business on November 14, 2019 and payable on November 27, 2019. The dividend equates to a 3.0% annualized yield based on the \$30.44 average closing price of Berkshire Hills Bancorp common stock during the third quarter of 2019. Effective on the same dates, the Board also approved a quarterly cash dividend on preferred stock totaling \$0.46 per share.

#### FINANCIAL CONDITION

Total assets were \$13.5 billion at September 30, 2019. Total loans decreased by 2% during the quarter, including targeted runoff of indirect auto loans and accelerated prepayments of residential mortgages resulting from a dip in mortgage interest rates. Approximately \$50 million in acquired or syndicated non-relationship commercial balances were released. The Company continues to hold its \$169 million commercial aircraft portfolio for sale. The 0.28% ratio of nonperforming assets to assets remained below the 0.30% ratio reported a year ago. Accruing delinquent loans were 0.55% of loans, remaining below the 0.60% year-ago ratio. The ratio of the loan loss allowance to total loans decreased to 0.64% from 0.66% over this time.

Total deposits decreased by 1% during the quarter due to a \$53 million decrease in overnight payroll related balances and a targeted decrease of approximately \$100 million in wholesale brokered deposits. Leverage and liquidity ratios improved. Book value per share increased by \$0.31 to \$34.36 and the non-GAAP measure of tangible book value per share increased by \$0.17 to \$22.42. During the third quarter, the Company repurchased 800 thousand shares of common stock at an average purchase price of \$30.48 per share.

#### **RESULTS OF OPERATIONS**

GAAP earnings were \$0.44 per share in the most recent quarter, compared to \$0.52 per share in the prior quarter. Earnings per share were reduced by \$0.23 due to the charge-off of the aforementioned \$16 million loan which was partially offset by a \$0.08 per share reduction in after-tax merger related expenses. Many measures of revenue and expense, as well as average diluted shares, increased over the prior quarter due to the full quarter impact of the SI Financial operations acquired for stock on May 17, 2019.

The non-GAAP measure of core earnings totaled \$0.46 per share in the most recent quarter. This measure is reconciled to GAAP earnings on pages F-9 and F-10 of the financial tables. Core

EPS totaled \$0.65 in the prior quarter. In the most recent quarter, core earnings totaled \$0.69 per share before the \$0.23 net impact of the \$16 million aforementioned loan charge-off. Third quarter results benefited from higher revenues and improved efficiency. The primary non-core items in the third quarter were SI Financial merger related charges and operating earnings of the national mortgage banking operations which are deemed held for sale and classified as discontinued.

Net revenue from continuing operations increased by 8% compared to the prior quarter, including a 6% increase in net interest income and a 17% increase in fee income. Interest income benefited from a full quarter of SI Financial earning assets, as well as an increase in the net interest margin to 3.22% from 3.19%. As a result of lower interest rates and reduced wholesale funds, the Company's funding costs decreased quarter-over-quarter to 1.32% from 1.41%. The total margin benefit from purchase accounting was 0.16% compared to 0.11% in the second quarter.

Fee income increased by \$3 million quarter-over-quarter as a result of volume gains in several areas. Loan related fee income increased by \$2 million including higher commercial interest rate swap fees and higher SBA loan sale gains. For the SBA fiscal year ended September 30, Berkshire's team ranked as the 18<sup>th</sup> largest lender in the country for SBA 7A loan originations, advancing from 28<sup>th</sup> position last year. Deposit fee income increased quarter-over-quarter by \$1 million including income from acquired SI Financial operations.

The provision for loan losses increased to \$22.6 million in the most recent quarter, compared to \$3.5 million in the prior quarter. This increase included \$16 million provided for the previously mentioned charge-off, together with a write-down of a nonperforming commercial real estate loan which was disclosed in prior periods.

Total non-interest expense from continuing operations decreased quarter-over-quarter by \$6 million, due to a \$6 million reduction in merger related expenses. Net of merger and other non-core charges, the non-GAAP measure of core expense increased quarter-over-quarter by \$1 million, or 2%. A \$1.9 million rebate of FDIC premiums benefited expense by 3% during the quarter. The positive operating leverage driven by the 8% revenue increase resulted in an improvement in the efficiency ratio to 53.4% from 56.4% quarter-over quarter. With the completion of the SI Financial systems integration in early October on time and on plan, the Company is expecting to complete its targeted merger related cost saves by year-end. Full-time equivalent staff in continuing operations totaled 1,594 positions at period-end, compared to 1,621 at the start of the quarter. The effective tax rate was 17% in the third quarter, down from 18% in the prior quarter, due to the decrease in taxable income.

The FCLS national mortgage banking operations contributed \$0.04 in non-core EPS in the most recent quarter, compared to \$0.03 in the prior quarter. Mortgage banking fees totaled \$15 million in the quarter, which was up 14% over the prior quarter and 63% year-over-year. The company generated \$1.1 billion in residential mortgages in the most recent quarter. Due to the decision to sell the FCLS operations, they are accounted for as discontinued in the financial

statements, and most references to revenue and expense refer to continuing operations and exclude FCLS revenue and expense.

#### **BE FIRST PROGRAM UPDATE**

**Expanding our base of commercial and individual customers.** Including our new SI Financial operations, Berkshire has a strong geographic footprint throughout the Northeast. This footprint provides an array of diverse market demographics which provide significant opportunity for expansion. Berkshire Bank is pursuing a number of initiatives to increase market share among demographics that have typically been left behind by traditional banks (and their products/services), with a particular focus on African Americans and Latinos.

Pilot Projects to support minority business enterprises. Berkshire Bank is creating storefronts in traditionally minority communities/downtown areas to provide access to working space, business advice and financial products. The first storefront is being developed in Roxbury, MA and there are plans to expand these storefronts in our footprint and selectively in adjacent markets. In the third quarter, the Bank launched the "Friends and Family" fund in coordination with the Runway Project to provide seed capital to minority business enterprises funded by CD products offered for this purpose. The Bank is also taking a leadership role in the Boston area Business Equity Fund, which provides rigorously vetted traditional loan products to minority business enterprises that have participated in the existing Business Equity Initiative.

**Efforts to better connect Berkshire Bank to minority communities.** The Bank is sponsoring and actively participating in community-based events, including the Dimock Community Health Center (Stepping Out), NAACP (Freedom Fund Dinner), LGBT Chamber, Union Chapel Speaker series, and the Black Economic Alliance.

**Enhancing diversity, equity and inclusion initiatives within Berkshire Bank**. The Bank is focusing on bank products, services and operations that are conducted in a way that draws minority customers. The Bank is participating in the CEO Action for Diversity and Inclusion. Earlier this year, the Bank launched its Be FIRST values program, which is being enhanced throughout the year.

#### INVESTOR CONFERENCE CALL

Berkshire will conduct a conference call/webcast at 10:00 a.m. eastern time on Tuesday, October 29, 2019 to discuss the results for the quarter and provide guidance about expected future results. Participants are encouraged to pre-register for the conference call using the following link: <a href="http://dpregister.com/10135510">http://dpregister.com/10135510</a>. Callers who pre-register will be given dial-in instructions and a unique PIN to gain immediate access to the call. Participants may pre-register at any time prior to the call, and will immediately receive simple instructions via email. Additionally, participants may reach the registration link and access the webcast by logging in through the investor section of our website at <a href="http://ir.berkshirebank.com">http://ir.berkshirebank.com</a>. Those parties who do not have internet access or are otherwise unable to pre-register for this event, may still participate at the above time by dialing 1-844-792-3726 and asking the Operator to join the Berkshire Hills Bancorp (BHLB) earnings call. A telephone replay of the call will be available

through Tuesday, November 5, 2019 by dialing 877-344-7529 and entering access number 10135510. The webcast will be available on Berkshire's website for an extended period of time.

#### **BACKGROUND**

Berkshire Hills Bancorp is the parent of Berkshire Bank which is transforming into a 21<sup>st</sup> century community bank with a culture of belonging. Headquartered in Boston, Berkshire operates 132 banking offices in seven Northeastern states, with approximately \$13.5 billion in assets.

#### FORWARD LOOKING STATEMENTS

This document contains forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. There are several factors that could cause actual results to differ significantly from expectations described in the forward-looking statements. For a discussion of such factors, please see Berkshire's most recent reports on Forms 10-K and 10-Q filed with the Securities and Exchange Commission and available on the SEC's website at <a href="www.sec.gov">www.sec.gov</a>. Berkshire does not undertake any obligation to update forward-looking statements.

#### NON-GAAP FINANCIAL MEASURES

This document contains certain non-GAAP financial measures in addition to results presented in accordance with Generally Accepted Accounting Principles ("GAAP"). These non-GAAP measures provide supplemental perspectives on operating results, performance trends, and financial condition. They are not a substitute for GAAP measures; they should be read and used in conjunction with the Company's GAAP financial information. A reconciliation of non-GAAP financial measures to GAAP measures is included on pages F-9 and F-10 in the accompanying financial tables. In all cases, it should be understood that non-GAAP per share measures do not depict amounts that accrue directly to the benefit of shareholders.

The Company utilizes the non-GAAP measure of core earnings in evaluating operating trends, including components for core revenue and expense. These measures exclude items which the Company does not view as related to its normalized operations. These items primarily include securities gains/losses, merger costs, restructuring costs, and discontinued operations. Merger costs consist primarily of severance/benefit related expenses, contract termination costs, systems conversion costs, variable compensation expenses, and professional fees. Merger costs in 2018 and 2019 are primarily related to the acquisitions of Commerce Bancshares Corp. and SI Financial Group. Restructuring costs generally consist of costs and losses associated with the disposition of assets and liabilities and lease terminations, including costs related to branch sales. Restructuring costs also include severance and consulting expenses related to the Company's strategic review. Discontinued operations are the Company's national mortgage banking operations for which the Company is pursuing sale opportunities. In 2018, the Company recorded \$8 million in charges related to the restructuring of banking systems vendor relationships. The Company recorded a \$3 million cost in 2018 for the settlement of an existing legal proceeding with a plaintiff claiming to be representing a class of depositors. Non-core charges in 2018 also included a \$1.5 million net charge related to the CEO transition.

Non-core adjustments are presented net of an adjustment for income tax expense. This adjustment is determined as the difference between the GAAP tax rate and the effective tax rate applicable to core income. The efficiency ratio is adjusted for non-core revenue and expense items and for tax preference items. The Company also calculates measures related to tangible equity, which adjust equity (and assets where applicable) to exclude intangible assets due to the importance of these measures to the investment community.

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#### **CONTACTS**

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#### SELECTED FINANCIAL HIGHLIGHTS - UNAUDITED - (F-1)

Core earnings per common share, diluted (3)  Total book value per common share  Tangible book value per common share (3)  Market price at period end Dividends per common share Dividends per preferred share  PERFORMANCE RATIOS (4)  Return on assets Core return on assets (3)  Return on equity Core return on equity (3) Net interest margin, fully taxable equivalent (FTE) (5)(6) Fee income/Net interest and fee income from continuing operations Efficiency ratio (3)  GROWTH (Year-to-date)  Total commercial loans (organic, annualized) Total deposits (organic, annualized) Total net revenues from continuing operations (compared to prior year) Earnings per common share (compared to prior year) Core earnings per common share (compared to prior year) (Total assets Total securities 1, Total securities 1, Total securities 1, Total loans Allowance for loan losses Total intangible assets Total deposits  Total deposits Total deposits Total deposits Total deposits Total loans Allowance for loan losses Total intangible assets Total deposits Total deposits	.44 .46 .36 .42 .29 .23			0.52 0.65 34.05 22.25 31.39 0.23 0.46		March 31, 2019  8 0.51  0.60  33.75  21.66  27.24  0.23  0.46		\$ 0.31 0.69 33.30 21.15 26.97 0.22	;	Sept. 30, 2018 \$ 0.70 0.72 32.84 20.68 40.70	2 1 3
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GROWTH (Year-to-date)  Total commercial loans (organic, annualized)  Total loans (organic, annualized)  Total deposits (organic, annualized)  Total net revenues from continuing operations (compared to prior year)  Earnings per common share (compared to prior year)  Core earnings per common share (compared to prior year)(3)  FINANCIAL DATA (in millions)  Total assets \$ 13,  Total earning assets \$ 12,  Total securities \$ 1,  Total loans \$ 9,  Allowance for loan losses  Total intangible assets  Total deposits \$ 10,	.61			16.20		17.56		15.59		18.06	j
Total commercial loans (organic, annualized) Total loans (organic, annualized) Total deposits (organic, annualized) Total net revenues from continuing operations (compared to prior year) Earnings per common share (compared to prior year) Core earnings per common share (compared to prior year)(3)  FINANCIAL DATA (in millions)  Total assets \$ 13, Total earning assets \$ 12, Total securities \$ 1, Total loans \$ 9, Allowance for loan losses Total intangible assets Total deposits \$ 10,	.37			56.41		59.54		54.88		52.20	)
Total loans (organic, annualized) Total deposits (organic, annualized) Total net revenues from continuing operations (compared to prior year) Earnings per common share (compared to prior year) Core earnings per common share (compared to prior year)(3)  FINANCIAL DATA (in millions)  Total assets \$ 13, Total earning assets \$ 12, Total securities \$ 1, Total loans \$ 9, Allowance for loan losses Total intangible assets Total deposits \$ 10,											
Total deposits (organic, annualized)  Total net revenues from continuing operations (compared to prior year)  Earnings per common share (compared to prior year)  Core earnings per common share (compared to prior year)(3)  FINANCIAL DATA (in millions)  Total assets \$ 13,  Total earning assets \$ 12,  Total securities \$ 1,  Total loans \$ 9,  Allowance for loan losses  Total intangible assets  Total deposits \$ 10,	(9)	) %		(10)	%	(3	) %	6	%	5	5 %
Total net revenues from continuing operations (compared to prior year)  Earnings per common share (compared to prior year)  Core earnings per common share (compared to prior year)(3)  FINANCIAL DATA (in millions)  Total assets \$ 13,  Total earning assets \$ 12,  Total securities \$ 1,  Total loans \$ 9,  Allowance for loan losses  Total intangible assets  Total deposits \$ 10,	(9)	)		(9)		(4	.)	9		10	)
Earnings per common share (compared to prior year) Core earnings per common share (compared to prior year)(3)  FINANCIAL DATA (in millions)  Total assets \$ 13, Total earning assets \$ 12, Total securities \$ 1, Total loans \$ 9, Allowance for loan losses Total intangible assets Total deposits \$ 10,	2			6		8		3		(	)
Core earnings per common share (compared to prior year)(3)  FINANCIAL DATA (in millions)  Total assets \$ 13, Total earning assets 12, Total securities 1, Total loans 9, Allowance for loan losses Total intangible assets Total deposits 10,	4			1		3		17		22	
FINANCIAL DATA (in millions)  Total assets \$ 13, Total earning assets 12, Total securities 1, Total loans 9, Allowance for loan losses Total intangible assets Total deposits 10,	(26)			(20)		(7		65		28	
Total assets \$ 13, Total earning assets 12, Total securities 1, Total loans 9, Allowance for loan losses Total intangible assets Total deposits 10,	(18)	)		(9)		(8	)	32		37	,
Total earning assets 12, Total securities 1, Total loans 9, Allowance for loan losses Total intangible assets Total deposits 10,											
Total securities 1, Total loans 9, Allowance for loan losses Total intangible assets Total deposits 10,			\$	13,653	5	12,173		2,212		12,030	
Total loans 9, Allowance for loan losses Total intangible assets Total deposits 10,				12,343		11,039		1,140		10,957	
Allowance for loan losses Total intangible assets Total deposits 10,	361			1,905		1,881		1,919		1,918	
Total intangible assets Total deposits 10,	719			9,942		8,947		9,043		8,905	
Total deposits 10,	62			62		62		61		58	
•	502			603		551		552		553	
				10,566		9,166		8,982		8,766	
1 1	772			1,779		1,577		1,553		1,532	
	2.6			25.4		23.6		14.3		32.2	
Core income (3)  Purchase accounting accretion	3.7 4.8			32.1 3.2		27.7 1.3		32.0 8.2		33.1 4.6	
Turchase accounting accretion	+.0			3.2		1.5		0.2		4.0	,
ASSET QUALITY AND CONDITION RATIOS		0/		0.14	0/	0.15	0/	0.17	0/	0.10	
	02			0.14	%	0.15		0.17	%	0.19	
1 6	.92			0.27		0.26		0.28		0.30	
	.28			0.63		0.69		0.68		0.66	
Loans/deposits Shareholders' equity to total assets	.28 .64			94 13.03		98 12.05		101 12.72		102 12.74	
Tangible shareholders' equity to total assets (3)	.28			1.3.0.3		12.95 8.83		8.59		8.53	

 $<sup>(1) \</sup> Reconciliations \ of non-GAAP \ financial \ measures, including \ all \ references \ to \ core \ and \ tangible \ amounts, \ appear \ on \ pages \ F-9 \ and \ F-10.$ 

<sup>(2)</sup> The Company acquired SI Financial Group, Inc. on May 17, 2019.

<sup>(3)</sup> Non-GAAP financial measure. Core measurements are non-GAAP financial measures that are adjusted to exclude net non-core charges primarily related to acquisitions and restructuring activities. See pages F-9 and F-10 for reconciliations of non-GAAP financial measures.

<sup>(4)</sup> All performance ratios are annualized and are based on average balance sheet amounts, where applicable.

<sup>(5)</sup> Fully taxable equivalent considers the impact of tax advantaged investment securities and loans.

<sup>(6)</sup> The effect of purchase accounting accretion for loans, time deposits, and borrowings on the quarterly net interest margin was an increase in all quarters, which is shown sequentially as follows beginning with the most recent quarter and ending with the earliest quarter: 0.16%, 0.11%, 0.05%, 0.30%, 0.17%.



	Se	eptember 30,		June 30,	December 31,		
(in thousands)		2019		2019		2018	
Assets							
Cash and due from banks	\$	121,629	\$	100,588	\$	100,972	
Short-term investments		180,466		128,718		82,217	
Total cash and short-term investments		302,095		229,306		183,189	
Trading security		11,145		11,210		11,212	
Marketable equity securities, at fair value		59,596		59,578		56,638	
Securities available for sale, at fair value		1,369,604		1,410,078		1,399,647	
Securities held to maturity, at amortized cost		364,675		364,463		373,763	
Federal Home Loan Bank stock and other restricted securities		56,049		59,356		77,344	
Total securities		1,861,069		1,904,685		1,918,604	
Loans held for sale		204,900		184,810		2,183	
Commercial real estate loans		4,028,461		4,005,347		3,400,221	
Commercial and industrial loans		1,845,086		1,987,297		1,980,046	
Residential mortgages		2,838,657		2,882,380		2,566,424	
Consumer loans		1,006,437		1,066,804		1,096,562	
Total loans		9,718,641		9,941,828		9,043,253	
Less: Allowance for loan losses		(62,230)		(62,156)		(61,469)	
Net loans		9,656,411		9,879,672		8,981,784	
Premises and equipment, net		123,195		121,619		106,500	
Other real estate owned		-		154		-	
Goodwill		554,704		554,704		518,325	
Other intangible assets		47,198		48,724		33,418	
Cash surrender value of bank-owned life insurance		227,085		227,458		190,609	
Deferred tax asset, net		49,543		51,118		42,434	
Other assets		263,464		238,950		120,926	
Assets from discontinued operations		242,279		212,745		114,259	
Total assets	\$	13,531,943	\$	13,653,945	\$	12,212,231	
Liabilities and shareholders' equity							
Demand deposits	\$	1,887,621	\$	1,827,016	\$	1,603,019	
NOW and other deposits	Ψ	1,267,057	Ψ	997,685	Ψ	1,122,321	
Money market deposits		2,478,947		2,811,158		2,245,195	
Savings deposits		831,972		848,699		724,129	
Time deposits		3,957,721		4,081,398		3,287,717	
Total deposits		10,423,318		10,565,956		8,982,381	
•		904,149					
Senior borrowings Subordinated borrowings		904,149		904,814 96,927		1,428,298 89,518	
Total borrowings		1,001,140		1,001,741		1,517,816	
10mi borrowings		1,001,140		1,001,741		1,517,010	
Other liabilities		301,647		280,155		149,519	
Liabilities from discontinued operations		33,614		26,256		9,597	
Total liabilities		11,759,719	_	11,874,108		10,659,313	
Preferred shareholders' equity		40,633		40,633		40,633	
Common shareholders' equity		1,731,591		1,739,204		1,512,285	
Total shareholders' equity		1,772,224		1,779,837		1,552,918	
Total liabilities and shareholders' equity	\$	13,531,943	\$	13,653,945	\$	12,212,231	
Net common shares outstanding		50,394		51,045		45,417	

# LOAN ANALYSIS

								Organic Annualized	l Growth % (1)
(in millions)	per 30, 2019 alance	June 30, 2019 Balance		Acquired Savings Institute Balances (2)		December 31, 2018 Balance		Quarter ended September 30, 2019	Year to Date
Total commercial real estate Commercial and industrial loans	\$ 4,029 1,845	\$	4,006 1,987	\$	624 244	\$	3,400 1,980	2 % (29)	0 % (26)
Total commercial loans	5,874		5,993		868		5,380	(8)	(9)
Total residential mortgages	2,839		2,882		375		2,566	(6)	(5)
Home equity	394		404		58		377	(10)	(15)
Auto and other	612		663		2		720	(31)	(20)
Total consumer loans	1,006		1,067		60		1,097	(23)	(18)
Total loans	\$ 9,719	\$	9,942	\$	1,303	\$	9,043	(9) %	(9) %

<sup>(1)</sup> Non-GAAP financial measure.

#### DEPOSIT ANALYSIS

								_	Organic Annualized	Growth % (1)
	Septe	mber 30, 2019	Jı	une 30, 2019	Ac	quired Savings	Dec	cember 31, 2018	Quarter ended	
(in millions)		Balance		Balance	Insti	tute Balances (2)		Balance	September 30, 2019	Year to Date
Demand	\$	1,887	\$	1,827	\$	258	\$	1,603	13 %	2 %
NOW and other		1,267		998		138		1,122	108	1
Money market		2,479		2,811		190		2,245	(47)	3
Savings		832		849		164		724	(8)	(10)
Time deposits		3,958		4,081		585		3,288	(12)	3
Total deposits	\$	10,423	\$	10,566	\$	1,335	\$	8,982	(5) %	2 %

<sup>(1)</sup> Non-GAAP financial measure.

<sup>(2)</sup> The acquired balances for Savings Institute are as of May 17, 2019.

<sup>(2)</sup> The acquired balances for Savings Institute are as of May 17, 2019.



CONSOLIDATED STATEMEN		Three Mo Septen	nths E	nded		Nine Months Ended September 30,				
(in thousands, except per share data)		2019		2018		2019		2018		
Interest and dividend income from continuing operations										
Loans	\$	118,371	\$	102,651	\$	338,012	\$	294,646		
Securities and other		15,354		14,918		46,060		44,553		
Total interest and dividend income		133,725		117,569		384,072		339,199		
Interest expense from continuing operations										
Deposits		31,501		21,460		86,396		54,553		
Borrowings		5,353		7,724		23,751		21,212		
Total interest expense		36,854		29,184		110,147		75,765		
Net interest income from continuing operations		96,871		88,385		273,925		263,434		
Non-interest income from continuing operations										
Mortgage banking originations		292		15		616		487		
Loan related income		6,493		7,246		17,318		18,068		
Deposit related fees		8,705		7,004		23,088		22,675		
Insurance commissions and fees		2,895		2,930		8,486		8,504		
Wealth management fees		2,325		2,283		7,114		7,160		
Total fee income		20,710		19,478		56,622		56,894		
Other		609		468		1,363		1,891		
Securities gains/(losses), net		87		88		2,655		(696)		
Gain on sale of business operations and assets, net		-		-		-		460		
Total non-interest income		21,406		20,034		60,640		58,549		
Total net revenue from continuing operations		118,277		108,419		334,565		321,983		
Provision for loan losses		22,600		6,628		30,068		18,735		
Non-interest expense from continuing operations										
Compensation and benefits		37,272		31,746		105,551		99,092		
Occupancy and equipment		9,893		9,145		28,788		27,561		
Technology and communications		6,849		7,507		19,821		21,044		
Marketing and promotion		1,006		1,167		3,428		3,473		
Professional services		2,282		1,481		8,510		4,041		
FDIC premiums and assessments		-		1,640		3,390		4,246		
Other real estate owned and foreclosures		150		(1)		150		67		
Amortization of intangible assets		1,526		1,218		4,201		3,732		
Merger, restructuring and other expense		4,163		198		22,333		6,138		
Other		7,870		5,526		23,398		17,126		
Total non-interest expense		71,011		59,627		219,570		186,520		
Income from continuing operations before income taxes	\$	24,666	\$	42,164	\$	84,927	\$	116,728		
Income tax expense	Φ	4,007	Ф	9,095	Ф	16,042	Ф	24,577		
	\$	20.659	\$	33,069	\$	68,885	\$	92,151		
Net income from continuing operations	φ	20,039	Ф	33,009	Ф	00,003	Ф	92,131		
Income/(loss) from discontinued operations before income taxes	\$	2,747	\$	(1,147)	\$	3,975	\$	(883)		
Income tax expense/(benefit)	φ		Ф	(0.0 =)	Ф		Ф	, ,		
	\$	1,957	\$	(305)	\$	2,814	\$	(238)		
Net income/(loss) from discontinued operations	Ф	1,937	Ф	(842)	Ф	2,014	Ф	(043)		
Not in come	\$	22,616	\$	32,227	\$	71,699	\$	91,506		
Net income	Φ	240	Ф	230	Ф	71,099	Ф	689		
Preferred stock dividend	\$		\$		\$		¢			
Income available to common shareholders	3	22,376	\$	31,997	3	70,979	\$	90,817		
Basic earnings per common share:										
Continuing Operations	\$	0.40	\$	0.72	\$	1.41	\$	2.00		
Discontinued Operations	Ψ	0.04	Ψ	(0.02)	Ψ	0.06	Ψ	(0.01)		
Total	\$	0.44	\$	0.70	\$	1.47	\$	1.99		
	Ψ	····	4	00	*	2	7	1.27		
Diluted earnings per common share:										
Continuing Operations	\$	0.40	\$	0.72	\$	1.40	\$	1.99		
Discontinued Operations	Ψ	0.40	Ψ	(0.02)	Ψ	0.06	Ψ	(0.01)		
Total	\$	0.04	\$	0.70	\$	1.46	\$	1.98		
	Ψ	0.77	Ψ	0.70	Ψ	1.70	Ψ	1.70		
Weighted average shares outstanding:										
Basic		51,422		46,030		48,846		46,009		
Diluted		51,545		46,263		48,987		46,226		



### CONSOLIDATED STATEMENTS OF OPERATIONS (5 Quarter Trend) - UNAUDITED - (F-5)

	S	ept. 30,	J	June 30,	M	Iarch 31,	]	Dec. 31,	S	Sept. 30,
(in thousands, except per share data)		2019		2019		2019		2018		2018
Interest and dividend income from continuing operations										
Loans	\$	118,371	\$	113,990	\$	105,651	\$	111,576	\$	102,651
Securities and other		15,354		15,248		15,458		15,119		14,918
Total interest and dividend income		133,725		129,238		121,109		126,695		117,569
Interest expense from continuing operations										
Deposits		31,501		28,273		26,622		23,811		21,460
Borrowings		5,353		9,370		9,028		10,118		7,724
Total interest expense		36.854		37,643		35,650		33,929		29,184
Net interest income from continuing operations		96,871		91,595		85,459		92,766		88,385
Non-interest income from continuing operations		,0,0,1		,1,0,0		00,.07		,,,,,,,		00,000
Mortgage banking originations		292		278		46		148		15
Loan related income		6,493		4,822		6,003		5,087		7,246
Deposit related fees		8,705		7,525		6,858		7,131		7,004
Insurance commissions and fees		2,895		2,738		2,853		2,479		2,930
Wealth management fees		2,325		2,348		2,441		2,287		2,283
Total fee income		20,710		17,711		18,201		17,132		19,478
Other		609		(216)		970		1,666		468
Securities gains/(losses), net		87		17		2,551		(3,023)		88
(Loss) on sale of business operations and assets, net		-		-		-,JJ1 -		(3,023)		-
Total non-interest income		21,406		17,512		21,722		15,775		20.034
Total net revenue from continuing operations		118,277		109,107		107,181		108,541		108,419
Provision for loan losses		22,600		3,467		4,001		6,716		6,628
Non-interest expense from continuing operations		22,000		3,407		4,001		0,710		0,028
Compensation and benefits		37,272		34,779		33,500		34,927		31,746
Occupancy and equipment		9,893		9,449		9,446		9,366		9,145
Technology and communications		6,849		6,715		6,257		6,103		7,507
Marketing and promotion		1,006		1,155		1,267		1,224		1,167
Professional services		2,282		3,953		2,275		3,302		1,481
FDIC premiums and assessments		2,202		1,751		1,639		1,488		1,640
Other real estate owned and foreclosures		150		(2)		2		1,100		(1)
Amortization of intangible assets		1,526		1,475		1,200		1,202		1,218
Merger, restructuring and other expense		4,163		11,155		7,015		16,006		198
Other		7,870		6,138		9,390		6,754		5,526
Total non-interest expense		71,011		76,568		71,991		80,373		59,627
-										
Income from continuing operations before income taxes	\$	24,666	\$	29,072	\$	31,189	\$	21,452	\$	42,164
Income tax expense		4,007		5,118		6,917		4,384		9,095
Net income from continuing operations	\$	20,659	\$	23,954	\$	24,272	\$	17,068	\$	33,069
Income/(loss) from discontinued operations before income taxes	\$	2,747	\$	2,082	\$	(854)	\$	(3,884)	\$	(1,147)
Income tax expense/(benefit)		790		588		(217)		(1,075)		(305)
Net income/(loss) from discontinued operations	\$	1,957	\$	1,494	\$	(637)	\$	(2,809)	\$	(842)
Net income	\$	22,616	\$	25,448	\$	23,635	\$	14,259	\$	32,227
Preferred stock dividend		240		240		240		229		230
Income available to common shareholders	\$	22,376	\$	25,208	\$	23,395	\$	14,030	\$	31,997
income available to common shareholders	Ψ	22,370	Ψ	23,200	Ψ	23,373	Ψ	14,030	Ψ	31,777
Basic earnings per common share:										
Continuing Operations	\$	0.40	\$	0.49	\$	0.52	\$	0.37	\$	0.72
Discontinued Operations	Ψ	0.40	Ψ	0.43	Ψ	(0.01)	Ψ	(0.06)	Ψ	(0.02)
Total	\$	0.04	\$	0.52	\$	0.51	\$	0.31	\$	0.70
	Ψ	U. TT	Ψ	0.52	Ψ	0.51	Ψ	0.51	Ψ	0.70
Diluted earnings per common share:										
Continuing Operations	\$	0.40	\$	0.49	\$	0.52	\$	0.37	\$	0.72
Discontinued Operations	φ		Ф		Ф	(0.01)	Φ		Φ	
*		0.04		0.03				(0.06)	_	(0.02)
Total	\$	0.44	\$	0.52	\$	0.51	\$	0.31	\$	0.70
Weighted average shares outstanding:										
Weighted average shares outstanding:		51 422		19.061		46 112		16.061		46.020
Weighted average shares outstanding: Basic Diluted		51,422 51,545		48,961 49,114		46,113 46,261		46,061 46,240		46,030 46,263



		Quarters Ended		
Sept. 30,	June 30,	March 31,	Dec. 31,	Sept. 30,
2019	2019	2019	2018	2018
4.92 %	5.01 %	4.91 %	5.40 %	4.67 %
5.58	5.79	5.83	5.97	6.22
3.73	3.74	3.74	3.72	3.66
4.55	4.52	4.45	4.52	4.27
4.67	4.76	4.73	4.94	4.66
3.41	3.38	3.46	3.34	3.32
4.11	3.37	3.59	3.74	3.82
4.45	4.51	4.49	4.64	4.41
0.61	0.66	0.65	0.59	0.58
1.27	1.27	1.23	1.10	0.92
0.13	0.15	0.18	0.16	0.15
2.02	2.06	2.07	1.93	1.76
1.43	1.44	1.44	1.31	1.18
3.12	2.92	2.85	2.67	2.42
1.57	1.66	1.65	1.55	1.38
2.88	2.85	2.84	3.09	3.03
3.22	3.19	3.17	3.41	3.32
1.32	1.41	1.41	1.31	1.16
1.18	1.18	1.19	1.07	0.96
	2019  4.92 % 5.58 3.73 4.55 4.67 3.41 4.11 4.45  0.61 1.27 0.13 2.02 1.43 3.12 1.57  2.88 3.22  1.32	2019     2019       4.92     %     5.01     %       5.58     5.79       3.73     3.74       4.55     4.52       4.67     4.76       3.41     3.38       4.11     3.37       4.45     4.51       0.61     0.66       1.27     1.27       0.13     0.15       2.02     2.06       1.43     1.44       3.12     2.92       1.57     1.66       2.88     2.85       3.22     3.19       1.32     1.41	Sept. 30, 2019         June 30, 2019         March 31, 2019           4.92 % 5.01 % 5.83         5.79 5.83           3.73 3.74 3.74         3.74 3.74           4.55 4.52 4.45         4.67 4.76 4.73           3.41 3.38 3.46         3.41 3.37 3.59           4.45 4.51 4.51 4.49         4.51 5.1           0.61 0.66 0.65 1.27 1.27 1.23 0.13 0.15 0.18         0.15 0.18           2.02 2.06 2.07 1.43 1.44 1.44 1.44 3.12 2.92 2.85 1.57 1.66 1.65         1.65 1.65           2.88 2.85 2.85 2.84 3.22 3.19 3.17         1.32 1.41 1.41	Sept. 30, 2019         June 30, 2019         March 31, 2019         Dec. 31, 2018           4.92 %         5.01 %         4.91 %         5.40 %           5.58         5.79         5.83         5.97           3.73         3.74         3.74         3.72           4.55         4.52         4.45         4.52           4.67         4.76         4.73         4.94           3.41         3.38         3.46         3.34           4.11         3.37         3.59         3.74           4.45         4.51         4.49         4.64           0.61         0.66         0.65         0.59           1.27         1.27         1.23         1.10           0.13         0.15         0.18         0.16           2.02         2.06         2.07         1.93           1.43         1.44         1.44         1.31           3.12         2.92         2.85         2.67           1.57         1.66         1.65         1.55           2.88         2.85         2.84         3.09           3.22         3.19         3.17         3.41           1.32         1.41         1.41

<sup>(1)</sup> Cost of funds includes all deposits and borrowings.



#### AVERAGE BALANCES - UNAUDITED - (F-7)

					(	Quarters Ended				
	Sept. 30,			June 30,	March 31,	 Dec. 31,	Sept. 30,			
(in thousands)		2019		2019		2019	 2018		2018	
Assets										
Loans										
Commercial real estate	\$	3,998,144	\$	3,716,130	\$	3,377,902	\$ 3,373,936	\$	3,331,097	
Commercial and industrial loans		1,951,205		2,056,384		1,986,792	1,921,361		1,824,369	
Residential mortgages		2,849,216		2,711,348		2,556,299	2,539,592		2,459,943	
Consumer loans		1,035,893		1,064,579		1,079,583	1,112,433		1,120,942	
Total loans (1)		9,834,458		9,548,441		9,000,576	8,947,322		8,736,351	
Securities (2)		1,846,985		1,893,298		1,895,768	1,933,891		1,928,851	
Short-term investments and loans held for sale		309,897		117,029		67,367	51,827		47,752	
Total earning assets (3)		11,991,340		11,558,768		10,963,711	10,933,040		10,712,954	
Goodwill and other intangible assets		603,762		555,606		550,966	552,206		554,359	
Other assets		668,218		593,917		557,442	494,377		501,739	
Assets from discontinued operations		204,339		192,466		115,721	 101,464		141,443	
Total assets	\$	13,467,659	\$	12,900,757	\$	12,187,840	\$ 12,081,087	\$	11,910,495	
Liabilities and shareholders' equity										
Deposits										
NOW and other	\$	1,111,637	\$	1,053,335	\$	963,043	\$ 920,225	\$	844,888	
Money market		2,624,639		2,474,071		2,378,496	2,339,699		2,348,516	
Savings		838,445		780,797		736,707	728,853		740,765	
Time		4,158,688		3,593,022		3,429,375	3,229,521		3,274,518	
Total interest-bearing deposits		8,733,409		7,901,225		7,507,621	7,218,298		7,208,687	
Borrowings		805,035		1,415,614		1,351,834	1,566,478		1,363,914	
Total interest-bearing liabilities		9,538,444		9,316,839		8,859,455	8,784,776		8,572,601	
Non-interest-bearing demand deposits		1,864,964		1,673,560		1,538,767	1,579,013		1,635,564	
Other liabilities		267,922		215,704		192,119	127,370		132,521	
Liabilities from discontinued operations		28,206		18,434		13,962	8,854		11,880	
Total liabilities		11,699,536		11,224,537		10,604,303	10,500,013		10,352,566	
Preferred shareholders' equity		40,633		40,633		40,633	40,633		40,633	
Common shareholders' equity		1,727,490		1,635,587		1,542,904	1,540,441		1,517,296	
Total shareholders' equity		1,768,123		1,676,220		1,583,537	1,581,074		1,557,929	
Total liabilities and shareholders' equity	\$	13,467,659	\$	12,900,757	\$	12,187,840	\$ 12,081,087	\$	11,910,495	
Supplementary data		. 100		F.001 = 15		# <b>~1</b> = 0.15		•		
Total average non-maturity deposits	\$	6,439,685	\$	5,981,763	\$	5,617,013	\$ 5,567,790	\$	5,569,733	
Total average deposits		10,598,373		9,574,785		9,046,388	8,797,311		8,844,251	
Fully taxable equivalent income adjustment		1,826		1,882		1,809	1,763		1,807	
Total average tangible equity (4)		1,164,361		1,120,614		1,032,571	1,028,868		1,003,570	

<sup>(1)</sup> Total loans include non-accruing loans.

<sup>(2)</sup> Average balances for securities available-for-sale are based on amortized cost.

<sup>(3)</sup> Excludes discontinued operations for presentation purposes. Performance ratios are calculated including the impact of discontinued operations.

<sup>(4)</sup> See page F-9 for details on the calculation of total average tangible equity.



	At or for the Quarters Ended									
	5	Sept. 30,	J	une 30,	M	arch 31,	Ι	Dec. 31,	S	ept. 30,
(in thousands)		2019		2019		2019		2018		2018
NON-PERFORMING ASSETS										
Non-accruing loans:										
Commercial real estate	\$	15,829	\$	19,366	\$	18,513	\$	20,371	\$	22,639
Commercial and industrial loans		12,224		9,256		5,614		6,003		4,914
Residential mortgages		3,062		3,579		2,341		2,217		2,683
Consumer loans		5,191		3,570		4,038		3,834		4,401
Total non-accruing loans		36,306		35,771		30,506		32,425		34,637
Other real estate owned		-		154		-		-		-
Repossessed assets		1,003		874		742		1,209		1,069
Total non-performing assets	\$	37,309	\$	36,799	\$	31,248	\$	33,634	\$	35,706
Total non-accruing loans/total loans		0.37%		0.36%		0.34%		0.36%		0.39%
Total non-performing assets/total assets		0.28%		0.27%		0.26%		0.28%		0.30%
PROVISION AND ALLOWANCE FOR LOAN LOSSES										
Balance at beginning of period	\$	62,156	\$	62,038	\$	61,469	\$	58,457	\$	55,925
Charged-off loans		(23,524)		(3,966)		(4,579)		(4,029)		(4,471)
Recoveries on charged-off loans		998		617		1,147		325		375
Net loans charged-off		(22,526)		(3,349)		(3,432)		(3,704)		(4,096)
Provision for loan losses		22,600		3,467		4,001		6,716		6,628
Balance at end of period	\$	62,230	\$	62,156	\$	62,038	\$	61,469	\$	58,457
Allowance for loan losses/total loans		0.64%		0.63%		0.69%		0.68%		0.66%
Allowance for loan losses/non-accruing loans		171%		174%		203%		190%		169%
NET LOAN CHARGE-OFFS										
Commercial real estate	\$	(2,759)	\$	(1,235)	\$	(752)	\$	(1,357)	\$	(3,074)
Commercial and industrial loans		(18,850)		(995)		(1,580)		(1,538)		(189)
Residential mortgages		(140)		(139)		(95)		(108)		61
Home equity		(71)		(300)		(257)		(116)		(242)
Auto and other consumer		(706)		(680)		(748)		(585)		(652)
Total, net	\$	(22,526)	\$	(3,349)	\$	(3,432)	\$	(3,704)	\$	(4,096)
Net charge-offs (QTD annualized)/average loans		0.92%		0.14%		0.15%		0.17%		0.19%
Net charge-offs (YTD annualized)/average loans		0.41%		0.15%		0.15%		0.18%		0.19%
DELINQUENT AND NON-ACCRUING LOANS/TOTAL	LOA	NS								
30-89 Days delinquent		0.26%		0.20%		0.22%		0.27%		0.38%
90+ Days delinquent and still accruing		0.29%		0.28%		0.23%		0.22%		0.22%
Total accruing delinquent loans		0.55%		0.48%		0.45%		0.49%		0.60%
Non-accruing loans		0.37%		0.36%		0.34%		0.36%		0.39%
Total delinquent and non-accruing loans		0.92%		0.84%		0.79%		0.85%		0.99%



#### RECONCILIATION OF NON-GAAP FINANCIAL MEASURES AND SUPPLEMENTARY DATA- UNAUDITED - (F-9)

		At or for the Quarte						s End	ed		
		Ş	Sept. 30,	]	June 30,	N	Iarch 31,	]	Dec. 31,	5	Sept. 30,
(in thousands)			2019		2019		2019		2018		2018
Net income		\$	22,616	\$	25,448	\$	23,635	\$	14,259	\$	32,227
Adj: Net securities (gains)/losses (1)			(87)		(17)		(2,551)		3,023		(88)
Adj: Net (gains) on sale of business operations and assets			-				-				-
Adj: Merger and acquisition expense			3,802		9,711		1,609		2,792		198
Adj: Restructuring expense and other expense			361		1,444		5,406		1,822		-
Adj: Legal settlements			-		-		-		3,000		-
Adj: Systems vendor restructuring costs			(2.747)		(2.002)		054		8,379		1 147
Adj: (Income)/loss from discontinued operations before income taxe	S		(2,747)		(2,082)		854		3,884		1,147
Adj: Income taxes Total core income (2)	(A)	\$	(281)	\$	(2,385)	\$	(1,223) 27,730	\$	(5,185)	\$	(397)
Total core meonic (2)	(11)	Ψ	23,004	Ψ	32,117	Ψ	21,130	Ψ	31,774	Ψ	33,007
Total revenue from continuing operations		\$	118,277	\$	109,107	\$	107,181	\$	108,541	\$	108,419
Adj: Net securities (gains)/losses (1)			(87)		(17)		(2,551)		3,023		(88)
Adj: Net (gains) on sale of business operations and assets			-		-		-		-		-
Total core revenue (2)	(B)	\$	118,190	\$	109,090	\$	104,630	\$	111,564	\$	108,331
Total non-interest expense from continuing operations		\$	71,011	\$	76,568	\$	71,991	\$	80,373	\$	59,627
Less: Merger, restructuring and other expense (see above)			(4,163)	·	(11,155)		(7,015)	·	(4,614)		(198)
Less: Legal settlements			-		-		-		(3,000)		-
Less: Systems vendor restructuring costs			-		-		-		(8,379)		-
Core non-interest expense (2)	(C)	\$	66,848	\$	65,413	\$	64,976	\$	64,380	\$	59,429
(in millions, except per share data)											
Total average assets	(D)	\$	13,468	\$	12,901	\$	12,188	\$	12,081	\$	11,910
Total average shareholders' equity	(E)		1,768		1,676		1,584		1,581		1,558
Total average tangible shareholders' equity (2)	(F)		1,164		1,121		1,033		1,029		1,004
Total average tangible common shareholders' equity (2)	(G)		1,124		1,080		992		988		963
Total tangible shareholders' equity, period-end (2)(3)	(H)		1,170		1,176		1,026		1,001		979
Total tangible common shareholders' equity, period-end (2)(3)	(I)		1,130		1,136		986		961		939
Total tangible assets, period-end (2)(3)	(J)		12,930		13,051		11,623		11,660		11,477
Total common shares outstanding, period-end (thousands)	(K)		50,394		51,045		45,522		45,417		45,420
Average diluted shares outstanding (thousands)	(L)		51,545		49,114		46,261		46,240		46,263
Tiverage diffued shares outstanding (mousanus)	(L)		31,343		77,117		40,201		40,240		40,203
Core earnings per common share, diluted (2)	(A/L)	\$	0.46	\$	0.65	\$	0.60	\$	0.69	\$	0.72
Tangible book value per common share, period-end (2)	(I/K)		22.42		22.25		21.66		21.15		20.68
Total tangible shareholders' equity/total tangible assets (2)	(H)/(J)		9.05		9.01		8.83		8.59		8.53
Performance ratios (4)											
GAAP return on assets			0.67 %	ó	0.79 9	6	0.78		0.47	%	1.08 %
Core return on assets (2)			0.71		1.01		0.92		1.07		1.12
GAAP return on equity			5.12		6.07		5.97		3.61		8.27
Core return on equity (2)	(A/E)		5.35		7.67		7.00		8.09		8.49
Core return on tangible common equity (2)(5)	(A+O)/(G)		8.74		12.21		11.44		13.21		14.02
Efficiency ratio (2)(6)	(C-O)/(B+M+P)		53.37		56.41		59.54		54.88		52.20
Net interest margin			3.22		3.19		3.17		3.41		3.32
Supplementary data (in thousands)											
Tax benefit on tax-credit investments (7)	(M)	\$	2,382	\$	2,381	\$	684	\$	1,787	\$	1,374
Non-interest income charge on tax-credit investments (8)	(N)	+	(1,942)	Ψ	(1,938)	Ψ	(579)	Ψ	(1,610)	Ψ	(1,112)
Net income on tax-credit investments	(M+N)		440		443		105		177		262
	. ,										
Intangible amortization	(O)	\$	1,526	\$	1,475	\$	1,200	\$	1,202	\$	1,218
Fully taxable equivalent income adjustment	(P)		1,826		1,882		1,809		1,763		1,807

<sup>(1)</sup> Net securities (gains)/losses include the change in fair value of the Company's equity securities in compliance with the Company's adoption of ASU 2016-01.

<sup>(2)</sup> Non-GAAP financial measure.

<sup>(3)</sup> Total tangible shareholders' equity is computed by taking total shareholders' equity less the intangible assets at period-end.

Total tangible assets is computed by taking total assets less the intangible assets at period-end.

<sup>(4)</sup> Ratios are annualized and based on average balance sheet amounts, where applicable. Quarterly data may not sum to year-to-date data due to rounding.

<sup>(5)</sup> Core return on tangible equity is computed by dividing the total core income adjusted for the tax-effected amortization of intangible assets, assuming a 27% marginal rate, by tangible equity.

<sup>(6)</sup> Efficiency ratio is computed by dividing total core tangible non-interest expense by the sum of total net interest income on a fully taxable equivalent basis and total core non-interest income adjusted to include tax credit benefit of tax shelter investments. The Company uses this non-GAAP measure to provide important information regarding its operational efficiency.

<sup>(7)</sup> The tax benefit is the direct reduction to the income tax provision due to tax credits and deductions generated from investments in historic rehabilitation and low-income housing.

<sup>(8)</sup> The non-interest income charge is the reduction to the tax-advantaged investments, which are incurred as the tax credits are generated.



#### RECONCILIATION OF NON-GAAP FINANCIAL MEASURES AND SUPPLEMENTARY DATA - UNAUDITED - (F-10)

			At or for the Ni	ne Mont	hs Ended
			Sept. 30,	Ş	Sept. 30,
(Dollars in thousands)			2019		2018
Net income		\$	71,699	\$	91,506
Adj: Net securities(gains)/losses (1)			(2,655)		696
Adj: Net (gains) on sale of business operations and assets			-		(460)
Adj: Merger and acquisition expenses			15,122		6,138
Adj: Restructuring expense and other			7,211		-
Adj: (Income)/loss from discontinued operations before income taxes			(3,975)		883
Adj: Income taxes		_	(3,889)		(1,917)
Total core income (2)	(A)	\$	83,513	\$	96,846
Total rayanya from continuing aparations		\$	334,565	\$	321,983
Total revenue from continuing operations Adj: Net securities(gains)/losses (1)		Ф	(2,655)	Þ	521,965 696
Adj: Net (gains) on sale of business operations and assets			(2,033)		(460)
Total core revenue (2)	(B)	\$	331,910	\$	322,219
Total non-interest expense from continuing operations		\$	219,570	\$	186,520
Less: Merger, restructuring and other expense (see above)		Ψ	(22,333)	Ψ	(6,138)
Core non-interest expense (2)	(C)	\$	197,237	\$	180,382
	(0)	_	-> 1, 1	-	
(in millions, except per share data)	-	ф	12.055	ф	11.607
Total average assets	(D)	\$	12,857	\$	11,687
Total average shareholders' equity	(E)		1,677		1,534
Total average tangible shareholders' equity (2)	(F)		1,106		978
Total average tangible common shareholders' equity (2)	(G)		1,066		937
Total tangible shareholders' equity, period-end (2)(3)	(H)		1,170		979
Total tangible common shareholders' equity, period-end (2)(3)	(I)		1,130		939
Total tangible assets, period-end (2)(3)	(J)		12,930		11,477
Total common shares outstanding, period-end (thousands)	(K)		50,394		45,420
Average diluted shares outstanding (thousands)	(L)		48,987		46,226
Core earnings per common share, diluted (2)	(A/L)	\$	1.70	\$	2.08
Tangible book value per common share, period-end (2)	(I/K)		22.42		20.68
Total tangible shareholders' equity/total tangible assets (2)	(H)/(J)		9.05		8.53
Performance ratios (4)					
GAAP return on assets			0.74 %		1.05 %
Core return on assets (2)	(A/D)		0.88		1.12
GAAP return on equity			5.70		7.96
Core return on equity (2)	(A/E)		6.64		8.42
Core return on tangible common equity (2)(5)	(A+O)/(G)		10.74		14.07
Efficiency ratio (2)(6)	(C-O)/(B+M+P)		56.30		53.21
Net interest margin	(0 0)/(D:1111)		3.19		3.39
Supplementary data					
Tax benefit on tax-credit investments (7)	(M)	\$	5,447	\$	4,089
Non-interest income charge on tax-credit investments (8)	(N)		(4,459)	•	(3,212)
Net income on tax-credit investments	(M+N)		988		877
*					2.522
Intangible amortization	(0)		4,201		3,732
Fully taxable equivalent income adjustment	(P)		5,517		5,660

<sup>(1)</sup> Net securities (gains)/losses include the change in fair value of the Company's equity securities in compliance with the Company's adoption of ASU 2016-01.

<sup>(2)</sup> Non-GAAP financial measure.

<sup>(3)</sup> Total tangible shareholders' equity is computed by taking total shareholders' equity less the intangible assets at period-end. Total tangible assets is computed by taking total assets less the intangible assets at period-end.

<sup>(4)</sup> Ratios are annualized and based on average balance sheet amounts, where applicable. Quarterly data may not sum to year-to-date data due to rounding.

<sup>(5)</sup> Core return on tangible equity is computed by dividing the total core income adjusted for the tax-effected amortization of intangible assets, assuming a 27% marginal rate, by tangible equity.

<sup>(6)</sup> Efficiency ratio is computed by dividing total core tangible non-interest expense by the sum of total net interest income on a fully taxable equivalent basis and total core non-interest income adjusted to include tax credit benefit of tax shelter investments. The Company uses this non-GAAP measure to provide important information regarding its operational efficiency.

<sup>(7)</sup> The tax benefit is the direct reduction to the income tax provision due to tax credits and deductions generated from investments in historic rehabilitation and low-income housing.

<sup>(8)</sup> The non-interest income charge is the reduction to the tax-advantaged investments, which are incurred as the tax credits are generated.