

# Fourth Quarter 2017 Results

January 23, 2018

# Forward Looking Statements

This slide presentation and certain of our other filings with the Securities and Exchange Commission contain statements that constitute “forward-looking statements” within the meaning of, and subject to the protections of, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are forward-looking statements. You can identify these forward-looking statements through Synovus’ use of words such as “believes,” “anticipates,” “expects,” “may,” “will,” “assumes,” “should,” “predicts,” “could,” “should,” “would,” “intends,” “targets,” “estimates,” “projects,” “plans,” “potential” and other similar words and expressions of the future or otherwise regarding the outlook for Synovus’ future business and financial performance and/or the performance of the banking industry and economy in general. These forward-looking statements include, among others, statements on (1) future loan growth; (2) future deposit growth; (3) future net interest income and net interest margin; (4) future adjusted non-interest income; (5) future non-interest expense levels, efficiency ratios, and operating leverage; (6) future credit trends and key metrics; (7) future effective tax rates; (8) our strategy and initiatives for future growth, capital management, strategic transactions and our brand initiative; and (9) our assumptions underlying these expectations. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve known and unknown risks and uncertainties which may cause the actual results, performance or achievements of Synovus to be materially different from the future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements are based on the information known to, and current beliefs and expectations of, Synovus’ management and are subject to significant risks and uncertainties. Actual results may differ materially from those contemplated by such forward-looking statements. A number of factors could cause actual results to differ materially from those contemplated by the forward-looking statements in this presentation. Many of these factors are beyond Synovus’ ability to control or predict.

These forward-looking statements are based upon information presently known to Synovus’ management and are inherently subjective, uncertain and subject to change due to any number of risks and uncertainties, including, without limitation, the risks and other factors set forth in Synovus’ filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2016 under the captions “Cautionary Notice Regarding Forward-Looking Statements” and “Risk Factors” and in Synovus’ quarterly reports on Form 10-Q and current reports on Form 8-K. We believe these forward-looking statements are reasonable; however, undue reliance should not be placed on any forward-looking statements, which are based on current expectations and speak only as of the date that they are made. We do not assume any obligation to update any forward-looking statements as a result of new information, future developments or otherwise, except as otherwise may be required by law.

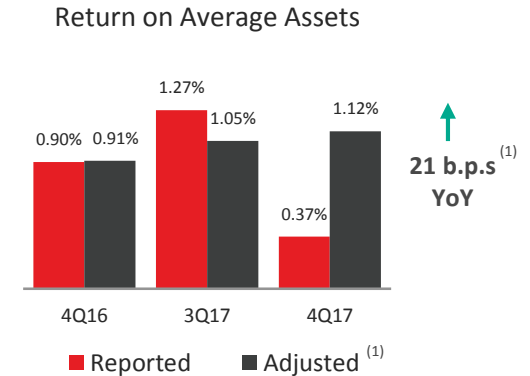
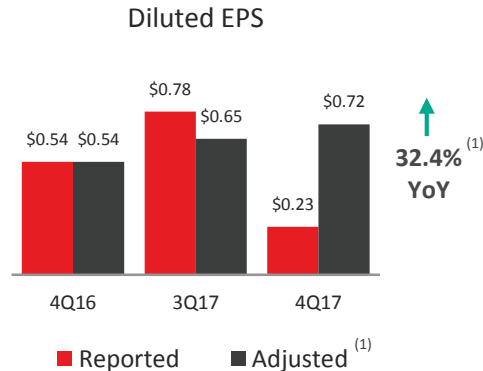
# Use of Non-GAAP Financial Measures

This slide presentation contains certain non-GAAP financial measures determined by methods other than in accordance with generally accepted accounting principles. Such non-GAAP financial measures include the following: adjusted diluted earnings per share; adjusted return on average assets; adjusted return on average common equity; adjusted return on average tangible common equity; average loan growth excluding transfers to held-for-sale; average core deposits; average core transaction deposits; cost of interest bearing core deposits; adjusted non-interest income; adjusted non-interest expense; adjusted efficiency ratio; tangible common equity ratio; and common equity Tier 1 (CET1) ratio (fully phased-in). The most comparable GAAP measures to these measures are diluted earnings per share; return on average assets; return on average common equity; loan growth; total average deposits; effective cost of funds; total non-interest income; total non-interest expense; efficiency ratio; total shareholders’ equity to total assets ratio; and CET1 ratio, respectively. Management uses these non-GAAP financial measures to assess the performance of Synovus’ business and the strength of its capital position. Management believes that these non-GAAP financial measures provide meaningful additional information about Synovus to assist management, investors, and bank regulators in evaluating Synovus’ operating results, financial strength, the performance of its business and the strength of its capital position. However, these non-GAAP financial measures have inherent limitations as analytical tools and should not be considered in isolation or as a substitute for analyses of operating results or capital position as reported under GAAP. The non-GAAP financial measures should be considered as additional views of the way our financial measures are affected by significant items and other factors, and since they are not required to be uniformly applied, they may not be comparable to other similarly titled measures at other companies. Adjusted diluted earnings per share, adjusted return on average assets, and adjusted return on average common equity are measures used by management to evaluate operating results exclusive of items that are not indicative of ongoing operations and impact period-to-period comparisons. Adjusted return on average tangible common equity is a measure used by management to compare Synovus’ performance with other financial institutions because it calculates the return available to common shareholders without the impact of intangible assets and their related amortization, thereby allowing management to evaluate the performance of the business consistently. Loan growth excluding transfers to held-for-sale is a measure used by management to evaluate organic loan growth exclusive of loans transferred to held-for-sale. Average core deposits and average core transaction deposits are measures used by management to evaluate organic growth of deposits and the quality of deposits as a funding source. The cost of interest bearing core deposits is a measure used to evaluate the cost of deposits as a funding source exclusive of brokered deposits and non-interest bearing deposits. Adjusted non-interest income is a measure used by management to evaluate non-interest income exclusive of net investment securities gains/losses and changes in fair value of private equity investments, net, and the Cabela’s transaction fee. Adjusted non-interest expense and the adjusted efficiency ratio are measures utilized by management to measure the success of expense management initiatives focused on reducing recurring controllable operating costs. The tangible common equity ratio is used by management and bank regulators to assess the strength of our capital position. The computations of the non-GAAP financial measures used in this slide presentation are set forth in the Appendix to this slide presentation.

# 4Q17 Highlights

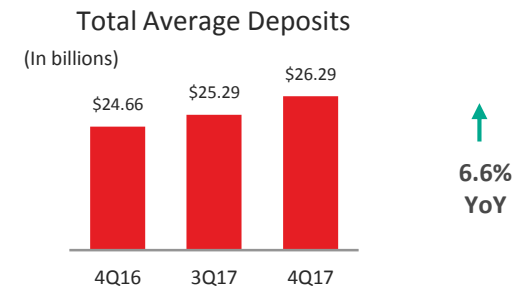
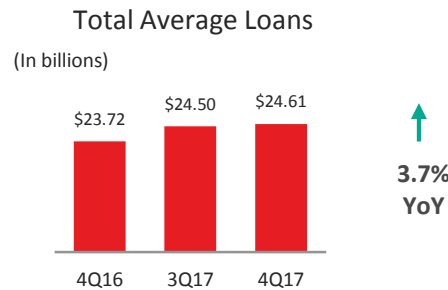
## Profitability

- Diluted EPS of \$0.23, compared to \$0.78 in 3Q17 and \$0.54 in 4Q16
  - Adjusted diluted EPS<sup>(1)</sup> of \$0.72, up 10.7% vs. 3Q17 and 32.4% vs. 4Q16
- ROA of 0.37%, down 90 b.p.s vs. 3Q17 and 53 b.p.s vs. 4Q16
  - Adjusted ROA<sup>(1)</sup> of 1.12%, up 7 b.p.s vs. 3Q17 and 21 b.p.s vs. 4Q16



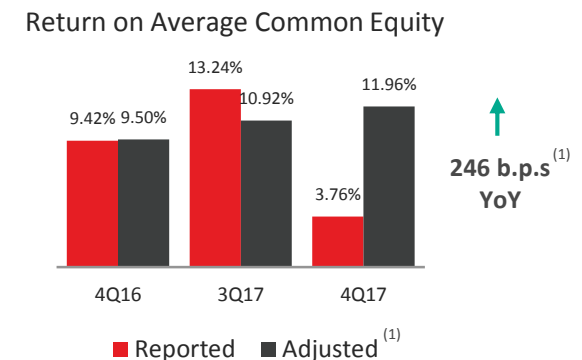
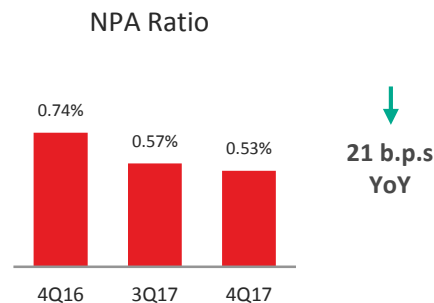
## Balance Sheet Growth

- Total average loans grew \$111.7 million or 1.8%<sup>(2)</sup> vs. 3Q17 and \$888.7 million or 3.7% vs. 4Q16
- Total average deposits grew \$999.0 million or 15.7%<sup>(2)</sup> vs. 3Q17 and \$1.62 billion or 6.6% vs. 4Q16



## Credit Quality and Capital Management

- NPA ratio of 0.53% improved 21 b.p.s from 4Q16
- Return on average common equity of 3.76%; includes 640 b.p.s decline from Tax Reform effects
  - Adjusted ROE<sup>(1)</sup> of 11.96% increased 246 b.p.s vs. 4Q16
  - Adjusted ROATCE<sup>(1)</sup> of 12.26% increased 257 b.p.s vs. 4Q16



(1) Non-GAAP financial measure; see appendix for applicable reconciliation.

(2) Annualized

# 4Q17 Items Excluded from Adjusted EPS and Other Select Items

(in millions, except per share data)

## 4Q17 Items Excluded from Adjusted EPS<sup>(1)</sup>

	Increase/(decrease) in	
	Pre-tax Earnings	After-tax Earnings
Income tax expense related to effects of Federal Tax Reform <sup>(2)</sup>	N/A	(\$47.2)
Income tax benefit related to pre-2017 R&D credits and state taxes	N/A	\$4.8
Increase in earnout liability related to Global One acquisition <sup>(3)</sup>	(\$1.7)	(\$1.7)
Loss on early extinguishment of debt	(\$23.2)	(\$14.6)
Other	(\$0.5)	(\$0.3)
<b>Net impact to 4Q17 earnings</b>	<b>(\$25.4)</b>	<b>(\$59.0)</b>
<b>Net impact to 4Q17 diluted EPS</b>		<b>(\$0.49)</b>

## 4Q17 Select Items<sup>(4)</sup>

	Increase/(decrease) in	
	Pre-tax Earnings	After-tax Earnings
Income tax benefit related to 2017 state taxes	N/A	\$4.6
Asset impairment charges related to other assets held for sale	(\$2.5)	(\$1.6)
One-time \$1,000 cash award to non-bonus plan participants	(\$3.3)	(\$2.1)
<b>Net impact to 4Q17 earnings</b>	<b>(\$5.8)</b>	<b>\$0.9</b>
<b>Net impact to 4Q17 diluted EPS</b>		<b>\$0.01</b>

(1) Adjusted EPS is a non-GAAP financial measure. See appendix for adjusted EPS reconciliation.

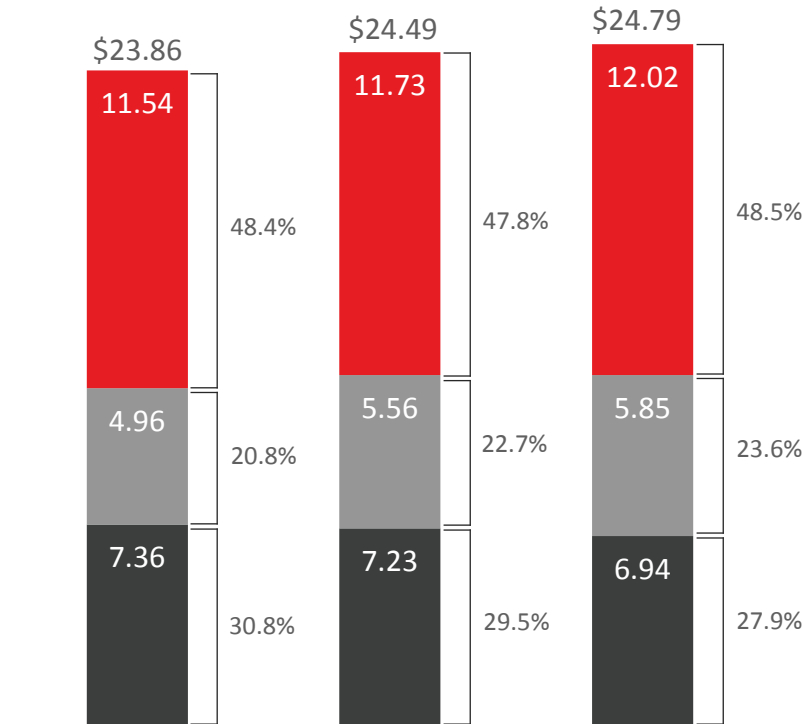
(2) Certain components related to the Federal Tax Reform impact are considered reasonable estimates or provisional amounts as defined by SEC Staff Accounting Bulletin No. 118. These amounts could be adjusted during the measurement period ending December 31, 2018. See slide 17 in the appendix for additional information.

(3) Increase in fair value of earnout liability is due to the change in the enacted Federal income tax rate to 21% which results in an increase to the estimated earnout payments pursuant to the merger agreement.

(4) Items are included in the computation of adjusted EPS.

# Loans

(in billions)



(in millions)

	4Q16	3Q17	4Q17
Sequential quarter loan growth:	\$593.5	\$56.8	\$300.1

■ CRE ■ Consumer ■ C&I

- Sequential quarter growth of \$300.1 million or 4.9%<sup>(1)</sup> vs. 3Q17
  - C&I up \$297.7 million or 10.1%<sup>(1)</sup>
  - Consumer up \$296.3 million or 21.2%<sup>(1)</sup>
  - CRE down \$292.8 million or 16.1%<sup>(1)</sup>
- Year-over growth of \$931.1 million or 3.9%
  - C&I up \$479.8 million or 4.2%
  - Consumer up \$889.4 million or 17.9%
  - CRE down \$438.8 million or 6.0%
- Total average loan growth of \$111.7 million or 1.8%<sup>(1)</sup> vs. 3Q17 and \$888.7 million or 3.7% vs. 4Q16
  - Sequential quarter growth, excluding 3Q17 transfers to held for sale<sup>(2)</sup>, of \$189.5 million or 3.1%<sup>(1)</sup>

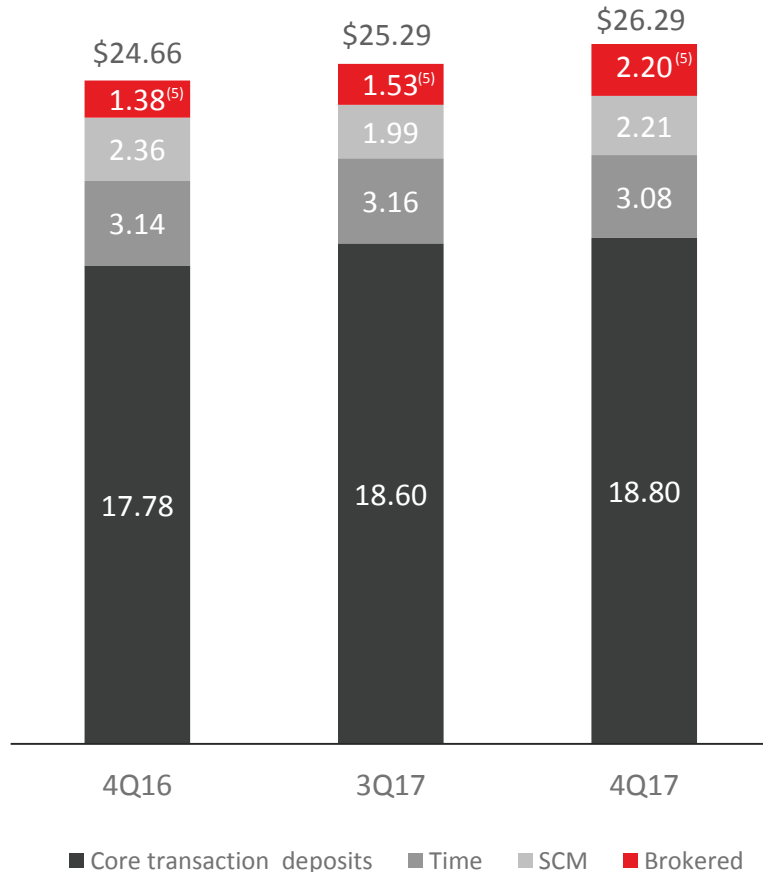
(1) Annualized

(2) Non-GAAP financial measure; see appendix for applicable reconciliation.

# Deposits

## Total Average Deposits

(in billions)

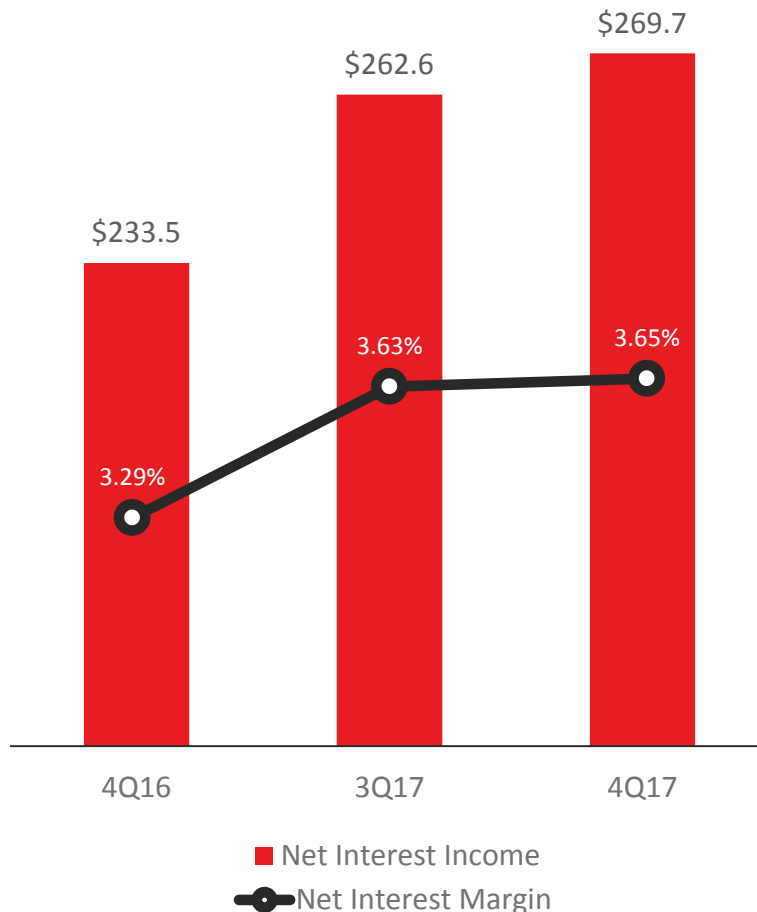


- 4Q17 total average deposits of \$26.29 billion increased \$999.1 million or 15.7%<sup>(1)</sup> vs. 3Q17
  - 4Q17 average core deposits<sup>(2)(3)</sup> increased \$331.6 million or 5.5%<sup>(1)</sup> vs. 3Q17
  - Average core transaction deposits<sup>(2)(4)</sup>, of \$18.80 billion increased \$188.6 million or 4.0%<sup>(1)</sup> vs. 3Q17
- 4Q17 total average deposits increased \$1.62 billion or 6.6% vs. 4Q16
  - Average core transaction deposits<sup>(2)(3)</sup> increased \$1.02 billion or 5.7% vs. 4Q16
- Continue to enhance deposit mix with average non-interest bearing deposits increasing \$139.2 million or 8.3%<sup>(1)</sup> vs. 3Q17 and \$390.0 million or 6.3% vs. 4Q16

(1) Annualized  
 (2) Non-GAAP financial measure; see appendix for applicable reconciliation.  
 (3) Core deposits consist of total deposits excluding brokered deposits.  
 (4) Core transaction accounts consist of non-interest bearing, NOW/savings, and money market deposits excluding SCM deposits.  
 (5) Brokered deposits include a bank deposit sweep product offered to Synovus Securities customers. Average balances of these accounts totaled \$326.9 million, \$328.3 million, and \$313.7 million for 4Q17, 3Q17, and 4Q16, respectively. Effective September 25, 2017, brokered deposits reflect the addition of the \$1.1 billion in acquired WFB deposits. This addition increased 4Q17 and 3Q17 average brokered deposits by \$1.1 billion and \$72 million, respectively.

# Net interest income

(dollars in millions)



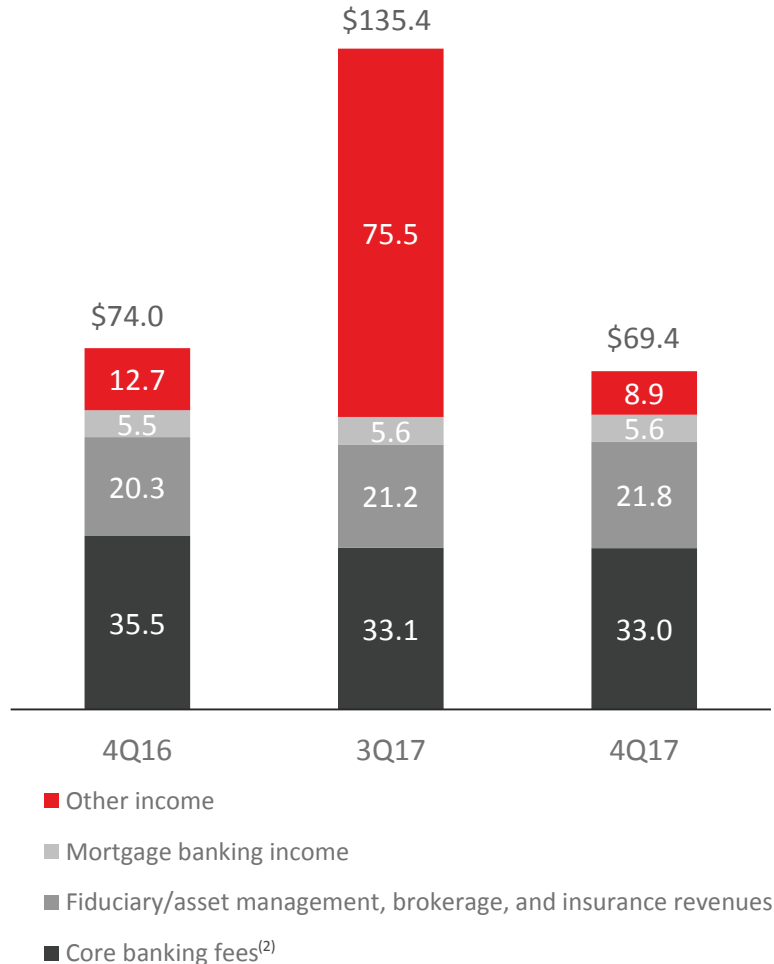
- Net interest income of \$269.7 million increased \$7.14 million or 2.7% vs. 3Q17 and 15.5% vs. 4Q16
- Net interest margin of 3.65% up 2 b.p.s vs. 3Q17
  - Yield on earning assets of 4.15% up 4 b.p.s from 3Q17
    - Yield on loans of 4.55% up 6 b.p.s from 3Q17
  - Effective cost of funds of 0.50%<sup>(1)</sup> up 2 b.p.s from 3Q17
    - Cost of interest bearing core deposits<sup>(2)</sup> of 0.42% up 1 b.p. from 3Q17

(1) See slide 30 in the appendix for computation.

(2) Non-GAAP financial measure; see appendix for applicable reconciliation.

# Non-interest income

(in millions)



- 4Q17 non-interest income of \$69.4 million decreased \$66.1 million vs. 3Q17 and \$4.7 million vs. 4Q16
  - 3Q17 other income includes \$75.0 million Cabela’s transaction fee, partially offset by \$8.0 million in investment securities losses
  - 4Q16 other income includes investment securities gains of \$5.9 million
- Adjusted non-interest income<sup>(1)</sup> of \$69.3 million increased \$834 thousand or 1.2% vs. 3Q17 and \$632 thousand or 0.9% vs. 4Q16
- Core banking fees of \$33.0 million declined \$121 thousand or 0.4% vs. 3Q17 and decreased \$2.4 million or 6.9% vs. 4Q16
  - The sequential quarter decline reflects a \$302 thousand decrease in service charges on deposit accounts, partially offset by a \$281 thousand increase in SBA/GGL gains to \$1.5 million.
- Fiduciary/asset management, brokerage, and insurance revenues of \$21.8 million increased \$599 thousand or 2.8% vs. 3Q17 and \$1.44 million or 7.1% vs. 4Q16
  - Assets under management of \$13.98 billion increased 22.7% vs. 4Q16

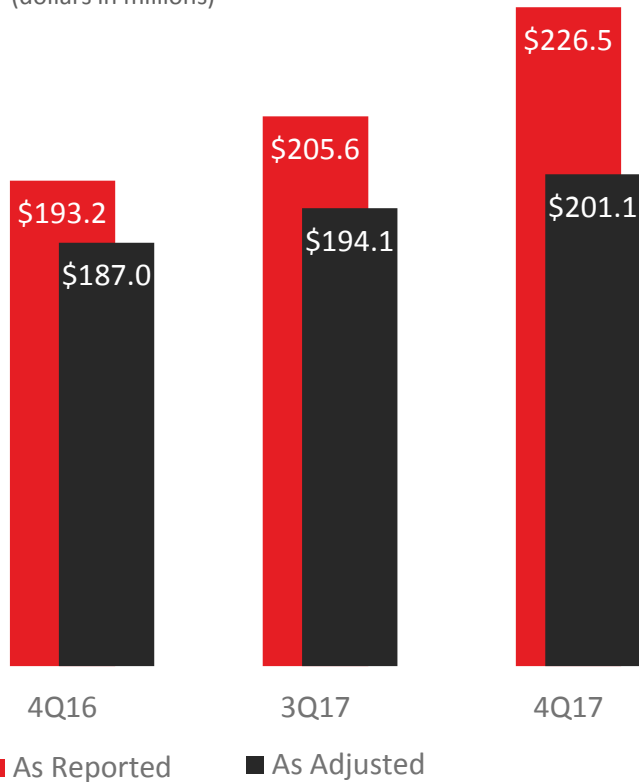
(1) Non-GAAP financial measure; see appendix for applicable reconciliation.

(2) Include service charges on deposit accounts, bankcard fees, letter of credit fees, ATM fee income, line of credit non-usage fees, gains from sales of government guaranteed loans, and miscellaneous other service charges.



# Non-interest expense

(dollars in millions)



Efficiency Ratio	63.98%	50.62%	66.77%
Adjusted Efficiency Ratio <sup>(1)</sup>	61.81%	58.59%	59.29%

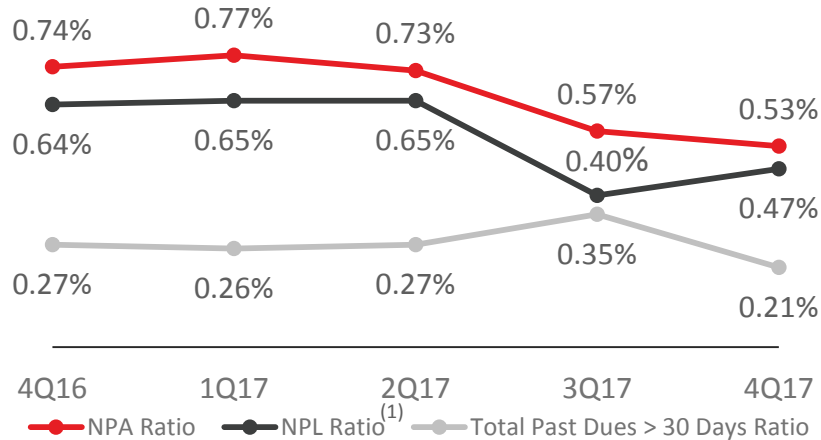
- 4Q17 non-interest expense of \$226.5 million increased \$20.9 million or 10.2% vs. 3Q17 and increased 17.2% vs. 4Q16
- 4Q17 adjusted non-interest expense<sup>(1)</sup> of \$201.1 million increased \$7.0 million or 3.6% vs. 3Q17 and increased \$14.1 million or 7.6% vs. 4Q16
  - Sequential quarter increase driven by \$4.5 million increase in advertising, one-time \$1 thousand cash award to non-bonus plan participants (\$3.3 million), and asset impairment charges on held for sale assets (\$2.5 million)
- 4Q17 efficiency ratio of 66.77%; compared to 63.98% in 4Q16
  - \$23.2 million loss on early extinguishment of debt increased 4Q17 efficiency ratio by 683 b.p.s
- 4Q17 adjusted efficiency ratio<sup>(1)</sup> of 59.29%; improved from 61.81% in 4Q16

(1) Non-GAAP financial measure; see appendix for applicable reconciliation.

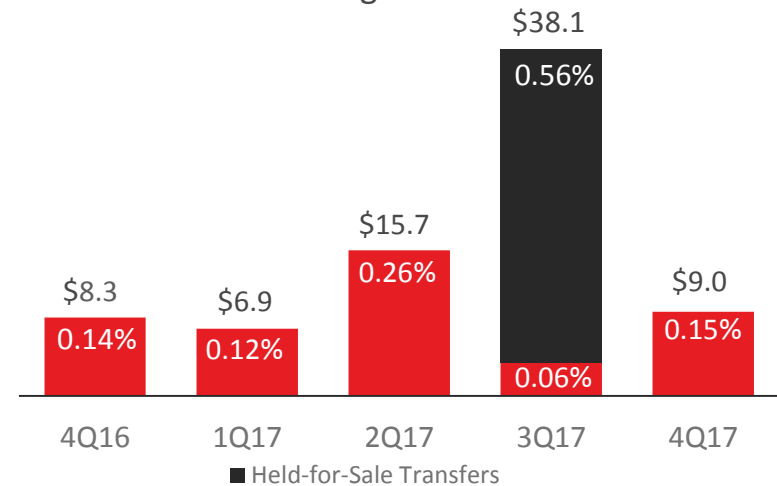
# Credit quality

(dollars in millions)

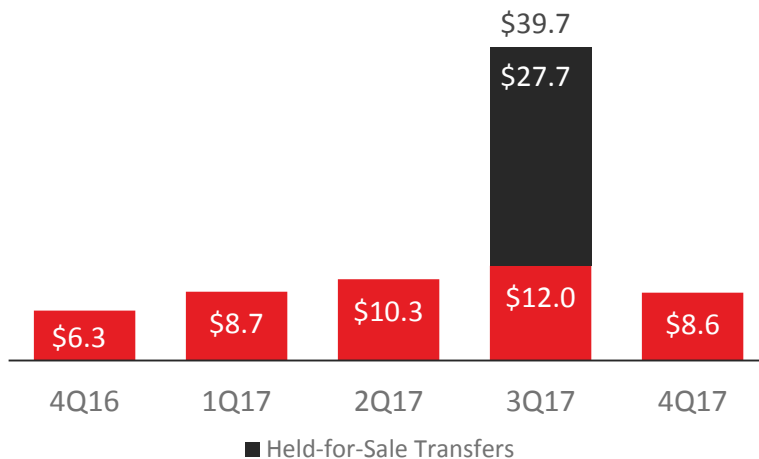
NPA, NPL, and Past Due Ratios



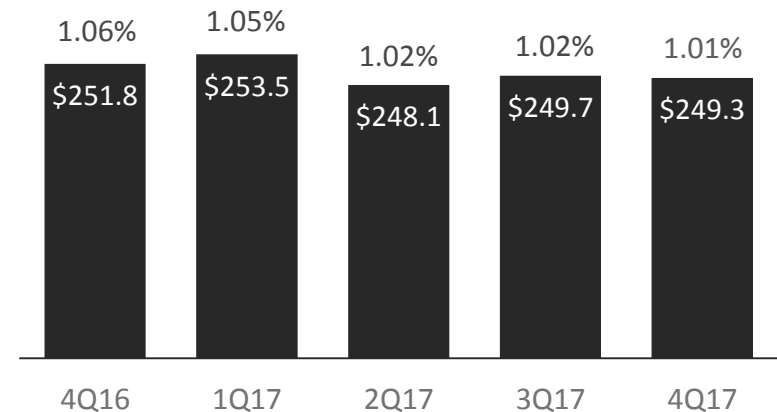
Net Charge-offs<sup>(2)</sup>



Provision Expense



Allowance for Loan Losses



(1) Excludes impaired loans held for sale

(2) Net charge-off ratio is as a percentage of average total loans, annualized.

# Capital ratios

	4Q16	3Q17	4Q17
Common equity Tier 1 ratio	9.96%	10.06	9.99 <sup>(1)(4)</sup>
Tier 1 capital ratio	10.07	10.43	10.38 <sup>(1)(4)</sup>
Total risk-based capital ratio	12.01	12.30	12.23 <sup>(1)(4)</sup>
Leverage ratio	8.99	9.34	9.19 <sup>(4)</sup>
Tangible common equity ratio <sup>(2)</sup>	9.09	8.88	8.88
Disallowed deferred tax asset <sup>(3)</sup> (in millions)	\$218.3	112.7	70.4 <sup>(1)</sup>

- 4Q17 common equity Tier 1 ratio on a fully phased-in basis estimated at 9.88%<sup>(1)(2)</sup>
- Completed \$39.2 million in common share repurchases during the quarter and \$175.1 million for the year

(1) Preliminary

(2) Non-GAAP financial measure; see appendix for applicable reconciliation.

(3) Tier 1 capital disallowed deferred tax asset; CET1 disallowed deferred tax asset is \$56.3 million at December 31, 2017 compared to \$90.2 million at September 30, 2017 and \$131.0 million at December 31, 2016.

(4) The FASB has issued a proposal which would require reclassification from accumulated other comprehensive income to retained earnings of stranded tax effects solely related to the newly-enacted reduction in the Federal corporate income tax rate. If such proposal is approved, it would increase Synovus' regulatory capital by \$7.8 million at December 31, 2017, resulting in a 3 b.p. increase to CET1, Tier 1 Capital, and Total Risk Based Capital ratios, as well as a 2 b.p. increase to the Leverage ratio.

## Capital management – new \$150 million share repurchase program and 67% dividend increase

### 2017 Capital Actions

- Repurchased \$175 million in common stock (4.0 million shares at average price of \$43.53)
  - Share count reduced by 3.3%\*
- Returned \$244.5 million to common shareholders during the year with repurchases of \$175.1 million in common stock and \$69.4 million in common dividends

### 2018 Capital Actions

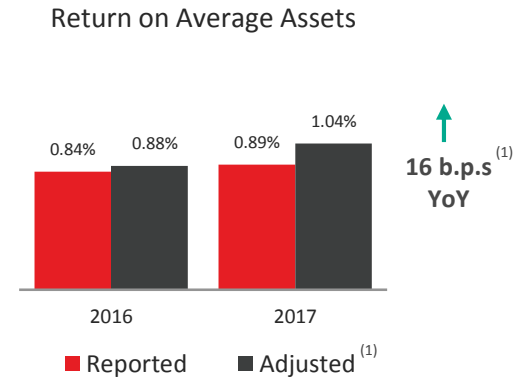
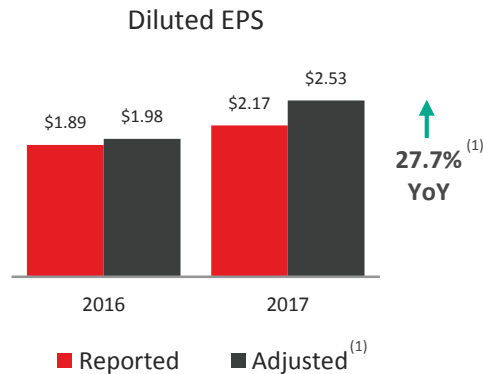
- The Board of Directors authorized a share repurchase program of up to \$150 million to be completed during 2018
  - Size of repurchases will be based upon loan growth, liquidity, and capital optimization
- The Board of Directors approved a 67% increase in the quarterly common stock dividend to \$0.25 per share
  - Dividend increase will be effective with the quarterly dividend payable in April 2018

\* Number of shares repurchased in 2017 divided by shares outstanding at December 31, 2016.

# 2017 Summary

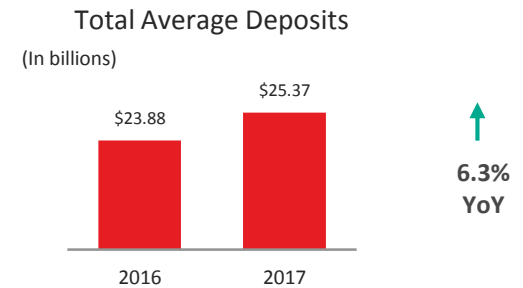
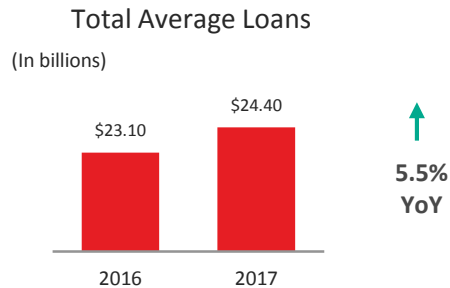
## Profitability

- Diluted EPS of \$2.17, up 15.0%
  - Adjusted diluted EPS<sup>(1)</sup> of \$2.53, up 27.7%
- Return on Average Assets of 0.89%, up 5 b.p.s
  - Adjusted Return on Average Assets<sup>(1)</sup> of 1.04%, up 16 b.p.s



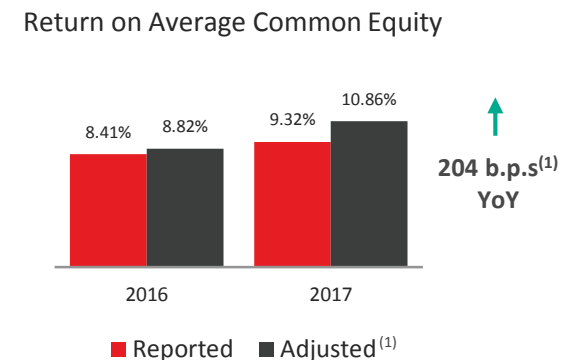
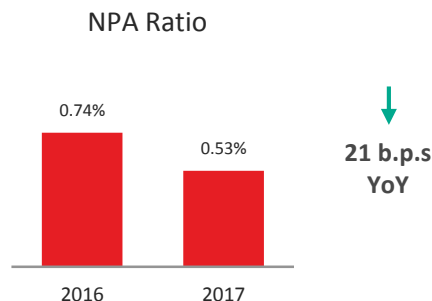
## Balance Sheet growth

- Total average loans grew \$1.28 billion or 5.5%
- Total average deposits grew \$1.49 billion or 6.3%<sup>(2)</sup>



## Credit quality and capital management

- NPA ratio of 0.53% improved 21 b.p.s
- Return on average common equity of 9.32%, up 91 b.p.s
  - Adjusted ROE<sup>(1)</sup> of 10.86% increased 204 b.p.s
  - Adjusted ROATCE<sup>(1)</sup> of 11.14% increased 222 b.p.s



(1) Non-GAAP financial measure; see appendix for applicable reconciliation.

# 2018 Outlook

	Metrics	2018 Outlook
Balance Sheet	Average loan growth	4% to 6%
	Average total deposit growth	4% to 6%
Revenue	Net interest income growth	11% to 13% <sup>(1)</sup>
	Adjusted non-interest income <sup>(2)</sup> growth	4% to 6%
Non-interest Expense and Taxes	Total non-interest expense growth	0% to 3%
	Effective tax rate	23% to 24%
Credit and Capital	Net charge-off ratio	15 to 25 b.p.s
	Share repurchases	Up to \$150 million
	Common dividend per share (year)	Up 67% to \$1.00 <sup>(3)</sup>

(1) Assumes a 25 b.p.s increase in the Federal funds rate in March and September 2018. If there are no increases in the Federal funds rate in 2018, net interest income is expected to increase by 9% to 11% in 2018.

(2) Non-GAAP financial measure; see appendix for applicable reconciliation.

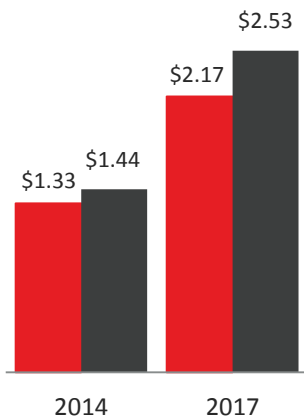
(3) The Board of Directors approved a 66.7% increase in the quarterly common stock dividend to \$0.25 per share, effective with the quarterly dividend payable in April 2018.

# Continued broad-based improvement

## Growth

### Diluted Earnings Per Share

↑ 20.7%<sup>(1)</sup>  
CAGR

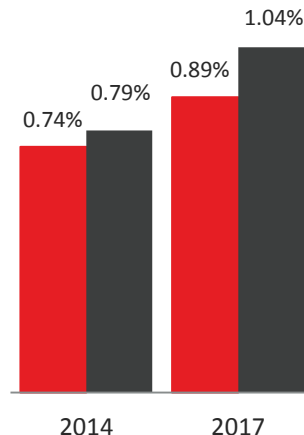


■ Reported ■ Adjusted

## Profitability

### Return on Average Assets

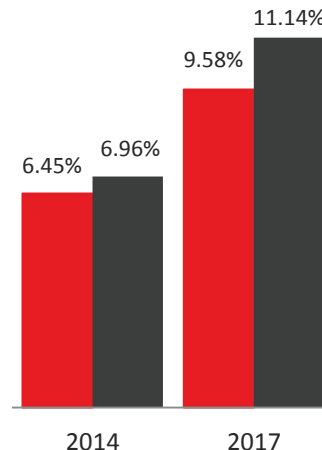
↑ 25<sup>(1)</sup>  
b.p.s



■ Reported ■ Adjusted

### Return on Average Tangible Common Equity

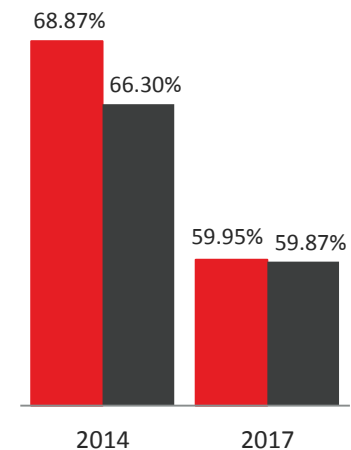
↑ 418<sup>(1)</sup>  
b.p.s



## Efficiency

### Efficiency Ratio

↓ 643<sup>(1)</sup>  
b.p.s



■ Reported ■ Adjusted

## Three-year targets

EPS 3-Year CAGR  
20+%

ROA  
1.35+%

ROTCE  
15.00+%

Adjusted Efficiency Ratio  
<57%

(1) 2017 vs. 2014 change is calculated based on adjusted metrics. Non-GAAP financial measures; see appendix for applicable reconciliation.

# Appendix



# Impact of Federal Tax Reform

## Components of effect from Federal Tax Reform included in 4Q17 Earnings

(in thousands)	Increase in 4Q17 Income Tax Expense <sup>(1)</sup>
Remeasurement of deferred tax assets at the newly enacted 21% Federal income tax rate (excluding remeasurement of DTAs initially recorded through other comprehensive income) <sup>(2)</sup>	\$38,328.6
Remeasurement of deferred tax assets, initially recorded through other comprehensive income, at the newly enacted 21% Federal income tax rate <sup>(2)</sup>	\$7,762.8.0
Other increases in tax expense due to effects from Federal Tax Reform (includes impacts to LIHTC investments and valuation allowances) <sup>(2)</sup>	\$1,089.3
<b>Total increase in 4Q17 income tax expense due to effects from Federal Tax Reform</b>	<b>\$47,180.7</b>

## Effect from Federal Tax Reform on Capital Ratios<sup>(3)(4)</sup>

	Impact on 4Q17
Common equity Tier 1 ratio	(5 b.p.s)
Tier 1 capital ratio	(5 b.p.s)
Total risk based capital	(5 b.p.s)
Leverage ratio	(5 b.p.s)

(1) Net of state income tax benefit

(2) Certain components related to the Federal Tax Reform impact are considered reasonable estimates or provisional amounts as defined by SEC Staff Accounting Bulletin No. 118. These amounts could be adjusted during the measurement period ending December 31, 2018.

(3) Impact from \$47.2 million increase in income tax expense due to effects from Federal Tax Reform is partially offset by a reduction in disallowed deferred tax assets.

(4) The FASB has issued a proposal which would require reclassification from accumulated other comprehensive income to retained earnings of stranded tax effects solely related to the newly-enacted reduction in the Federal corporate income tax rate. If such proposal is approved, it would increase Synovus' regulatory capital by \$7.8 million at December 31, 2017, resulting in a 3 b.p. increase to CET1, Tier 1 Capital, and Total Risk Based Capital ratios, as well as a 2 b.p. increase to the Leverage ratio.

# Condensed Income Statement

(in thousands, except per share data)	4Q17	3Q17	4Q16
Net interest income	\$269,713	\$262,572	\$233,530
Adjusted non-interest income*	69,252	68,418	68,620
Adjusted non-interest expense*	(201,112)	(194,102)	(186,965)
Provision expense	(8,565)	(39,686)	(6,259)
Discounts to fair value – ORE dispositions	-	(7,082)	-
Asset impairment charges	-	(1,168)	-
Cabela’s transaction fee	-	75,000	-
Investment securities (losses) gains, net	-	(7,956)	5,885
Increase (decrease) in fair value of private equity investments, net	100	(27)	(499)
Restructuring charges, net	29	(519)	(42)
Litigation contingency/settlement expense	(300)	(401)	-
Earnout liability adjustments	(1,700)	(2,059)	-
Loss on early extinguishment of debt	(23,160)	-	-
Amortization of intangibles	(292)	(292)	(400)
Merger-related expense	-	(23)	(1,086)
Fair value of adjustment to Visa derivative	<u>-</u>	<u>-</u>	<u>(4,716)</u>
Income before taxes	103,965	152,675	108,068
Income tax expense	74,361	54,668	39,519
Dividends on preferred stock	<u>2,559</u>	<u>2,559</u>	<u>2,559</u>
<b>Net income available to common shareholders</b>	<b><u>\$27,045</u></b>	<b><u>\$95,448</u></b>	<b><u>\$65,990</u></b>
<b>Net income per diluted common share</b>	<b><u>\$0.23</u></b>	<b><u>\$0.78</u></b>	<b><u>\$0.54</u></b>
Average diluted common shares	120,182	121,814	123,187

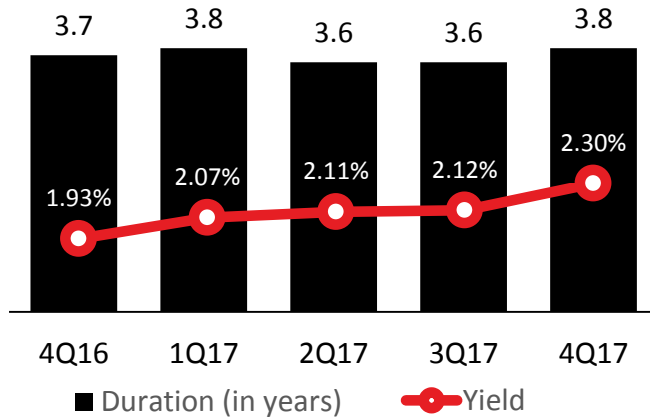
\*Non-GAAP financial measure; see applicable reconciliation

# Quarterly Highlights Trend

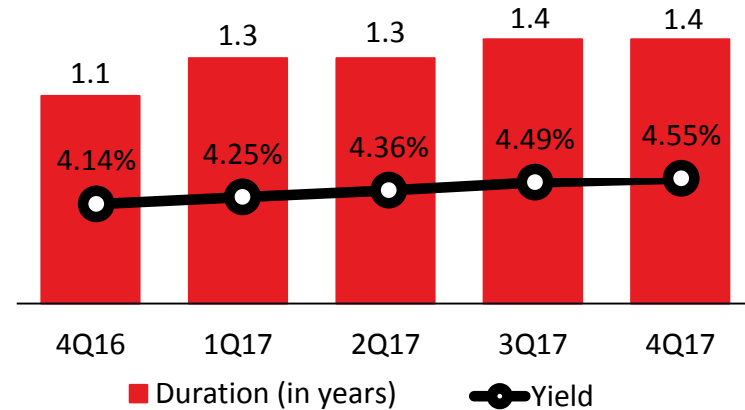
		4Q16	1Q17	2Q17	3Q17	4Q17
Financial Performance	Diluted EPS	\$0.54	0.56	0.60	0.78	0.23
	Net interest margin	3.29%	3.42	3.51	3.63	3.65
	Adjusted efficiency ratio <sup>(1)</sup>	61.81	62.25	59.56	58.59	59.29
	ROA <sup>(2)</sup>	0.90	0.96	1.00	1.27	0.37
	Adjusted ROA <sup>(1)(2)</sup>	0.91	0.97	1.01	1.05	1.12
Balance Sheet Growth <sup>(3)</sup>	Total loans	10.1%	6.8	2.8	0.9	4.9
	Total average deposits	10.4	4.2	1.2	4.7	15.7
Credit Quality	NPA ratio	0.74%	0.77	0.73	0.57	0.53
	NCO ratio <sup>(2)</sup>	0.14	0.12	0.26	0.62	0.15
Capital	Common shares outstanding <sup>(4)</sup>	122,266	122,322	121,661	119,567	118,897
	CET1 ratio	9.96%	9.86	10.02	10.06	9.99 <sup>(5)</sup>
	TCE ratio <sup>(1)</sup>	9.09	9.04	9.15	8.88	8.88

# Net Interest Margin

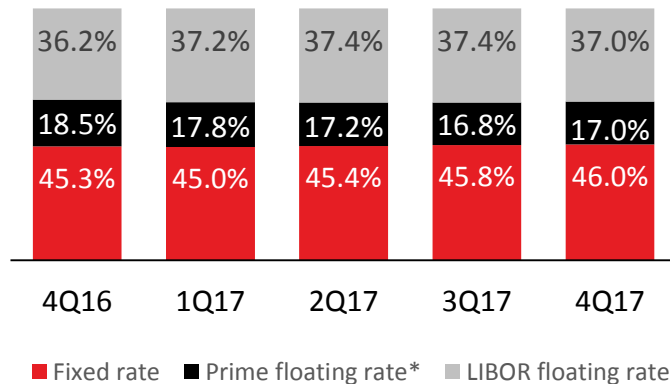
## Investment Securities Portfolio



## Loan Portfolio



## Loan Portfolio Rate Mix



## Net Interest Income Sensitivity

Immediate change in short-term interest rates (in b.p.s)	Estimated % increase in net interest income*
+100	3.17%
+25	1.54%

\* As of December 31, 2017, \$277 million or 1.1% of loans were at their floor rate, down from \$679 million or 2.9% of total loans a year ago.

# Non-interest Income

(in thousands)	4Q16	3Q17	4Q17	4Q17 vs. 3Q17 % Change	4Q17 vs. 4Q16 % Change
Service charges on deposit accounts	\$20,653	\$20,255	\$19,952	(1.5%)	(3.4%)
Fiduciary and asset management fees	11,903	12,615	13,195	4.6	10.9
Brokerage revenue	7,009	7,511	7,758	3.3	10.7
Mortgage banking income	5,504	5,603	5,645	0.7	2.6
Bankcard fees	8,330	7,901	7,893	(0.1)	(5.3)
Other fee income	4,965	5,094	4,042	(20.7)	(18.6)
Other non-interest income	10,256	9,439	10,767	14.1	5.0
Adjusted non-interest income*	\$68,620	\$68,418	\$69,252	1.2	0.9
Cabela's transaction fee	-	75,000	-	nm	nm
Investment securities gains (losses), net	5,885	(7,956)	-	nm	nm
Increase (decrease) in fair value of private equity investments, net	(499)	(27)	100	nm	nm
<b>Total non-interest income</b>	<b>\$74,006</b>	<b>\$135,435</b>	<b>\$69,352</b>	<b>(48.8%)</b>	<b>(6.3%)</b>

\*Non-GAAP financial measure; see applicable reconciliation

nm = not meaningful

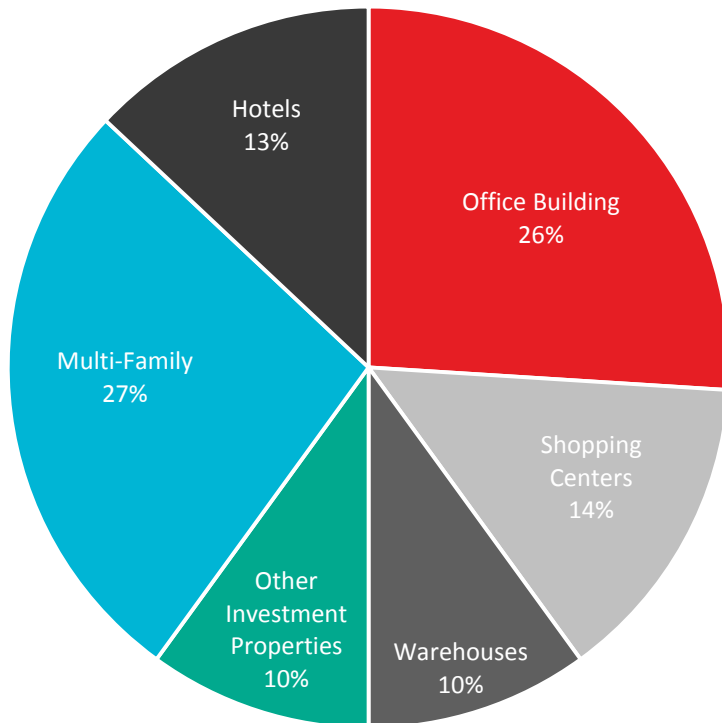
# Portfolio Distribution by Type

(dollars in millions)	4Q16		1Q17		2Q17		3Q17		4Q17	
Investment Properties	\$5,869	24.5%	\$6,016	24.7%	\$6,036	24.6%	\$5,925	24.2%	\$5,670	22.8%
Residential Properties	889	3.7	861	3.6	836	3.4	795	3.2	782	3.1
Land Acquisition	616	2.6	582	2.3	543	2.2	507	2.1	484	2.0
Total CRE	\$7,374	30.8%	\$7,459	30.6%	\$7,414	30.3%	\$7,227	29.5%	\$6,935	27.9%
C&I	11,544	48.4	11,741	48.4	11,751	48.1	11,727	47.8	12,024	48.5
Consumer	4,964	20.8	5,084	21.0	5,291	21.7	5,558	22.7	5,854	23.6
Total Loans*	\$23,856	100.0%	\$24,258	100.0%	\$24,431	100.0%	\$24,487	100.0%	\$24,788	100.0%

\* Total loans are net of unearned deferred fees and costs, which are not displayed on this table.

# Investment Properties

Composition of 4Q17 Investments Properties Portfolio  
Total Portfolio \$5.7 billion



- Investment Properties portfolio represents 82% of total CRE portfolio
- The portfolio is well diversified among the property types
- Credit quality in Investment Properties portfolio remains excellent

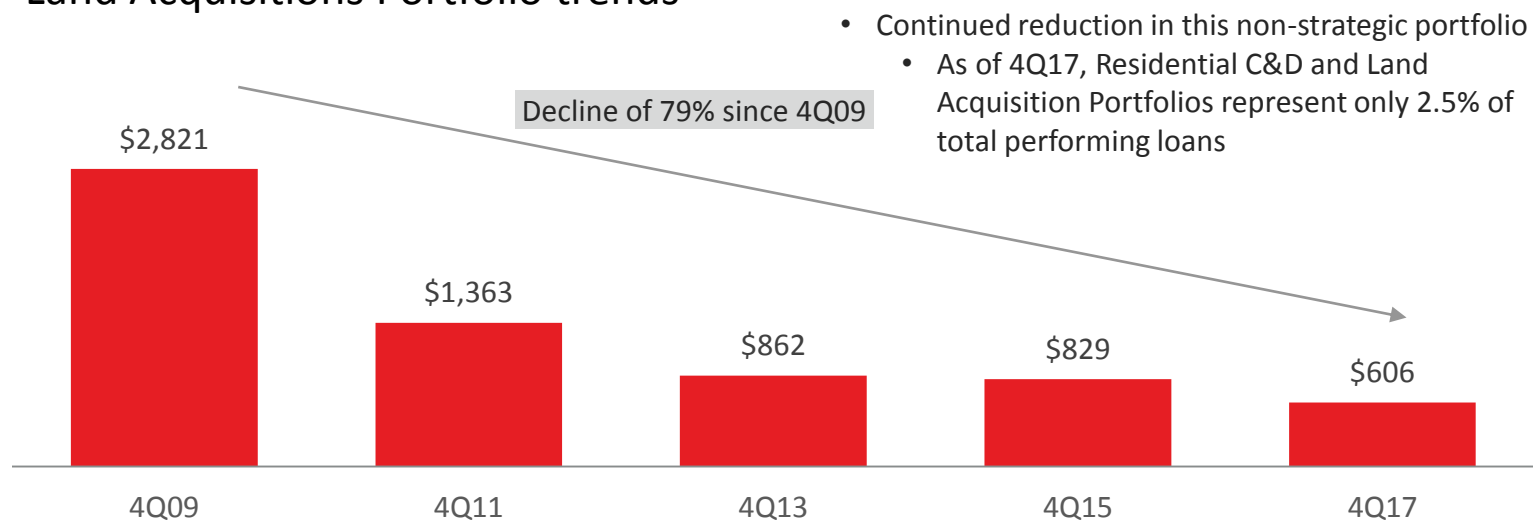
## Investment Properties 4Q17 Credit Metrics:

Credit Indicator	Inv. Prop. Total
NPL Ratio	0.07%
Net Charge-off Ratio*	0.00%
30+ Days Past Due Ratio	0.05%
90+ Days Past Due Ratio	0.00%

\*Annualized

# Residential C&D and Land Acquisition

## Performing Residential C&D and Land Acquisitions Portfolio trends



- Continued reduction in this non-strategic portfolio
  - As of 4Q17, Residential C&D and Land Acquisition Portfolios represent only 2.5% of total performing loans

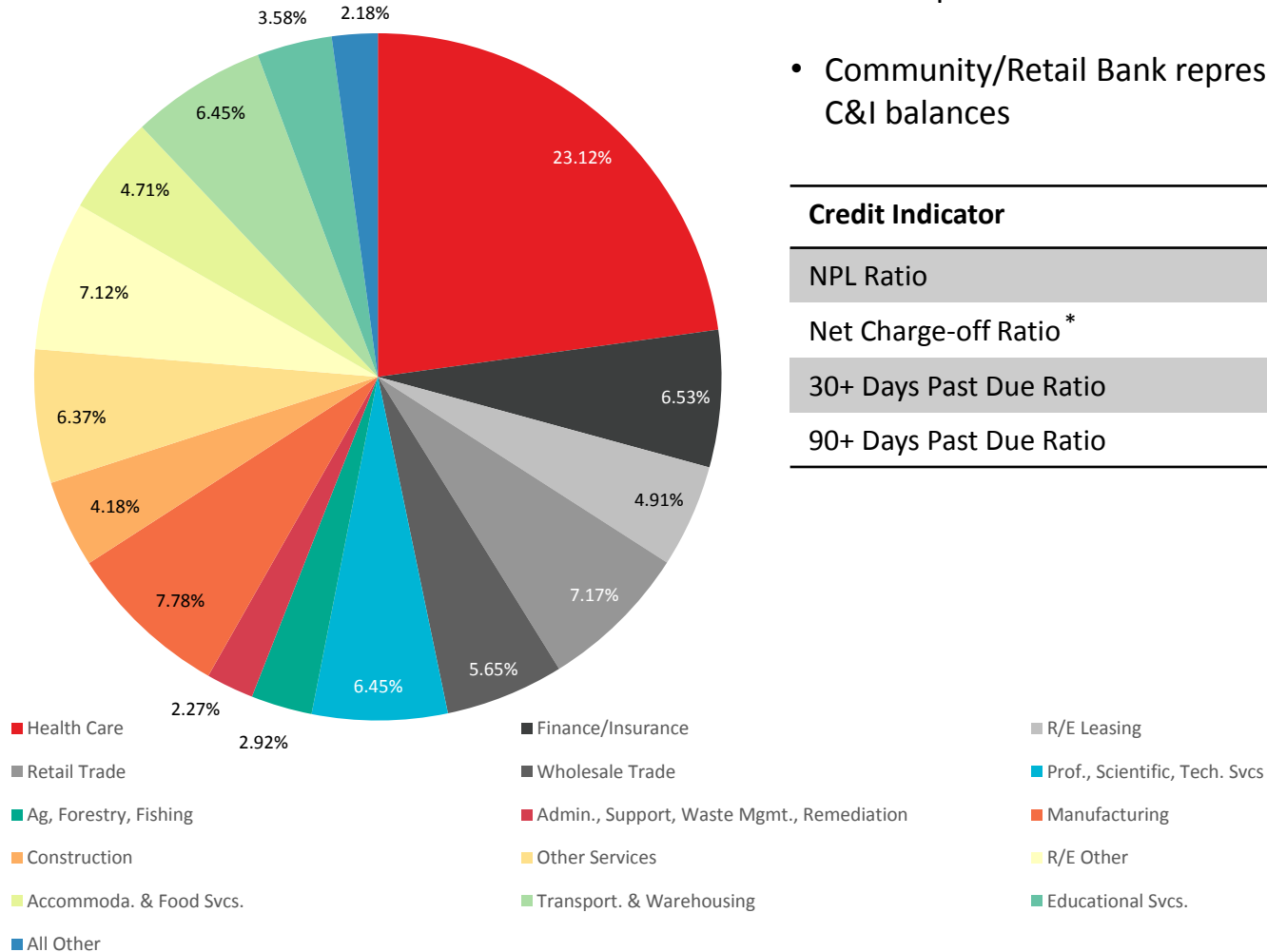
Category	\$ Balance	% of Total	NPL %	30+ Days Past Due	*Net Recoveries Ratio
1-4 Family Construction	198.2	32.7	0.00	0.00	(0.07)
Residential Development	110.8	18.3	2.85	0.11	(0.16)
Land Acquisition	296.9	49.0	0.83	0.52	(0.39)

\* Annualized



# C&I Portfolio

Diverse Industry Exposure  
Total Portfolio \$12.02 billion



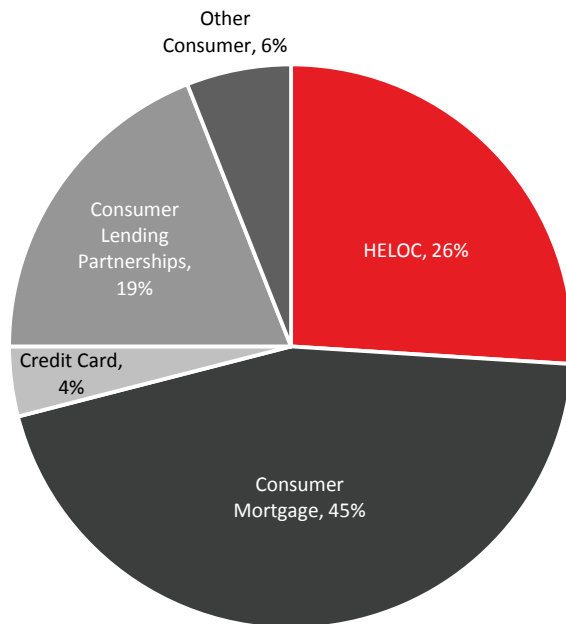
- Large Corporate/Middle Market/Specialty Lines represent 37% of C&I Balances
- Community/Retail Bank represents 63% of C&I balances

Credit Indicator	4Q17
NPL Ratio	0.64%
Net Charge-off Ratio*	0.21%
30+ Days Past Due Ratio	0.16%
90+ Days Past Due Ratio	0.01%

\* Annualized

# Consumer Portfolio

Total Consumer Portfolio \$5.85 billion



Mortgage and HELOC, the two largest concentrations, have strong credit indicators

Credit Indicator	Heloc	Mortgage
Weighted Average Credit Score of 4Q17 Originations	785	781
Weighted average credit score of total portfolio	783	772
Average LTV	75.2%	75.4%
Average DTI	32.3%	30.8%
Utilization Rate	55.6%	N/A

\* Annualized

Credit Indicator	4Q17
NPL Ratio	0.45%
Net Charge-off Ratio *	0.25%
30+ Days Past Due Ratio	0.42%
90+ Days Past Due Ratio	0.04%

- **Credit Card Portfolio continues to perform well**

- Average utilization rate is 21.3%
- Average credit score is 731
- Charge-offs below industry average at 2.17% for the year

- **Lending Partnerships with GreenSky and SoFi**

- Currently \$1.1 billion in balances, or 4.6% of total portfolio
- GreenSky is a point-of-sale program where the customer applies with home improvement store, contractor, or other merchant
- SoFi portfolio primarily consists of refinanced student loan debt

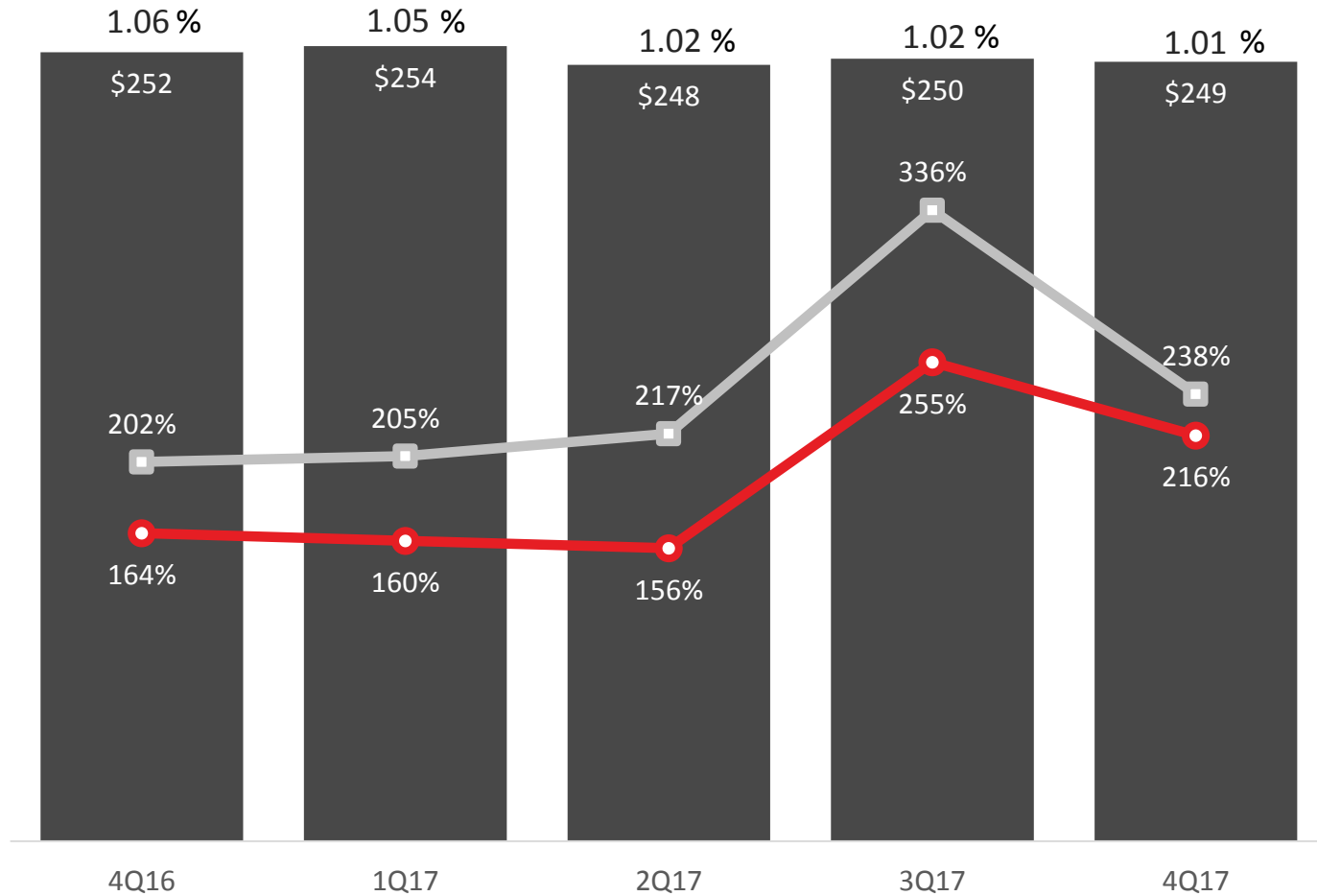
# Portfolio Risk Distribution

(dollars in millions)

Risk Category	4Q16	3Q17	4Q17	4Q17 vs. 3Q17 Change	4Q17 vs. 4Q16 Change
Passing Grades	\$23,122	\$23,888	\$24,196	\$308	\$1,074
Special Mention	325	276	284	8	(41)
Substandard Accruing	257	225	191	(34)	(66)
Non-Performing Loans	153	98	116	18	(37)
Total Loans	\$23,856	\$24,487	\$24,787	\$300	\$930

# Loan Loss Reserve Coverage Trends

(dollars in millions)



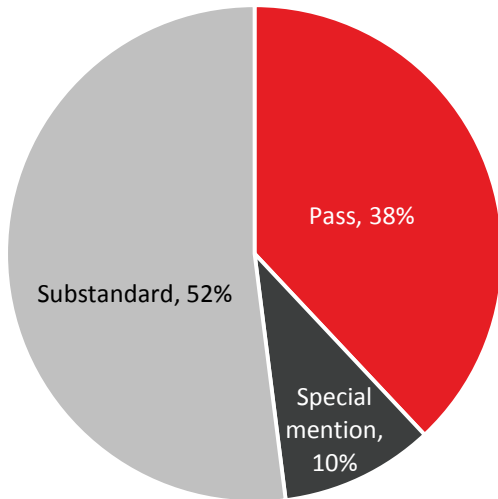
Loan Loss Reserve
  LLR to NPLs
  LLR to NPLs (Excluding NPLs for which the expected loss has been charged off)

# Troubled Debt Restructurings

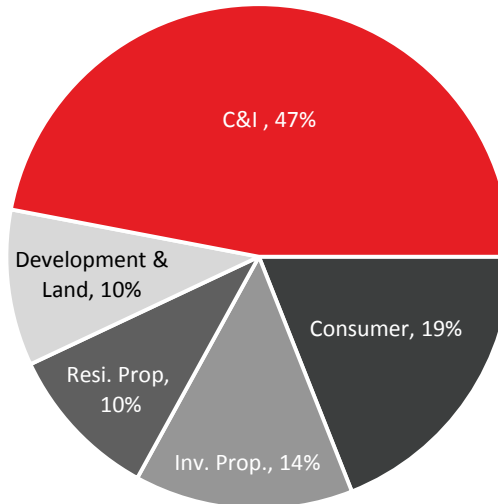
(dollars in millions)

## Composition of December 2017 Performing TDRs

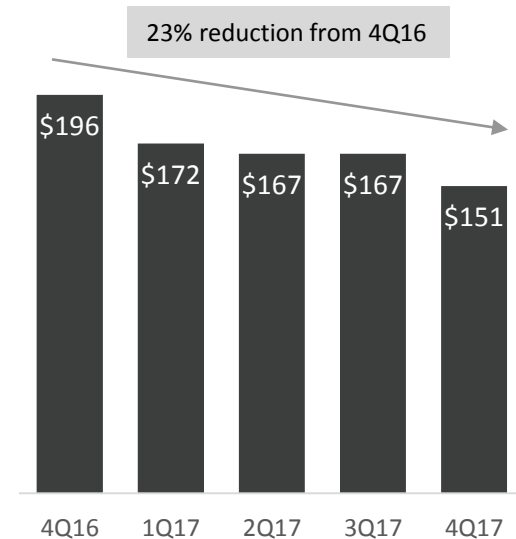
Risk Categories



Loan Type



Accruing TDR Trends



- 98.6% of performing TDRs are paid current; only 0.03% of performing TDR's are 90+ days past due
- 48% of performing TDRs are rated better than substandard
- Most TDR designations are due to interest rate concessions
- 80% of performing TDRs are not residential or land-related

# Effective cost of funds calculation

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(dollars in thousands)	4Q16	3Q17	4Q17
Total interest expense	\$31,004	\$35,080	\$37,221
Total interest expense, annualized	123,342	139,176	147,670
Total average interest earning assets	\$28,304,314	\$28,816,967	\$29,460,006
Effective cost of funds (total interest expense, annualized, divided by total average interest earning assets)	0.44%	0.48%	0.50%

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# Non-GAAP Financial Measures

(dollars in thousands)	4Q17	3Q17	4Q16
Net income available to common shareholders	\$27,046	95,448	65,990
Add: Earnout liability adjustments	1,700	2,059	-
Add: Tax reform impact	47,181	-	-
Add: Merger-related expense	-	23	1,086
Add: Fair value adjustment to VISA derivative	-	-	4,716
Add/subtract: Litigation contingency/recovery	300	401	-
Subtract/add: Restructuring charges	(29)	519	42
Add: Amortization of intangibles	292	292	400
Add: Loss on early extinguishment of debt, net	23,160	-	-
Add: 3Q17 provision expense on loans transferred to held-for-sale	-	27,710	-
Add: 3Q17 discounts to fair value for completed or planned ORE accelerated dispositions	-	7,082	-
Add: 3Q17 asset impairment charges related to accelerated disposition of corporate real estate and other properties	-	1,168	-
Add/subtract: Investment securities losses (gains), net	-	7,956	(5,885)
Subtract/add: (Increase)/decrease in fair value of private equity investments, net	(100)	27	499
Subtract: Cabela's transaction fee	-	(75,000)	-
Subtract: pre-2017 R&D credits and state taxes	(4,847)	-	-
Add/subtract: Tax effects of adjustments	<u>(8,740)</u>	<u>11,034</u>	<u>(318)</u>
Adjusted net income	\$85,963	78,719	66,530
Weighted average common shares outstanding-diluted	120,182	121,814	123,187
Adjusted diluted earnings per share	\$0.72	\$0.65	\$0.54

# Non-GAAP Financial Measures

(dollars in thousands)	4Q17	3Q17	2Q17	1Q17	4Q16
Net income	\$29,605	98,007	76,003	71,858	68,549
Add: Earnout liability adjustments	1,700	2,059	-	-	-
Add: Income tax expense related to effects of Federal Tax Reform	47,181	-	-	-	-
Add: Merger-related expense	-	23	-	86	1,086
Add: Fair value adjustment to VISA derivative	-	-	-	-	4,716
Add/subtract: Litigation contingency/recovery	300	401	-	-	-
Subtract/add: Restructuring charges	(29)	519	13	6,511	42
Add: Amortization of intangibles	292	292	292	184	400
Add: Loss on early extinguishment of debt, net	23,160	-	-	-	-
Add: 3Q17 provision expense on loans transferred to held-for-sale	-	27,710	-	-	-
Add: 3Q17 discounts to fair value for completed or planned ORE accelerated dispositions	-	7,082	-	-	-
Add: 3Q17 asset impairment charges related to accelerated disposition of corporate real estate and other properties	-	1,168	-	-	-
Add/subtract: Investment securities losses (gains), net	-	7,956	1	(7,668)	(5,885)
Subtract/add: Increase/decrease in fair value of private equity investments, net	(100)	27	1,352	1,814	499
Subtract: Cabela's transaction fee	-	(75,000)	-	-	-
Subtract: Income tax benefit related to pre-2017 R&D credits and state taxes	(4,847)	-	-	-	-
Add/subtract: Tax effects of adjustments	<u>(8,740)</u>	<u>11,034</u>	<u>(613)</u>	<u>(343)</u>	<u>(318)</u>
Adjusted net income	\$88,522	81,278	77,048	72,442	69,089
Net income annualized	\$351,201	322,462	309,039	293,791	274,854
Total average assets	\$31,388,724	30,678,388	30,630,748	30,442,089	30,207,257
Adjusted return on average assets	1.12%	1.05%	1.01%	0.97%	0.91%



# Non-GAAP Financial Measures, continued

(dollars in thousands)	4Q17	3Q17	4Q16
Net income available to common shareholders	\$27,046	\$95,448	65,990
Add: Earnout liability adjustments	1,700	2,059	-
Add: Income tax expense related to effects of Federal Tax Reform	47,181	-	-
Add: Merger-related expense	-	23	1,086
Add: Fair value adjustment to VISA derivative	-	-	4,716
Add: Litigation contingency/recovery	300	401	-
Subtract/add: Restructuring charges	(29)	519	42
Add: Amortization of intangibles	292	292	400
Add: Loss on early extinguishment of debt, net	23,160	-	-
Add: 3Q17 Provision expense on loans transferred to held-for-sale	-	27,710	-
Add: 3Q17 discounts to fair value for completed or planned ORE accelerated disposition of corporate real estate and other properties	-	7,082	-
Add: 3Q17 asset impairment charges related to accelerated disposition of corporate real estate and other properties	-	1,168	-
Add/subtract: Investment securities losses (gains), net	-	7,956	(5,885)
Subtract/add: Decrease/increase in fair value of private equity investments, net	(100)	27	499
Subtract: Cabela's transaction fee	-	(75,000)	-
Subtract: Income tax benefit related to pre-2017 R&D credits and state taxes	(4,847)	-	-
Add/subtract: Tax effects of adjustments	<u>(8,740)</u>	<u>11,034</u>	<u>(318)</u>
Adjusted net income	\$85,963	78,719	66,530
Net income annualized	\$341,049	312,309	264,674
Total average shareholder's equity less preferred stock	\$2,851,523	2,859,491	2,786,707
Subtract: Goodwill	(57,315)	(57,167)	(55,144)
Subtract: Other intangible assets, net	<u>(11,353)</u>	<u>(11,648)</u>	<u>(233)</u>
Total average tangible shareholder's equity less preferred stock	\$2,782,855	2,790,676	2,731,330
Adjusted return on average common equity	11.96%	10.92	9.50
Adjusted return on average tangible common equity	12.26%	11.19	9.69

# Non-GAAP Financial Measures, continued

(dollars in thousands)

<b>Sequential quarter average loan growth excluding transfers to held for sale</b>	
4Q17 average loans, as reported	\$24,611,646
3Q17 average loans, as reported	\$24,499,923
4Q17 sequential quarter average loan growth, as reported	\$111,723
Sequential quarter % change, as reported, annualized	1.8%
3Q17 average loans, as reported	\$24,499,923
Deduct: 3Q17 transfers to held for sale	<u>(77,774)</u>
3Q17 average loans, excluding transfers to held for sale	\$24,422,149
4Q17 sequential quarter average loan growth, excluding transfers to held for sale	\$189,497
Sequential quarter % change, as reported, annualized	3.1%

# Non-GAAP Financial Measures, continued

(dollars in thousands)	4Q16	3Q17	4Q17
Total interest expense	\$31,004	\$35,080	\$37,221
Total interest expense, annualized	123,342	139,176	147,670
Total average interest bearing liabilities	19,791,377	20,158,170	20,563,212
Cost of funds rate	0.62%	0.69%	0.72%
Total interest expense	\$31,004	\$35,080	\$37,221
Subtract: Interest on long-term debt	(14,823)	(14,240)	(11,698)
Subtract: Interest on brokered deposits	(2,176)	(3,872)	(7,886)
Subtract: Interest on federal funds purchased and securities sold under repurchase agreements	(47)	(42)	(73)
Interest expense on interest bearing core deposits	13,958	16,926	17,565
Interest expense on interest bearing core deposits, annualized	55,529	67,152	69,687
Total average interest bearing liabilities	19,791,377	20,158,170	20,563,212
Subtract: Average long-term debt	(2,190,716)	(1,985,175)	(1,713,982)
Subtract: Average brokered deposits	(1,380,931)	(1,530,889)	(2,198,333)
Subtract: Average federal funds purchased and securities sold under repurchase agreements	(219,429)	(191,585)	(184,369)
Total average interest bearing core deposits	16,000,301	\$16,450,521	16,466,528
Cost of interest bearing core deposits	0.35%	0.41%	0.42%

# Non-GAAP Financial Measures, continued

(dollars in thousands)	4Q16	3Q17	4Q17
Total non-interest expense	\$193,209	205,646	226,534
Subtract: Discounts to fair value – ORE dispositions	-	(7,082)	-
Subtract: Asset impairment charges	-	(1,168)	-
Subtract: Earnout liability adjustments	-	(2,059)	(1,700)
Subtract: Restructuring charges	(42)	(519)	29
Subtract: Loss on early extinguishment of debt, net	-	-	(23,160)
Subtract: Fair value adjustment to Visa derivative	(4,716)	-	-
Subtract: Litigation contingency/expense	-	(401)	(300)
Subtract: Merger-related expense	(1,086)	(23)	-
Subtract: Amortization of intangibles	(400)	(292)	(292)
Adjusted non-interest expense	\$186,965	194,102	201,111
Adjusted non-interest expense	\$186,965	194,102	201,111
Net interest income	233,530	262,572	269,713
Add: Tax equivalent adjustment	322	283	234
Add: Total non-interest income	74,006	135,435	69,352
Subtract: Cabela's transaction fee	-	(75,000)	-
Add/subtract: Decrease/increase in fair value of private equity investments, net	499	27	(100)
Subtract/add: Investment securities (gains) losses, net	(5,885)	7,956	-
Total adjusted revenues	\$302,472	\$331,273	\$339,199
Adjusted efficiency ratio	61.81%	58.59%	59.29%
Total non-interest income	\$74,006	135,435	69,352
Subtract: Cabela's transaction fee	-	(75,000)	-
Subtract/add: Investment securities (gains) losses, net	(5,885)	7,956	-
Add: Decrease in fair value of private equity investments, net	499	27	(100)
Adjusted non-interest income	\$68,620	\$68,418	\$69,252

# Non-GAAP Financial Measures, continued

(dollars in thousands)	Dec 2014 YTD	Dec 2017 YTD
Reported non-interest expense	\$744,998	\$821,313
Adjusted non-interest expense	711,576	777,260
Net interest income	\$819,284	\$1,023,309
Add: Tax equivalent adjustment	1,678	1,124
Add: Total non-interest income	262,104	345,327
Subtract: Cabela's transaction fee	-	(75,000)
Subtract: Gain on sale of Memphis branches, net	(5,789)	-
Subtract: Gain from branch property sale	(3,100)	-
Add: Decrease in fair value of private equity investments, net	378	3,093
Add/subtract: Investment securities (losses) gains, net	<u>(1,331)</u>	<u>289</u>
Total adjusted revenues	\$1,073,224	\$1,298,142
Efficiency ratio	68.87%	59.95%
Adjusted efficiency ratio	66.30%	59.87%

(dollars in thousands)	Dec 2014 YTD	Dec 2016 YTD	Dec 2017 YTD
Total non-interest expense	\$744,998	\$755,923	\$821,313
Subtract: 3Q17 discounts to fair value for completed or planned ORE accelerated dispositions	-	-	(7,082)
Subtract: 3Q17 asset impairment charges related to accelerated disposition of corporate real estate and other properties	-	-	(1,168)
Subtract: Earnout liability adjustments	-	-	(3,759)
Add/subtract: Restructuring charges, net	(20,585)	(8,267)	(7,014)
Subtract: Loss on ear extinguishment of debt, net	-	(4,735)	(23,160)
Subtract: Fair value adjustment to Visa derivative	(3,041)	(5,795)	-
Add: Insurance recovery of incurred legal fees related to litigation, net	3,620	-	-
Subtract: Litigation settlement/contingency expense	(12,812)	(2,511)	(701)
Subtract: Merger related expense	-	(1,636)	(110)
Subtract: Amortization of intangibles	<u>(604)</u>	<u>(521)</u>	<u>(1,059)</u>
Adjusted non-interest expense	<u>\$711,576</u>	<u>\$732,458</u>	<u>\$777,260</u>

# Non-GAAP Financial Measures, continued

(dollars in thousands)	Dec 2014 YTD	Dec 2016 YTD	Dec 2017 YTD
Net income available to common shareholders	\$185,011	\$236,546	\$265,236
Add: Earnout liability adjustments	-	-	3,759
Add: Income tax expense related to effects of Federal Tax Reform	-	-	47,181
Add: Income tax benefit related to pre-2017 R&D credits and state taxes	-	-	(4,847)
Add: Merger-related expense	-	1,636	110
Subtract: Gain on sale of Memphis branches, net	(5,789)	-	-
Subtract: Gain from branch property sale	(3,100)	-	-
Add: Fair value adjustment to VISA derivative	3,041	5,795	-
Subtract: Insurance recovery of incurred legal fees related to litigation, net	(3,620)	-	-
Add/subtract: Litigation contingency/recovery	12,812	2,511	701
Add: Loss on extinguishment of debt	-	4,735	23,160
Add: Restructuring charges	20,585	8,267	7,014
Add/subtract: Investment securities (losses) gains, net	(1,331)	(6,011)	289
Add: Increase in fair value of private equity investments, net	378	1,026	3,093
Subtract: Cabela's transaction fee	-	-	(75,000)
Add: 3Q17 Provision expense on loans transferred to held-for-sale	-	-	27,710
Add: 3Q17 discounts to fair value for completed or planned ORE accelerated dispositions	-	-	7,082
Add: 3Q17 asset impairment charges related to accelerated disposition of corporate real estate and other properties	-	-	1,168
Add: Amortization of intangibles	603	521	1,059
Add/subtract: Tax effects of adjustments	<u>(8,724)</u>	<u>(6,838)</u>	<u>1,337</u>
Adjusted net income	\$199,866	\$248,188	\$309,052
Diluted shares outstanding	139,154	125,078	122,012
Adjusted Diluted EPS	\$1.44	\$1.98	\$2.53

# Non-GAAP Financial Measures, continued

(dollars in thousands)	Dec 2014 YTD	Dec 2016 YTD	Dec 2017 YTD
Net income	\$195,249	\$246,784	\$275,474
Add: Earnout liability adjustments	-	-	3,759
Add: Income tax expense related to effects of Federal Tax Reform	-	-	47,181
Add: Income tax benefit related to pre-2017 R&D credits and state taxes	-	-	(4,847)
Add: Merger-related expense	-	1,636	110
Subtract: Gain on sale of Memphis branches, net	(5,789)	-	-
Subtract: Gain from branch property sale	(3,100)	-	-
Add: Fair value adjustment to VISA derivative	3,041	5,795	-
Subtract: Insurance recovery of incurred legal fees related to litigation, net	(3,620)	-	-
Add/subtract: Litigation contingency/recovery	12,812	2,511	701
Add: Loss on extinguishment of debt	-	4,735	23,160
Add: Restructuring charges	20,585	8,267	7,014
Add/subtract: Investment securities (losses) gains, net	(1,331)	(6,011)	289
Add: Increase in fair value of private equity investments, net	378	1,026	3,093
Subtract: Cabela's transaction fee	-	-	(75,000)
Add: 3Q17 Provision expense on loans transferred to held-for-sale	-	-	27,710
Add: 3Q17 discounts to fair value for completed or planned ORE accelerated dispositions	-	-	7,082
Add: 3Q17 asset impairment charges related to accelerated disposition of corporate real estate and other properties	-	-	1,168
Add: Amortization of intangibles	603	521	1,059
Add/subtract: Tax effects of adjustments	<u>(8,724)</u>	<u>(6,838)</u>	<u>1,337</u>
Adjusted net income	\$210,104	\$258,426	\$319,290
Average total assets	26,530,139	29,480,972	30,787,289
Adjusted Return on Average Assets	0.79%	0.88%	1.04%

# Non-GAAP Financial Measures, continued

(dollars in thousands)	Dec 2014 YTD	Dec 2016 YTD	Dec 2017 YTD
Net income	\$185,011	\$236,546	\$265,236
Add: Earnout liability adjustments	-	-	3,759
Add: Income tax expense related to effects of Federal Tax Reform	-	-	47,181
Add: Income tax benefit related to pre-2017 R&D credits and state taxes	-	-	(4,847)
Add: Merger-related expense	-	1,636	110
Subtract: Gain on sale of Memphis branches, net	(5,789)	-	-
Subtract: Gain from branch property sale	(3,100)	-	-
Add: Fair value adjustment to VISA derivative	3,041	5,795	-
Subtract: Insurance recovery of incurred legal fees related to litigation, net	(3,620)	-	-
Add/subtract: Litigation contingency/recovery	12,812	2,511	701
Add: Loss on extinguishment of debt	-	4,735	23,160
Add: Restructuring charges	20,585	8,267	7,014
Add/subtract: Investment securities (losses) gains, net	(1,331)	(6,011)	289
Add: Increase in fair value of private equity investments, net	378	1,026	3,093
Subtract: Cabela's transaction fee	-	-	(75,000)
Add: 3Q17 Provision expense on loans transferred to held-for-sale	-	-	27,710
Add: 3Q17 discounts to fair value for completed or planned ORE accelerated dispositions	-	-	7,082
Add: 3Q17 asset impairment charges related to accelerated disposition of corporate real estate and other properties	-	-	1,168
Add: Amortization of intangibles	603	521	1,059
Add/subtract: Tax effects of adjustments	<u>(8,724)</u>	<u>(6,838)</u>	<u>1,337</u>
Adjusted net income	\$199,866	\$248,188	\$309,052
Total average shareholders' equity less preferred stock	\$2,899,401	\$2,813,526	\$2,844,570
Less: Goodwill	(24,431)	(32,151)	(57,779)
Less: Other intangible assets, net	<u>(1,742)</u>	<u>(269)</u>	<u>(12,030)</u>
Total average tangible shareholders' equity less preferred stock	\$2,873,228	\$2,781,106	\$2,774,761
Adjusted return on average common equity	6.89%	8.82%	10.86%
Adjusted ROATCE	6.96%	8.92%	11.14%



# Non-GAAP Financial Measures, continued

Current Outlook – Increase (decrease) vs. 2017

(dollars in thousands)	2017	\$	%
Total non-interest income, as reported	\$345,327	\$285 million - \$290 million	(16%) – (18%)
Subtract: Cabela's transaction fee	(75,000)		
Add: Investment securities losses, net	289		
Add: Decrease in fair value of private equity investments	3,093		
Adjusted non-interest income	\$273,709	\$285 million - \$290 million	4% - 6%

# Non-GAAP Financial Measures, continued

(dollars in thousands)	4Q16	3Q17	4Q17
Total average deposits	\$24,661,265	\$25,286,919	\$26,286,009
Subtract: Average brokered deposits	<u>(1,380,931)</u>	<u>(1,530,889)</u>	<u>(2,198,333)</u>
Average core deposits	\$23,280,334	\$23,756,030	\$24,087,676
Subtract: Average time deposits excluding average SCM time deposits	(3,147,620)	(3,160,915)	(3,084,272)
Subtract: Average state, county, and municipal (SCM) deposits	(2,356,567)	(1,991,954)	(2,211,686)
Average core transaction deposits	\$17,776,147	\$18,603,161	\$18,791,718

(dollars in thousands)	4Q16	1Q17	2Q17	3Q17	4Q17
Total assets	\$30,104,002	\$30,679,589	\$30,687,966	\$31,642,123	\$31,221,837
Subtract: Goodwill	(59,678)	(57,010)	(57,092)	(57,315)	(57,315)
Subtract: Other intangible assets, net	<u>(13,223)</u>	<u>(12,137)</u>	<u>(11,843)</u>	<u>(11,548)</u>	<u>(11,254)</u>
Tangible assets	\$30,031,101	\$30,610,442	\$30,619,031	\$31,573,260	\$31,153,268
Total shareholders' equity	\$2,927,924	\$2,962,127	\$2,997,947	\$2,997,078	2,961,566
Subtract: Goodwill	(59,678)	(57,010)	(57,092)	(57,315)	(57,315)
Subtract: Other intangible assets, net	(13,223)	(12,137)	(11,843)	(11,548)	(11,254)
Subtract: Series C Preferred Stock	<u>(125,980)</u>	<u>(125,980)</u>	<u>(125,980)</u>	<u>(125,980)</u>	<u>(125,980)</u>
Tangible common equity	\$2,729,043	\$2,767,000	\$2,803,032	\$2,802,235	\$2,767,017
Total shareholders' equity to total assets ratio	9.73%	9.66%	9.77%	9.47%	9.49%
Tangible Common Equity ratio	9.09%	9.04%	9.15%	8.88%	8.88%

(dollars in thousands)	4Q17
Common equity Tier 1 (CET1)	\$2,763,170
Adjustment related to capital components	<u>(17,147)</u>
Common equity Tier 1 (fully phased-in)	<u>\$2,746,023</u>
Total risk-weighted assets	\$27,672,344
Total risk-weighted assets (fully phased-in)	\$27,787,437
Common equity Tier 1 (CET1) ratio	9.99%
Common equity Tier 1 (CET1) ratio (fully phased-in)	9.88%