

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

February 12, 2025

Date of report (Date of earliest event reported)

RENASANT CORPORATION

(Exact name of registrant as specified in its charter)

Mississippi
(State or other jurisdiction
of incorporation)

001-13253
(Commission
File Number)

64-0676974
(I.R.S. Employer
Identification No.)

209 Troy Street, Tupelo, Mississippi 38804-4827
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (662) 680-1001

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$5.00 par value per share	RNST	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

Representatives of Renasant Corporation (“Renasant” or the “Company”) will make presentations to investors during various conferences in the first quarter of 2025. Attached hereto as Exhibit 99.1 of this Form 8-K is a copy of the materials that the Company will make available at these presentations.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS:

The presentation furnished herewith may contain, or incorporate by reference, statements about Renasant that constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Statements preceded by, followed by or that otherwise include the words “believes,” “expects,” “projects,” “anticipates,” “intends,” “estimates,” “plans,” “potential,” “focus,” “possible,” “may increase,” “may fluctuate,” “will likely result,” and similar expressions, or future or conditional verbs such as “will,” “should,” “would” and “could,” are generally forward-looking in nature and not historical facts. Forward-looking statements include information about Renasant’s future financial performance, business strategy, projected plans and objectives and are based on the current beliefs and expectations of management. Renasant’s management believes these forward-looking statements are reasonable, but they are all inherently subject to significant business, economic and competitive risks and uncertainties, many of which are beyond Renasant’s control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. Actual results may differ from those indicated or implied in the forward-looking statements, and such differences may be material. Investors are cautioned that any such forward-looking statements are not guarantees for future performance and involve risks and uncertainties and, accordingly, investors should not place undue reliance on these forward-looking statements, which speak only as of the date they are made.

Important factors currently known to management that could cause our actual results to differ materially from those in forward-looking statements include the following: (i) the Company’s ability to efficiently integrate acquisitions into its operations (including its recently-announced proposed merger with The First Bancshares, Inc.), retain the customers of these businesses, grow the acquired operations and realize the cost savings expected from an acquisition to the extent and in the timeframe anticipated by management (including the possibility that such cost savings will not be realized when expected, or at all, as a result of the impact of, or challenges arising from, the integration of the acquired assets and assumed liabilities into the Company, potential adverse reactions or changes to business or employee relationships, or as a result of other unexpected factors or events); (ii) potential exposure to unknown or contingent risks and liabilities the Company has acquired, or may acquire, or target for acquisition, including in connection with the proposed merger with The First Bancshares, Inc.; (iii) the effect of economic conditions and interest rates on a national, regional or international basis; (iv) timing and success of the implementation of changes in operations to achieve enhanced earnings or effect cost savings; (v) competitive pressures in the consumer finance, commercial finance, financial services, asset management, retail banking, factoring, mortgage lending and auto lending industries; (vi) the financial resources of, and products available from, competitors; (vii) changes in laws and regulations as well as changes in accounting standards; (viii) changes in policy by regulatory agencies or increased scrutiny by, and/or additional regulatory requirements of, regulatory agencies as a result of the Company’s proposed merger with The First Bancshares, Inc.; (ix) changes in the securities and foreign exchange markets; (x) the Company’s potential growth, including its entrance or expansion into new markets, and the need for sufficient capital to support that growth; (xi) changes in the quality or composition of the Company’s loan or investment portfolios, including adverse developments in borrower industries or the repayment ability of individual borrowers or issuers of investment securities, or the impact of interest rates on the value of our investment securities portfolio; (xii) an insufficient allowance for credit losses as a result of inaccurate assumptions;

(xiii) changes in the sources and costs of the capital we use to make loans and otherwise fund our operations, due to deposit outflows, changes in the mix of deposits and the cost and availability of borrowings; (xiv) general economic, market or business conditions, including the impact of inflation; (xv) changes in demand for loan and deposit products and other financial services; (xvi) concentration of deposit and credit exposure; (xvii) changes or the lack of changes in interest rates, yield curves and interest rate spread relationships; (xviii) increased cybersecurity risk, including potential network breaches, business disruptions or financial losses; (xix) civil unrest, natural disasters, epidemics and other catastrophic events in the Company's geographic area; (xx) geopolitical conditions, including acts or threats of terrorism, actions taken by the United States or other governments in response to acts or threats of terrorism and/or military conflicts, which could impact business and economic conditions in the United States and abroad; (xxi) the impact, extent and timing of technological changes; and (xix) other circumstances, many of which are beyond management's control.

Management believes that the assumptions underlying Renasant's forward-looking statements are reasonable, but any of the assumptions could prove to be inaccurate. Investors are urged to carefully consider the risks described in Renasant's filings with the Securities and Exchange Commission (the "SEC") from time to time, including its most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, which are available at www.renasant.com and the SEC's website at www.sec.gov.

Renasant undertakes no obligation, and specifically disclaims any obligation, to update or revise forward-looking statements, whether as a result of new information or to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time, except as required by federal securities laws.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

The following exhibits are being furnished herewith and this list shall constitute the exhibit index:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation materials that Renasant Corporation intends to provide to investors on or after February 12, 2025.
104	The cover page of Renasant Corporation's Form 8-K is formatted in Inline XBRL.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RENASANT CORPORATION

Date: February 12, 2025

By: /s/ C. Mitchell Waycaster

C. Mitchell Waycaster

Chief Executive Officer



Fourth Quarter 2024 Investor Presentation



Forward-Looking Statements

This presentation may contain various statements about Renasant Corporation ("Renasant," "we," "our," or "us") that constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Statements preceded by, followed by or that otherwise include the words "believes," "expects," "projects," "anticipates," "intends," "estimates," "plans," "potential," "focus," "possible," "may increase," "may fluctuate," "will likely result," and similar expressions, or future or conditional verbs such as "will," "should," "would" and "could," are generally forward-looking in nature and not historical facts. Forward-looking statements include information about our future financial performance, business strategy, projected plans and objectives and are based on the current beliefs and expectations of management. We believe these forward-looking statements are reasonable, but they are all inherently subject to significant business, economic and competitive risks and uncertainties, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions about future business strategies and decisions that are subject to change. Actual results may differ from those indicated or implied in the forward-looking statements; such differences may be material. Prospective investors are cautioned that any forward-looking statements are not guarantees of future performance and involve risks and uncertainties. Investors should not place undue reliance on these forward-looking statements, which speak only as of the date they are made.

Important factors currently known to management that could cause our actual results to differ materially from those in forward-looking statements include the following: (i) Renasant's ability to efficiently integrate acquisitions (including its recently-announced acquisition of The First Bancshares, Inc.) into its operations, retain the customers of these businesses, grow the acquired operations and realize the cost savings expected from an acquisition to the extent and in the timeframe anticipated by management (including the possibility that such cost savings will not be realized when expected, or at all, as a result of the impact of, or challenges arising from, the integration of the acquired assets and assumed liabilities into Renasant, potential adverse reactions or changes to business or employee relationships, or as a result of other unexpected factors or events); (ii) potential exposure to unknown or contingent risks and liabilities we have acquired, or may acquire, or target for acquisition, including in connection with the proposed merger with The First Bancshares, Inc.; (iii) the effect of economic conditions and interest rates on a national, regional or international basis; (iv) timing and success of the implementation of changes in operations to achieve enhanced earnings or effect cost savings; (v) competitive pressures in the consumer finance, commercial finance, financial services, asset management, retail banking, factoring and mortgage lending and auto lending industries; (vi) the financial resources of, and products available from, competitors; (vii) changes in laws and regulations as well as changes in accounting standards; (viii) changes in policy by regulatory agencies or increased scrutiny by, and/or additional regulatory requirements of, regulatory agencies as a result of our proposed merger with The First Bancshares, Inc.; (ix) changes in the securities and foreign exchange markets; (x) Renasant's potential growth, including its entrance or expansion into new markets, and the need for sufficient capital to support that growth; (xi) changes in the quality or composition of our loan or investment portfolios, including adverse developments in borrower industries or in the repayment ability of individual borrowers or issuers of investment securities, or the impact of interest rates on the value of our investment securities portfolio; (xii) an insufficient allowance for credit losses as a result of inaccurate assumptions; (xiii) changes in the sources and costs of the capital we use to make loans and otherwise fund our operations, due to deposit outflows, changes in the mix of deposits and the cost and availability of borrowings; (xiv) general economic, market or business conditions, including the impact of inflation; (xv) changes in demand for loan and deposit products and other financial services; (xvi) concentrations of credit or deposit exposure; (xvii) changes or the lack of changes in interest rates, yield curves and interest rate spread relationships; (xviii) increased cybersecurity risk, including potential network breaches, business disruptions or financial losses; (xix) civil unrest, natural disasters, epidemics and other catastrophic events in our geographic area; (xx) geopolitical conditions, including acts or threats of terrorism, actions taken by the United States or other governments in response to acts or threats of terrorism and/or military conflicts, which could impact business and economic conditions in the United States and abroad; (xxi) the impact, extent and timing of technological changes; and (xxii) other circumstances, many of which are beyond management's control.

Management believes that the assumptions underlying our forward-looking statements are reasonable, but any of the assumptions could prove to be inaccurate. Investors are urged to carefully consider the risks described in Renasant's filings with the Securities and Exchange Commission ("SEC") from time to time, including its most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, which are available at www.renasant.com and the SEC's website at www.sec.gov. We undertake no obligation, and specifically disclaim any obligation, to update or revise our forward-looking statements, whether as a result of new information or to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time, except as required by federal securities laws.

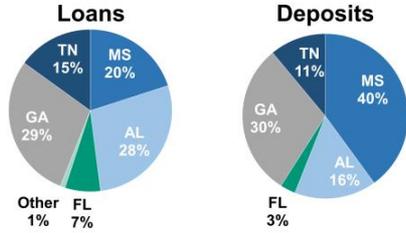
Overview



Snapshot

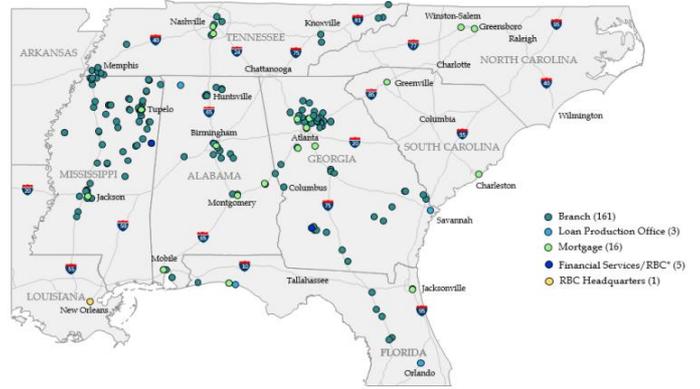
Assets:	\$18.0 billion
Loans:	12.9
Deposits:	14.6
Equity:	2.7

Loans and Deposits by State



Note: As of December 31, 2024

Footprint



*Republic Business Credit operates on a nationwide basis. Locations in California, Illinois and Texas are not shown.



Fourth Quarter Highlights

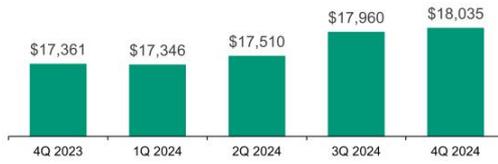
- Net income of \$44.7 million with diluted EPS of \$0.70 and adjusted EPS (non-GAAP)⁽¹⁾ of \$0.73
- Net interest margin remained unchanged from Q3 at 3.36%
- Loans increased \$257.4 million, or 8.1% annualized
- Deposits increased \$62.9 million, which includes a \$126.8 million reduction of brokered deposits
- Cost of total deposits decreased 16 basis points to 2.35%; noninterest-bearing deposits represented 23.4% of total deposits
- The ratio of allowance for credit losses on loans to total loans decreased 2 basis points to 1.57% on a linked quarter basis
- Nonperforming loans represented 0.88% of total loans, a decrease of 6 basis points on a linked quarter basis; annualized net loan charge-offs were 0.05% of average loans

(1) Adjusted diluted EPS is a non-GAAP financial measure. See slide 26 in the appendix for a description of exclusions and a reconciliation of this non-GAAP financial measure to GAAP.

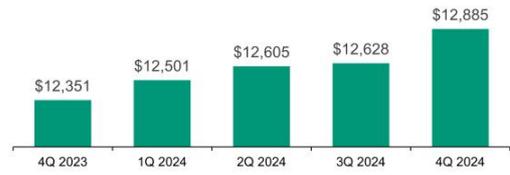
Balance Sheet



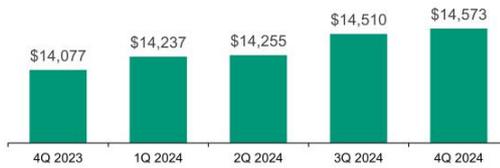
Assets



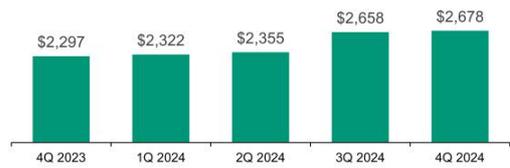
Loans



Deposits



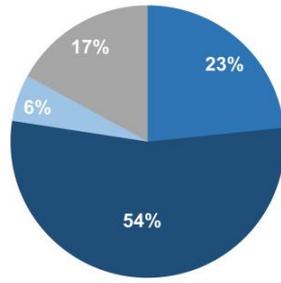
Equity



Note: Dollars in millions

Core Deposit Funding

Diversification



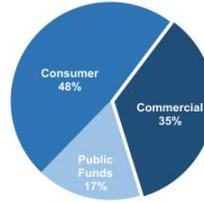
■ Noninterest-bearing ■ Interest-bearing*
■ Savings ■ Time

Note: As of December 31, 2024
*Includes money market

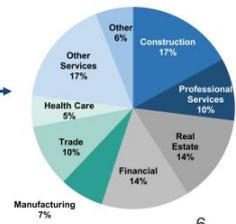
Granularity

- Average deposit account balance is \$34 thousand; commercial and consumer deposit accounts, excluding time deposit accounts, averaged approximately \$99 thousand and \$14 thousand, respectively
- Top 20 depositors, excluding public funds, comprise 5.6% of total deposits

Customer



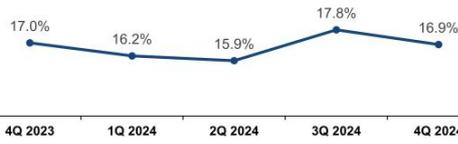
Commercial



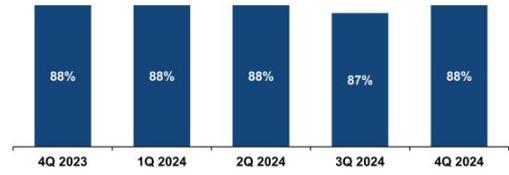
Liquidity Position



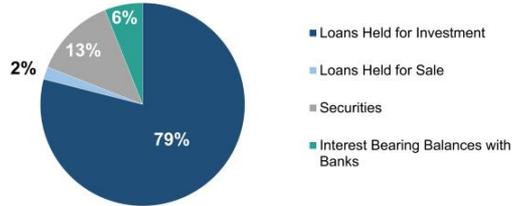
Cash and Securities to Total Assets

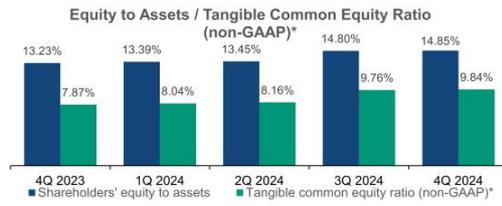


Loans to Deposits



Average Interest Earning Asset Mix (4Q 2024)



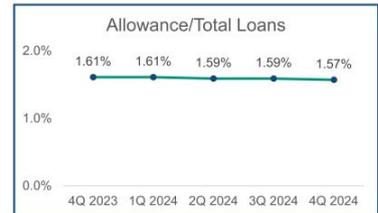
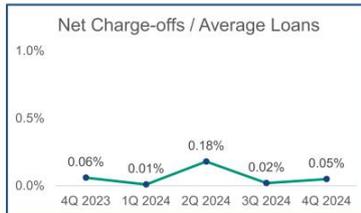
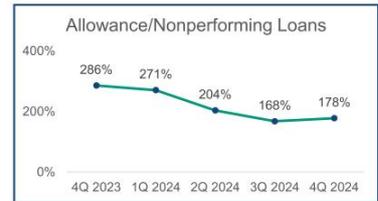
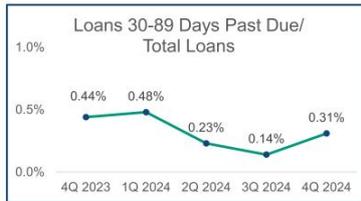
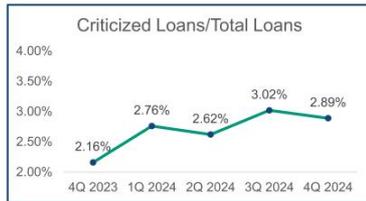


Highlights

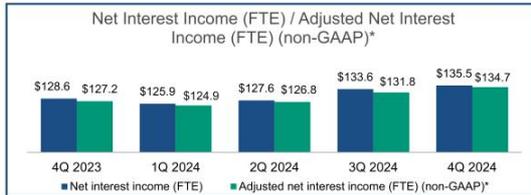
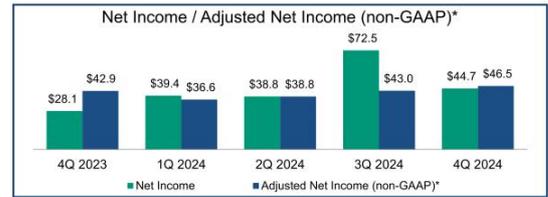
- The Company has a \$100.0 million stock repurchase program under which the Company is authorized to repurchase outstanding shares of its common stock either in open market purchases or privately-negotiated transactions. There was no buyback activity during the fourth quarter of 2024.

* Tangible Common Equity Ratio and Tangible Book Value are non-GAAP financial measures. See slide 31 in the appendix for a description of the exclusions and a reconciliation of these non-GAAP financial measures to GAAP.

Asset Quality



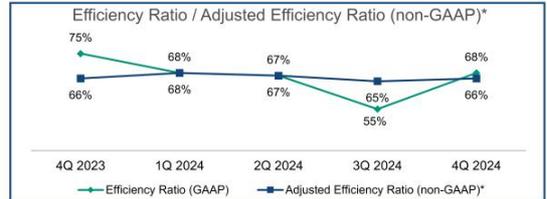
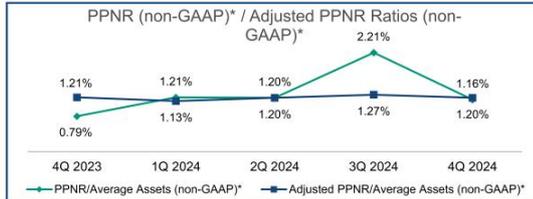
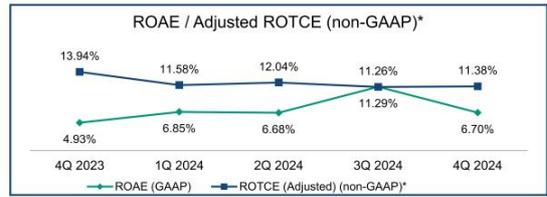
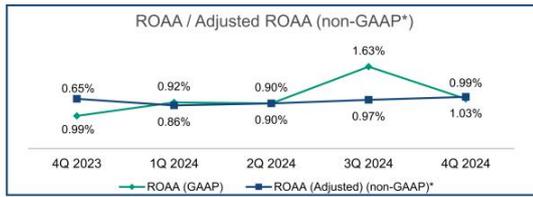
Profitability



Note: Dollars in millions except per share amounts.

*Adjusted Diluted EPS, Adjusted Net Income, Adjusted Net Interest Income (FTE), PPNR and Adjusted PPNR are non-GAAP financial measures. See slides 24, 25, 26 and 28 in the appendix for a description of exclusions and a reconciliation of these non-GAAP financial measures to GAAP.

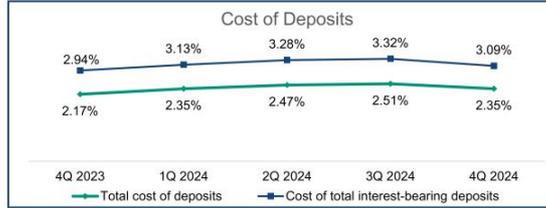
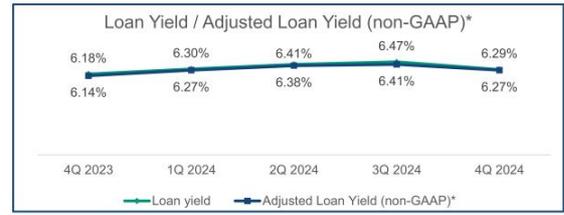
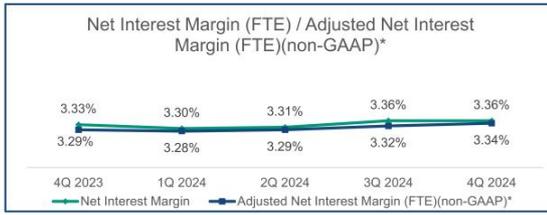
Profitability Ratios



*Adjusted ROAA, Adjusted ROTCE, PPNR/Average Assets, Adjusted PPNR/Average Assets and Adjusted Efficiency Ratio are non-GAAP financial measures. See slides 25, 27 and 30 in the appendix for a description of the exclusions and a reconciliation of these non-GAAP financial measures to GAAP.

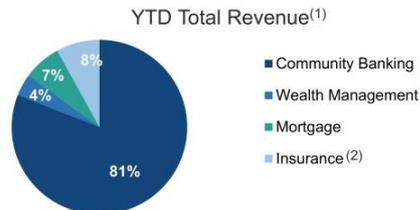
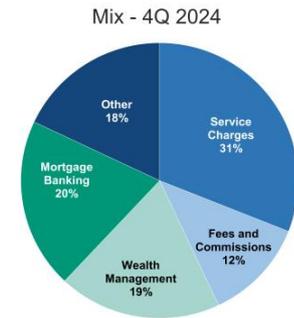
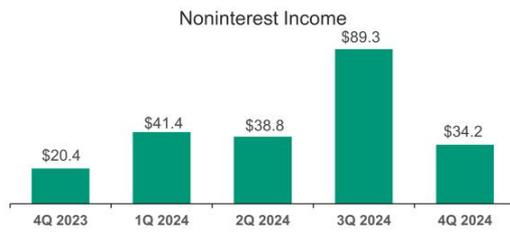


Net Interest Margin (FTE), Loan Yield and Cost of Deposits



*Adjusted Net Interest Margin (FTE) and Adjusted Loan Yield are non-GAAP financial measures. See slides 28 and 29 in the appendix for a description of the exclusions and a reconciliation of these non-GAAP financial measures to GAAP.

Noninterest Income / Total Revenue



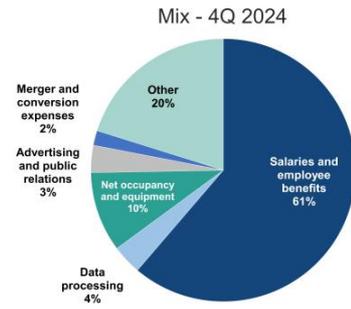
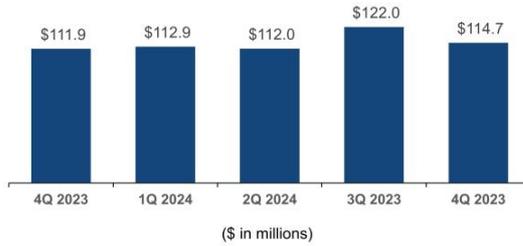
- Noninterest income decreased \$55.1 million on a linked quarter basis primarily due to a gain on the sale of the Company's insurance agency of \$53.3 million, recognized during the third quarter

Note: Dollars in millions
 (1) Total revenue is calculated as net interest income plus noninterest income.
 (2) Effective July 1, 2024, Renasant sold the assets of its insurance agency.



Noninterest Expense

(\$ in thousands)	3Q24	4Q24	Change
Salaries and employee benefits	\$ 71,307	\$ 70,260	\$ (1,047)
Data processing	4,133	4,145	12
Net occupancy and equipment	11,415	11,312	(103)
Advertising and public relations	3,677	3,840	163
Merger and conversion expenses	11,273	2,076	(9,197)
Other	20,178	23,114	2,936
Total	\$ 121,983	\$ 114,747	\$ (7,236)



- Noninterest expense decreased \$7.2 million on a linked quarter basis. Merger and conversion expenses were \$2.1 million and \$11.3 million for the fourth and third quarters, respectively.

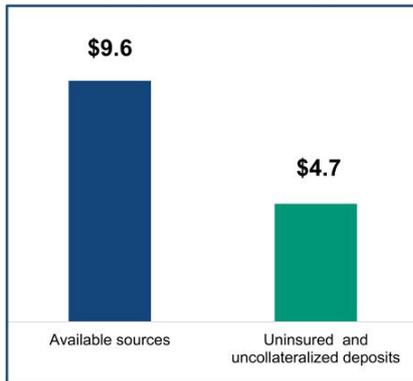


Appendix





Available Liquidity and Uninsured Deposits



Liquidity Sources	
Internal Sources	
Cash and cash equivalents	\$ 1.1
Unencumbered securities ⁽¹⁾	0.7
External Sources	
FHLB borrowing capacity ⁽²⁾	4.0
Federal Reserve Discount Window	0.7
Other ⁽³⁾	3.1
Total	\$ 9.6

	Uninsured Deposits	% of Total Deposits
Uncollateralized	\$ 4.7	32.4 %
Collateralized public funds	1.8	12.1
Total	\$ 6.5	44.5 %

Note: As of December 31, 2024; dollars in billions

(1) Approximately \$147 million of the unencumbered securities are placed at the Fed

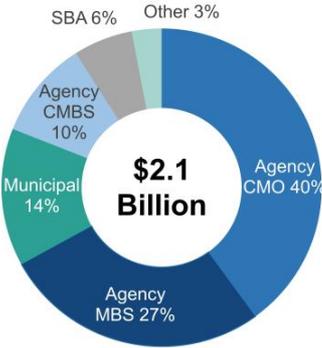
(2) Does not include loans participated to REITs that could be moved to Renasant Bank and pledged for additional capacity

(3) Includes untapped brokered CDs (per internal policy limits) and unsecured lines of credit

Securities



Composition (at Amortized Cost)



Highlights

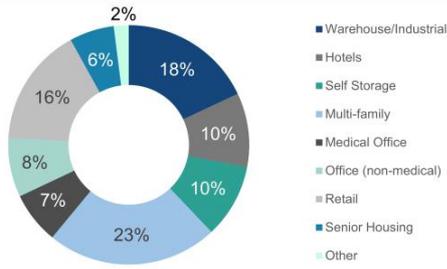
- Represents 10.9% of total assets
- Duration of 4.7 years
- 54% of portfolio HTM
 - 10.6% of HTM are CRA investments
 - 25.3% of HTM are Municipals
- Unrealized losses in AOCI on securities totaled \$203.7 million (\$152.9 million, net of tax); this includes unrealized losses in AOCI on HTM securities of \$65.7 million (\$49.0 million, net of tax)

Note: As of December 31, 2024



Non-Owner Occupied CRE – Term*

Non-Owner Occupied CRE – Term*



32.8%
% of Loans

\$2.2 million
Avg Loan Size¹

54.4%
WA LTV

0.01%
30-89 Days

0.69%
NPLs²

Note: As of December 31, 2024. LTV is calculated using the most recent appraisal available.
*Excludes construction

Highlights

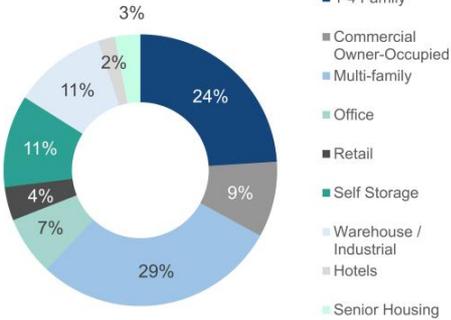
	Office (Non-Medical)	Multi-Family
Fair Value	\$325.5	\$985.0
Avg Loan Size ¹	1.0	3.7
% of Loans	2.5%	7.6%
Past Due ²	6.4	0.0
ACL Reserve ³	3.5	1.2
WA LTV	56.2	52.9
Loans <75% LTV	84.8	99.5
In Footprint	99.0	99.7
Q4 Loan Growth	3.2	14.4

(1) Based on commitment amount
(2) Includes non accrual loans; Ninety-three percent of Office past dues are represented by two loans
(3) Includes reserves for both loans accounted for in pools and those individually evaluated
Note: Dollars in millions

Construction



Composition



Highlights

Average Loan Size	\$1.80 million
% of Total Loans	8.5%
Past Due or Nonaccrual	0.3
Weighted Average LTV	60.3

Note: As of December 31, 2024; LTV is calculated using the most recent appraisal available.



ACL / Loss Absorption

(\$ in thousands)	9/30/2024		12/31/2024	
	ACL	ACL as a % of Loans	ACL	ACL as a % of Loans
Commercial, Financial, Agricultural	\$ 43,033	2.38	\$ 38,527	2.04
Lease Financing Receivables	2,384	2.43	3,368	3.72
Real Estate - 1-4 Family Mortgage	47,274	1.37	47,832	1.37
Real Estate - Commercial Mortgage	82,179	1.37	90,361	1.45
Real Estate - Construction	16,656	1.38	15,126	1.38
Installment loans to individuals	8,852	9.83	6,542	7.31
Allowance for Credit Losses on Loans	200,378	1.59	201,756	1.57
Allowance for Credit Losses on Deferred Interest	758		732	
Reserve for Unfunded Commitments	15,443		14,943	
Total Reserves	216,579		217,431	
Purchase Accounting Discounts	5,637		5,021	
Total Loss Absorption Capacity	\$ 222,216		\$ 222,452	

Mortgage Banking



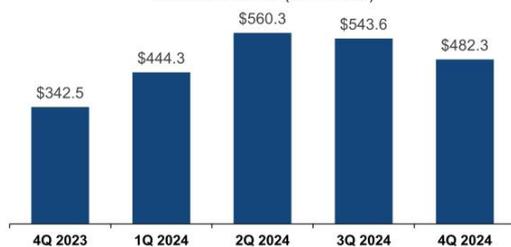
Mortgage Banking Income

(\$ in thousands)	4Q23	3Q24	4Q24
Gain on sales of loans, net	\$ 1,860	\$ 4,499	\$ 2,379
Fees, net	2,010	2,646	2,850
Mortgage servicing income, net	2,722	1,302	1,632
Mortgage banking income, net	\$ 6,592	\$ 8,447	\$ 6,861

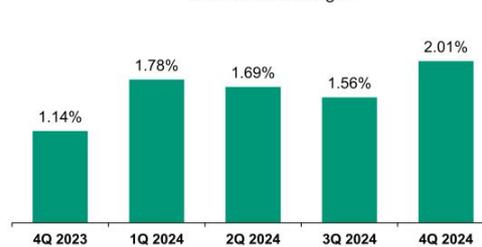
Mix

(in %)	4Q23	3Q24	4Q24
Wholesale	52	47	39
Retail	48	53	61
Purchase	87	87	89
Refinance	13	13	11

Locked Volume (in millions)



Gain on sale margin*



*Gain on sale margin excludes pipeline fair value adjustments and buyback reserve activity included in "Gain on sales of loans, net" in the table above



Renasant Acquisition of The First

Strong Strategic Partner

- Creates a leading Southeast bank with ~\$25 billion in combined assets
- Familiarity and culture mitigate risk
- Strengthens demographic profile and adds density

Sound FBMS Fundamentals

- Granular and diverse core deposit base
- Strong credit metrics
- Excess liquidity

Financially Compelling

- Accelerates profitability improvement
- Meaningful EPS accretion
- Capital ratios well-positioned



Combined Highlights

~\$25B

Assets

~\$18B

Loans

~\$21B

Deposits

Note: Data as of June 30, 2024.



Reconciliation of Non-GAAP Disclosures



Reconciliation of Non-GAAP Disclosures

Pre-Provision Net Revenue and Adjusted Pre-Provision Net Revenue

\$ in thousands	4Q 2023	1Q 2024	2Q 2024	3Q 2024	4Q 2024
Net income (GAAP)	\$ 28,124	\$ 39,409	\$ 38,846	\$ 72,455	\$ 44,747
Income taxes	3,787	9,912	9,666	24,924	5,006
Provision for credit losses (including unfunded commitments)	2,518	2,438	3,300	935	2,600
Pre-provision net revenue (non-GAAP)	\$ 34,429	\$ 51,759	\$ 51,812	\$ 98,314	\$ 52,353
Merger and conversion expense	-	-	-	11,273	2,076
Gain on extinguishment of debt	(620)	(56)	-	-	-
Gain on sale of MSR	(547)	(3,472)	-	-	(252)
Gain on sale of insurance agency	-	-	-	(53,349)	-
Losses on security sales (including impairments)	19,352	-	-	-	-
Adjusted pre-provision net revenue (non-GAAP)	\$ 52,614	\$ 48,231	\$ 51,812	\$ 56,238	\$ 54,177

Reconciliation of Non-GAAP Disclosures



Pre-Provision Net Revenue/Average Assets and Adjusted Pre-Provision Net Revenue/Average Assets

\$ in thousands	4Q 2023	1Q 2024	2Q 2024	3Q 2024	4Q 2024
Net income (GAAP)	\$ 28,124	\$ 39,409	\$ 38,846	\$ 72,455	\$ 44,747
Merger and conversion expense	-	-	-	11,273	2,076
Gain on extinguishment of debt	(620)	(56)	-	-	-
Gain on sale of MSR	(547)	(3,472)	-	-	(252)
Gain on sale of insurance agency	-	-	-	(53,349)	-
Losses on security sales (including impairments)	19,352	-	-	-	-
Tax effect of adjustments noted above ⁽¹⁾	(3,422)	691	-	12,581	(113)
Adjusted net income (non-GAAP)	\$ 42,887	\$ 36,572	\$ 38,846	\$ 42,960	\$ 46,458
Pre-provision net revenue (non-GAAP)	\$ 34,429	\$ 51,759	\$ 51,812	\$ 98,314	\$ 52,353
Adjusted pre-provision net revenue (non-GAAP) ⁽²⁾	\$ 52,614	\$ 48,231	\$ 51,812	\$ 56,238	\$ 54,117
Total average assets	\$ 17,195,840	\$ 17,203,013	\$ 17,371,369	\$ 17,681,664	\$ 17,943,148
Return on Average Assets (GAAP)	% 0.65	% 0.92	% 0.90	% 1.63	% 0.99
Return on Average Assets (Adjusted) (non-GAAP)	0.99	0.86	0.90	0.97	1.03
Pre-provision net revenue/Average assets (non-GAAP)	0.79	1.21	1.20	2.21	1.16
Adjusted pre-provision net revenue/Average assets (non-GAAP)	1.21	1.13	1.20	1.27	1.20

(1) Tax effect is calculated based on the respective legal entity's appropriate federal and state tax rates (as applicable) for the period, and includes the estimated impact of both current and deferred tax expense. The tax effect of the discrete gain on sale of insurance agency was calculated based on an estimated tax rate of 27.0%. See slide 24 for a reconciliation of Pre-provision net revenue and Adjusted pre-provision net revenue.



Reconciliation of Non-GAAP Disclosures

Adjusted Diluted Earnings Per Share

\$ in thousands	4Q 2023	1Q 2024	2Q 2024	3Q 2024	4Q 2024
Net income (GAAP)	\$ 28,124	\$ 39,409	\$ 38,846	\$ 72,455	\$ 44,747
Merger and conversion expense	-	-	-	11,273	2,076
Gain on extinguishment of debt	(620)	(56)	-	-	-
Gain on sale of MSR	(547)	(3,472)	-	-	(252)
Gain on sale of insurance agency	-	-	-	(53,349)	-
Losses on security sales (including impairments)	19,352	-	-	-	-
Tax effect of adjustments noted above ⁽¹⁾	(3,422)	691	-	12,581	(113)
Adjusted net income (non-GAAP)	\$ 42,887	\$ 36,572	\$ 38,846	\$ 42,960	\$ 46,458
Diluted shares outstanding (average)	56,611,217	56,531,078	56,684,626	61,632,448	64,056,303
Diluted EPS (GAAP)	\$ 0.50	\$ 0.70	\$ 0.69	\$ 1.18	\$ 0.70
Adjusted Diluted EPS (non-GAAP)	\$ 0.76	\$ 0.65	\$ 0.69	\$ 0.70	\$ 0.73

(1) Tax effect is calculated based on the respective legal entity's appropriate federal and state tax rates (as applicable) for the period, and includes the estimated impact of both current and deferred tax expense. The tax effect of the discrete gain on sale of insurance agency was calculated based on an estimated tax rate of 27.0%.

Reconciliation of Non-GAAP Disclosures



Return on Average Tangible Common Equity (Adjusted)

\$ in thousands	4Q 2023	1Q 2024	2Q 2024	3Q 2024	4Q 2024
Net income (GAAP)	\$ 28,124	\$ 39,409	\$ 38,846	\$ 72,455	\$ 44,747
Merger and conversion expense	-	-	-	11,273	2,076
Gain on extinguishment of debt	(620)	(56)	-	-	-
Gain on sale of MSR	(547)	(3,472)	-	-	(252)
Gain on sale of insurance agency	-	-	-	(53,349)	-
Losses on security sales (including impairments)	19,352	-	-	-	-
Tax effect of adjustments noted above ⁽¹⁾	(3,422)	691	-	12,581	(113)
Adjusted net income (non-GAAP)	\$ 42,887	\$ 36,572	\$ 38,846	\$ 42,960	\$ 46,458
Amortization of intangibles	1,274	1,212	1,186	1,160	1,133
Tax effect of adjustment noted above ⁽¹⁾	(240)	(237)	(233)	(296)	(283)
Adjusted tangible net income (non-GAAP)	\$ 43,921	\$ 37,547	\$ 39,799	\$ 43,824	\$ 47,308
Average shareholders' equity (GAAP)	\$ 2,261,025	\$ 2,314,281	\$ 2,337,731	\$ 2,553,586	\$ 2,656,885
Intangibles	1,011,130	1,009,825	1,008,638	1,004,701	1,003,551
Average tangible shareholders' equity (non-GAAP)	\$ 1,249,895	\$ 1,304,456	\$ 1,329,093	\$ 1,548,885	\$ 1,653,334
Return on Average Equity (GAAP)	% 4.93 %	% 6.85 %	% 6.68 %	% 11.29 %	% 6.70 %
Return on Average Tangible Common Equity (Adjusted) (non-GAAP)	13.94	11.58	12.04	11.26	11.38

(1) Tax effect is calculated based on the respective legal entity's appropriate federal and state tax rates (as applicable) for the period, and includes the estimated impact of both current and deferred tax expense. The tax effect of the discrete gain on sale of insurance agency was calculated based on an estimated tax rate of 27.0%.



Reconciliation of Non-GAAP Disclosures

Adjusted Net Interest Income (FTE) and Adjusted Net Interest Margin

\$ in thousands	4Q 2023	1Q 2024	2Q 2024	3Q 2024	4Q 2024
Net interest income (FTE) (GAAP)	\$ 128,595	\$ 125,850	\$ 127,598	\$ 133,576	\$ 135,502
Less:					
Net interest income collected on problem loans	283	123	(146)	642	151
Accretable yield recognized on purchased loans	1,117	800	897	1,089	616
Net interest income adjustments	\$ 1,400	\$ 923	\$ 751	\$ 1,731	\$ 767
Adjusted net interest income (FTE) (non-GAAP)	\$ 127,195	\$ 124,927	\$ 126,847	\$ 131,845	\$ 134,735
Total average earning assets	\$ 15,334,113	\$ 15,295,790	\$ 15,486,446	\$ 15,807,569	\$ 16,068,893
Net interest margin (GAAP)	% 3.33	% 3.30	% 3.31	% 3.36	% 3.36
Adjusted net interest margin (non-GAAP)	3.29	3.28	3.29	3.32	3.34

Reconciliation of Non-GAAP Disclosures



Adjusted Loan Yield

\$ in thousands	4Q 2023	1Q 2024	2Q 2024	3Q 2024	4Q 2024
Loan interest income (FTE) (GAAP)	\$ 190,857	\$ 194,640	\$ 200,670	\$ 204,935	\$ 201,562
Less:					
Net interest income collected on problem loans	283	123	(146)	642	151
Accretable yield recognized on purchased loans	1,117	800	897	1,089	616
Adjusted loan interest income (FTE) (non-GAAP)	\$ 189,457	\$ 193,717	\$ 199,919	\$ 203,204	\$ 200,795
Total average loans	\$ 12,249,429	\$ 12,407,976	\$ 12,575,651	\$ 12,584,104	\$ 12,746,941
Loan yield (GAAP)	6.18 %	6.30 %	6.41 %	6.47 %	6.29 %
Adjusted loan yield (non-GAAP)	6.14	6.27	6.38	6.41	6.27



Reconciliation of Non-GAAP Disclosures

Adjusted Efficiency Ratio

\$ in thousands	4Q 2023	1Q 2024	2Q 2024	3Q 2024	4Q 2024
Net interest income (FTE) (GAAP)	\$ 128,595	\$ 125,850	\$ 127,598	\$ 133,576	\$ 135,502
Total noninterest income (GAAP)	20,356	41,381	38,762	89,299	34,218
Gain on extinguishment of debt	620	56	-	-	-
Gain on sale of MSR	547	3,472	-	-	252
Gain on sale of insurance agency	-	-	-	53,349	-
Losses on security sales (including impairments)	(19,352)	-	-	-	-
Adjusted total noninterest income (non-GAAP)	\$ 38,541	\$ 37,853	\$ 38,762	\$ 35,950	\$ 33,966
Total income (FTE) (non-GAAP)	\$ 167,136	\$ 163,703	\$ 166,360	\$ 169,526	\$ 169,468
Total noninterest expense (GAAP)	\$ 111,880	\$ 112,912	\$ 111,976	\$ 121,983	\$ 114,747
Amortization of intangibles	1,274	1,212	1,186	1,160	1,133
Merger-related expenses	-	-	-	11,273	2,076
Adjusted total noninterest expense (non-GAAP)	\$ 110,606	\$ 111,700	\$ 110,790	\$ 109,550	\$ 111,538
Efficiency Ratio (GAAP)	75.11 %	67.52 %	67.31 %	54.73 %	67.61 %
Adjusted Efficiency Ratio (non-GAAP)	66.18	68.23	66.60	64.62	65.82

Reconciliation of Non-GAAP Disclosures



Tangible Common Equity and Tangible Book Value

\$ in thousands	4Q 2023	1Q 2024	2Q 2024	3Q 2024	4Q 2024
Shareholders' equity (GAAP)	\$ 2,297,383	\$ 2,322,350	\$ 2,354,701	\$ 2,658,078	\$ 2,678,318
Intangibles	1,010,460	1,009,248	1,008,062	1,004,136	1,003,003
Tangible shareholders' equity (non-GAAP)	\$ 1,286,923	\$ 1,313,102	\$ 1,346,639	\$ 1,653,942	\$ 1,675,315
Total assets (GAAP)	\$ 17,360,535	\$ 17,345,741	\$ 17,510,391	\$ 17,958,840	\$ 18,034,868
Intangibles	1,010,460	1,009,248	1,008,062	1,004,136	1,003,003
Tangible assets (non-GAAP)	\$ 16,350,075	\$ 16,336,493	\$ 16,502,329	\$ 16,954,704	\$ 17,031,865
Tangible Common Equity Ratio					
Shareholders' equity to assets (GAAP)	13.23 %	13.39 %	13.45 %	14.80 %	14.85 %
Effect of adjustment for intangible assets	5.36	5.35	5.29	5.04	5.01
Tangible common equity ratio (non-GAAP)	7.87 %	8.04 %	8.16 %	9.76 %	9.84 %
Tangible Book Value					
Shares Outstanding	56,142,207	56,304,860	56,367,924	63,564,028	63,565,690
Book Value (GAAP)	\$ 40.92	\$ 41.25	\$ 41.77	\$ 41.82	\$ 42.13
Tangible Book Value (non-GAAP)	\$ 22.92	\$ 23.32	\$ 23.89	\$ 26.02	\$ 26.36



